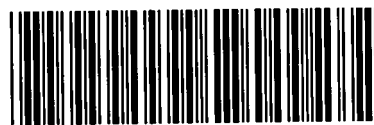


**Avonline Network Services Limited**  
**Annual report and financial statements**  
**for the year ended 31 March 2022**

Registered number 10201726

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# Avonline Network Services Limited

## Annual report and financial statements for the year ended 31 March 2022

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# Avonline Network Services Limited

## Company Information

<b>Directors</b>	J M Arnold B G Casey A R Findlay K M Fuller R P Hale C Keen A Loosveld M Turner J Winnicott
<b>Company secretary</b>	I Evans
<b>Registered office</b>	Abel Smith House Gunnels Wood Road Stevenage Hertfordshire SG1 2ST
<b>Registered number</b>	10201726
<b>Independent auditors</b>	Deloitte LLP 1 New Street Square London EC4A 3HQ

# **Avonline Network Services Limited**

## **Strategic report for the year ended 31 March 2022**

The directors present their strategic report of the Company for the year ended 31 March 2022.

### **Principal activities**

The principal activity of the Company is the provision of telecommunication network services.

### **Business review**

Avonline Network Services Limited ("Avonline") continues to operate under long term framework agreements with its client base within the Telecoms industry. We take pride in having valued long term relationships with our portfolio of clients by investing in our contracts and people to ensure we deliver superior services to all our customers.

Company turnover for the year ended 31 March 2022 was £88.4m (2021: £63.1m) and operating profit was £4.7m (2021: 3.4m).

The net assets of the Company as at 31 March 2022 were £8.7m (2021: £4.9m).

With the support of M Group Services, Avonline has continued to build on our relationships with existing clients, successfully delivering significant, profitable growth in volumes under both existing and new frameworks over the last year through underpinning delivery excellence with strategic changes in our talent attraction programmes and service innovation. By adapting the way we work, we have ensured that we remain resilient in delivering high quality Critical National Infrastructure services during the prolonged difficult and unprecedented economic backdrop and COVID-19 pandemic. Business performance remains in line with our strategy, expanding service breadth and depth. As an established entity within the M Group Services Limited Telecom Division, we remain committed to delivering on our strategy and vision to be the leading Telecom services supplier, offering a complete end-to-end service portfolio across the UK and Ireland.

The increase in scope and pace of nationwide fibre rollout plans continues to drive demand for our network service capabilities.

### **Future developments**

The current year financial performance of Avonline is in line with our growth strategy. We continue to build on existing relationships with large operators, supporting critical national infrastructure, as a preferred partner.

The Company is expecting to see further growth into the next financial year and beyond as the business continues to scale existing opportunities, this is achievable through the increasing strength and depth in our core business combined with M Group Services relationships and end-to-end service offerings.

### **Key performance indicators (KPIs)**

The Board monitors progress on the overall Company strategy and trading performance by reference to KPIs, the principal measures being turnover, EBITDA, operating profit, order book, cash flow and accident frequency rate. Group performance against these can be found in the consolidated financial statements of M Group Services Limited.

### **Principal risks and uncertainties**

#### *Economic conditions*

The Company's activities operate within framework agreements which do not provide guaranteed levels of turnover. Economic conditions impact our clients and our contracts. In addition, our clients rely on borrowing in the financial markets to finance their operations. There is a risk that clients will seek to reduce expenditure or extend payment terms in order to manage their cash resources. We engage in regular dialogue with our clients to continually assess these risks and adjust our resources accordingly.

# Avonline Network Services Limited

## Strategic report for the year ended 31 March 2022 (continued)

### Principal risks and uncertainties (continued)

#### *Business interruption*

Extraneous events such as pandemic, significant IT failure or cyber-attack, could result in a significant degree of business interruption. There is a risk that the Company may not be able to adapt to a changed environment and suffers significant and prolonged disruption to its activities. The Company has developed crisis management plans to mitigate the impact of such events.

#### *Competitive risks*

In general terms, the UK marketplace continues to show strong demand and no major signs of slowdown in growth in our core market sector. Within the contracting environment, major contract awards remain very competitive and the business continues to experience strong, price led competition. As a point of differentiation, the Company puts considerable emphasis on its technical competencies and quality standards to maintain its position within the market.

#### *Legislative risks*

Changes in the regulatory environment are typically dealt with at a contractual level and the effects and obligations upon the Company are documented and measurable. Other industry specific recognised bodies provide good practice/standards to follow.

### Financial risks

#### *Credit risk*

Details of the Company's debtors are shown in note 14 to the financial statements. Most of the Company's customers are blue chip companies with strong credit ratings and the directors consider that credit risk is minimal. As appropriate, the Company carries out credit reviews for new customers and sets credit terms to ensure the credit risk for each new customer is appropriately managed.

#### *Liquidity risk*

The Company aims to mitigate liquidity risk by managing cash generation and utilisation by its operations and applying best practice within the credit control function. The Company is focussed on reducing debtor days and also the timeliness of billing customers, although our core market section (construction/contracting) typically experiences long payment terms that impact our ability to reduce overall debtor days. The Company also manages liquidity risk via agreed credit facilities that the directors review for sufficiency on a periodic basis.

### Stakeholder engagement

Effective engagement of stakeholder groups supports the principles of Section 172 of the Companies Act which sets out that directors should have regard to stakeholder interests when discharging their duty to promote the success of the Company.

Our success depends on forging positive relationships with the people, communities and organisations that have an interest in our business and may be impacted by the decisions we make. We actively engage with our stakeholders to understand their views. The views of our stakeholder's assist in shaping our strategy and business model. We set out below how we engage with our main stakeholders and our impact.

#### *People*

We endeavour to listen to our people, to provide feedback and keep them engaged and informed. Successful performance can be delivered through a high level of engagement ensuring our people share the Company's core values and feel supported by our culture. We are committed to creating an environment in which our people feel valued, supported and fulfilled.

It is key that we continue to engage and listen to all feedback to harness the talent that we already have within the Company and also ensure there exists a working environment that allows people to flourish. A Company wide People Opinion Survey takes place annually enabling us to address areas for improvement to make the Company a better place to work.

# Avonline Network Services Limited

## Strategic report for the year ended 31 March 2022 (continued)

### Stakeholder engagement (continued)

#### *Clients*

We understand our clients' needs through focused key account management led by our Executive Directors and their management teams.

We have long-term relationships with our clients across multiple contracts. We are able to meet the specific needs of each of our clients to deliver best in class solutions.

#### *Suppliers and subcontractors*

Dialogue with suppliers and subcontractors is important to mitigate supply chain risk and to ensure we have access to the most cost effective and reliable products and services. We work closely with our supply chain to ensure we can meet our business requirements in a sustainable way.

Our code of conduct sets out clear standards regarding our ways of working with our supply chain. Having key account support and face-to-face meetings helps to build trust and long-term relationships which is beneficial to both parties.

#### *Communities*

Avonline is signed up to the Armed Forces Covenant, recently receiving the gold award from the Defence Employer Recognition Scheme (ERS), demonstrating our support for the Armed Forces Community. Our participation demonstrates that we recognise the values serving personnel (including reservists), Veterans and military families can bring to our business. This commitment also encourages us to work with partners such as the Career Transition Partnership (the official Ministry of Defence provider of Armed Forces resettlement support) who provide employment opportunities for those leaving the Services.

#### *Shareholders*

The Company is a wholly owned subsidiary of Minerva Equity Limited, a United Kingdom incorporated company which is owned by management and Blueprint Investments Sarl (Luxembourg). Blueprint Investments Sarl (Luxembourg) is indirectly controlled by PAI Europe VI, a private equity fund which is ultimately controlled by PAI Partners. Monthly reporting of performance is discussed by management and PAI.

PAI aim to increase the profitability and long-term strategic value for the businesses they own in partnership with the management teams. We target long term profitable growth and deliver reliable and stable revenue streams, margins and cash flow.

The strategic report was approved and authorised for issue by the board of directors.

On behalf of the board,



R P Hale  
Director  
30 September 2022

Registered Number: 10201726

Abel Smith House  
Gunnels Wood Road  
Stevenage  
Hertfordshire  
SG1 2ST

# Avonline Network Services Limited

## Directors' report for the year ended 31 March 2022

The directors present their Annual report together with the audited financial statements of the Company for the year ended 31 March 2022.

### Business review and future developments

In accordance with section 414c (11) of the Companies Act 2006, the directors have chosen to include the principal activity of the Company; the principal risks and uncertainties; the financial risks; the business review; and future developments in the Strategic Report.

### Dividends

No dividends were paid in the year (2021: £nil). The directors do not recommend the payment of a final dividend (2021: £nil).

### Directors

The directors who served during the year and up to the date of signing were as follows:

J M Arnold	
M G Beesley	(resigned 22 October 2021)
B G Casey	
A R Findlay	(appointed 18 August 2021)
K M Fuller	(appointed 15 September 2022)
R P Hale	
C Keen	(appointed 15 September 2022)
A Loosveld	
M Turner	(appointed 15 September 2022)
J Winnicott	

### Third party indemnity

The Company maintains qualifying third party indemnity insurance for all directors as allowed by section 234 of the Companies Act 2006. These insurances were in force throughout the year ending 31 March 2022 and continue to the date of approval of the financial statements.

### Going concern

The directors have taken into account uncertainties in preparing financial projections and assessing the future prospects of the Company and Group. These included the risk of a significant economic shock impacting the UK essential infrastructure market. However, this is considered a low risk as during the economically challenging period as a result of the COVID-19 pandemic, the Group was able to generate positive operating cash flows demonstrating the Group's ability to withstand significant external economic shocks. They also considered the impact of the high inflationary environment, however this is also considered low risk given the nature of the Group's framework agreements, the majority of which have indexation mechanisms. Cash flow has been and continues to be robust, in line with management's expectations. Demand in our resilient markets remains strong and the Group has significant levels of liquidity available.

Accordingly, based on the Group's financial projections and the current expectations of the directors about the prospects of the Group and Company, the financial statements have been prepared on the going concern basis.

The directors consider that the Company can meet its obligations as they fall due for a period of at least twelve months from the date of the directors' approval of these financial statements.

### Post balance sheet events

Following a strategic review of the legal structure of the Minerva Equity Limited group, on 30 May 2022 100% of the Company's share capital was sold by Avonline Network Services Holdings Limited to fellow subsidiary M Group Telecoms Limited.

# **Avonline Network Services Limited**

## **Directors' report for the year ended 31 March 2022 (continued)**

### **Employee engagement**

Our statement describing how the Board has had regard to the matters set out in section 172 (1) (a) to (f) of the Companies Act 2006 when performing its duty under section 172 is set out on pages 3 & 4.

Employees are kept informed of matters affecting them. The Company operates a systematic approach to communication through regular briefings, presentations, electronic mailings and the wide circulation of magazines, to achieve a common awareness among all employees in relation to the financial and economic factors that affect the performance of the Company. Recognition and reward schemes are in place to encourage participation in the Company's performance, highlight the achievements and successes of our people and to thank them for their hard work and dedication.

The Company is an equal opportunities employer and applications from disabled persons are fully and fairly considered, having regard to the aptitudes and abilities of the applicant. In the event of disability, every effort is made to ensure that employment continues and appropriate training is given. Career development and promotion of disabled people is, as far as possible, identical to that of other employees.

### **Stakeholders engagement – Other stakeholders**

Based on our engagement with and feedback from stakeholders, we factor their views into the decision making of the Board. Our statement describing how the Board has had regard to the matters set out in section 172 (1) (a) to (f) of the Companies Act 2006 when performing its duty under section 172 is set out on pages 3 & 4.

### **Greenhouse gas emissions and energy use**

In accordance with the requirements of Streamlined Energy and Carbon Reporting (SECR), the Company's greenhouse gas emissions and energy use data has been disclosed in the consolidated financial statements of parent company M Group Services Limited.

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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

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

# Avonline Network Services Limited

## Directors' report for the year ended 31 March 2022 (continued)

### Statement of disclosure of information to auditors

In the case of each director in office at the date the Directors' Report is approved:

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

### Auditors

Deloitte LLP have expressed their willingness to continue as auditors and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

The directors' report was approved and authorised for issue by the board of directors.

On behalf of the board,



R P Hale  
Director  
30 September 2022

Registered Number: 10201726

Abel Smith House  
Gunnels Wood Road  
Stevenage  
Hertfordshire  
SG1 2ST

# **Avonline Network Services Limited**

## **Independent auditors' report to the members of Avonline Network Services Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion the financial statements of Avonline Network Services Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 23.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

#### **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 Financial Reporting Council's (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 at least twelve months from when the financial statements are authorised for issue.

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

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The 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 our report, we do not express any form of assurance conclusion thereon.

## **Avonline Network Services Limited**

### **Independent auditors' report to the members of Avonline Network Services Limited (continued)**

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Responsibilities of directors**

As explained more fully in the statement of directors' responsibilities, 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **Extent to which 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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of about their own identification and assessment of the risks of.

We obtained an understanding of the legal and regulatory framework that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included the Bribery Act, employment laws, carbon reduction regulations as well as health, safety and environment matters.

We discussed among the audit engagement team including relevant internal specialists such as tax, pensions and IT regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

## **Avonline Network Services Limited**

### **Independent auditors' report to the members of Avonline Network Services Limited (continued)**

As a result of performing the above, we identified the greatest potential for fraud in the following areas, and our specific procedures performed to address them are described below:

- The recoverability and valuation of amounts recoverable on contracts. The procedures performed to address this risk included:
  - Documenting our understanding of the design of the key controls surrounding amounts recoverable on contracts valuation and recoverability;
  - Obtaining an understanding from the commercial teams as to the composition of the amounts recoverable on contracts, and challenging judgements that they have taken in terms of recoverability on a sample of contracts; and
  - Obtaining evidence of post period end cash collection or ongoing negotiations in relation to the recoverability of the amounts recoverable on contracts on a sample of contracts.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

#### **Report on other legal and regulatory requirements**

##### **Opinions on other matters prescribed by the Companies Act 2006**

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters 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.


We have nothing to report in respect of these matters.

## **Avonline Network Services Limited**

### **Independent auditors' report to the members of Avonline Network Services Limited (continued)**

#### **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.



Tobias Wright BA FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

30 September 2022

## Avonline Network Services Limited

### Statement of comprehensive income for the year ended 31 March 2022

		Year ended 31 March 2022	Year ended 31 March 2021
	Note	£'000	£'000
<b>Turnover</b>	5	<b>88,416</b>	63,059
Cost of sales		<b>(77,878)</b>	(56,235)
<b>Gross profit</b>		<b>10,538</b>	6,824
Administrative expenses		<b>(5,868)</b>	(3,549)
Other operating income	6	<b>16</b>	80
<b>EBITDA (excluding exceptional items)</b>		<b>4,821</b>	3,540
Depreciation	7,11	<b>(76)</b>	(162)
Amortisation	7,10	<b>(59)</b>	(23)
<b>Operating profit</b>	7	<b>4,686</b>	3,355
<b>Profit before taxation</b>		<b>4,686</b>	3,355
Tax on profit	9	<b>(860)</b>	(584)
<b>Profit for the financial year</b>		<b>3,826</b>	2,771
Other comprehensive income		-	-
<b>Total comprehensive income for the financial year</b>		<b>3,826</b>	2,771

The accompanying notes on pages 15 to 30 form part of these financial statements.

The above results relate to continuing operations for the financial year.

# Avonline Network Services Limited

## Balance sheet as at 31 March 2022

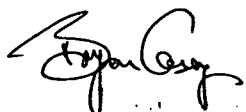
	Note	At 31 March 2022 £'000	At 31 March 2021 £'000
<b>Fixed assets</b>			
Intangible assets	10	327	227
Tangible assets	11	491	297
Debtors: amounts due after more than one year	12	1,125	708
		<b>1,943</b>	1,232
<b>Current assets</b>			
Stocks	13	2,200	783
Debtors	14	14,947	14,939
Cash		9,218	1,212
		<b>26,365</b>	16,934
<b>Creditors: amounts falling due within one year</b>	15	<b>(19,570)</b>	(13,254)
<b>Net current assets</b>		<b>6,795</b>	3,680
<b>Total assets less current liabilities</b>		<b>8,738</b>	4,912
<b>Net assets</b>		<b>8,738</b>	4,912
<b>Capital and reserves</b>			
Called up share capital	18	-	-
Share premium account	18	791	791
Retained earnings		7,947	4,121
<b>Total equity</b>		<b>8,738</b>	4,912

The notes on pages 15 to 30 are an integral part of these financial statements.

The financial statements on pages 12 to 30 were approved and authorised for issue by the board of directors on 30 September 2022 and were signed on its behalf by:



R P Hale  
Director



B G Casey  
Director

Registered Number: 10201726

## Avonline Network Services Limited

### Statement of changes in equity for the year ended 31 March 2022

	Called up share capital	Share premium account	Retained earnings	Total equity
	£'000	£'000	£'000	£'000
<b>Balance as at 1 April 2020</b>	-	791	1,350	2,141
Profit for the financial year	-	-	2,771	2,771
Total comprehensive income for the year	-	-	2,771	2,771
<b>Balance as at 31 March 2021</b>	-	791	4,121	4,912
Profit for the financial year	-	-	3,826	3,826
Total comprehensive income for the year	-	-	3,826	3,826
<b>Balance as at 31 March 2022</b>	-	791	7,947	8,738

The notes on pages 15 to 30 are an integral part of these financial statements.

# **Avonline Network Services Limited**

## **Notes to the financial statements for the year ended 31 March 2022**

### **1 General information**

Avonline Network Services Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England. The address of its registered office is Abel Smith House, Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2ST.

### **2 Statement of compliance**

The individual financial statements of Avonline Network Services Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

### **3 Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

#### **Basis of preparation**

The financial statements are prepared on a going concern basis under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

#### **Going concern**

The directors have taken into account uncertainties in preparing financial projections and assessing the future prospects of the Company and Group. These included the risk of a significant economic shock impacting the UK essential infrastructure market. However, this is considered a low risk as during the economically challenging period as a result of the COVID-19 pandemic, the Group was able to generate positive operating cash flows demonstrating the Group's ability to withstand significant external economic shocks. They also considered the impact of the high inflationary environment, however this is also considered low risk given the nature of the Group's framework agreements, the majority of which have indexation mechanisms. Cash flow has been and continues to be robust, in line with management's expectations. Demand in our resilient markets remains strong and the Group has significant levels of liquidity available.

Accordingly, based on the Group's financial projections and the current expectations of the directors about the prospects of the Group and Company, the financial statements have been prepared on the going concern basis.

The directors consider that the Company can meet its obligations as they fall due for a period of at least twelve months from the date of the directors' approval of these financial statements.

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 3 Summary of significant accounting policies (continued)

#### Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions which have been complied with. The Company is a qualifying entity as its results are consolidated into the financial statements of Minerva Equity Limited which are publicly available.

As a qualifying entity the Company has taken advantage of the following exemptions

- from preparing a statement of cash flows, as allowed by FRS 102 paragraph 1.12(b)
- from disclosing a table of financial instruments as allowed by FRS 102 paragraph 1.12(c)
- from disclosing transactions with entities that are part of the Minerva Equity Limited group where 100% of the voting rights of these entities are controlled within the group as required by FRS 102 paragraph 33.1A.

#### Foreign currencies

Monetary assets and liabilities denoted in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions denominated in foreign currencies during the period are translated into local currency at the rate of exchange ruling on the dates on which the transactions occurred. All differences are taken to the profit and loss account.

The Company's functional and presentation currency is the pound sterling. Monetary amounts in these financial statements are rounded to the nearest thousand.

#### Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and that these benefits can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable for goods and services provided and net of discounts and value added taxes.

#### *Contract income*

The activities of the Company are largely undertaken through long-term framework contracts. Under these contracts revenue is recognised in line with each separate supply of goods and services completed. Where losses are foreseeable in respect of future supplies committed under these framework contracts, appropriate provisions are made. In addition, an accrual is maintained for future remedial works that may be required in respect of supplies already made.

Amounts recoverable on contracts are stated at cost plus attributable profits less provision for losses and payments on account. Payments on account in excess of amounts recoverable on contracts are included in creditors.

#### Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

#### *Current tax*

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted by the period end.

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 3 Summary of significant accounting policies (continued)

#### Taxation (continued)

##### *Current tax (continued)*

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### *Deferred tax*

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions.

Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

#### **Government grants**

Government grants are recognised based on the accrual model and are measured at the fair value where there is reasonable assurance that the grant will be received. Amounts received are recognised over the period in which the related costs are recognised. In the current and previous year, grant accounting has only been applied to the Job Retention Scheme launched as part of HM Governments response to the COVID-19 pandemic.

#### **Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated, using the straight-line method, to allocate the amortisable amount of the assets less their estimated residual value over their expected useful lives, as follows:

Software	- 3 to 8 years
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Amortisation is charged to the profit and loss account.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

#### **Tangible assets**

Tangible assets are included at historic purchase cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price of the asset and the costs directly attributable to bringing the asset into its working condition for its intended use.

##### *Depreciation and residual values*

Depreciation of assets is calculated at rates expected to write off cost less the estimated residual value of the relevant assets over their expected useful lives. The expected useful lives of the assets to the business are reassessed periodically in light of experience. The expected useful lives used are principally as follows:

Leasehold improvements	Remaining life of the lease
Plant and machinery	20 - 50% straight line
Motor vehicles	25% reducing balance
Office equipment	33% straight line

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 3 Summary of significant accounting policies (continued)

#### Tangible assets

##### *Derecognition*

Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit or loss account.

#### Stock

Stocks are stated at the lower of cost and net realisable value. Cost is based on the cost of purchase on a first in, first out basis. At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the profit and loss account.

#### Provisions and contingencies

##### *Provisions*

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The increase in the provision due to passage of time is recognised as a finance cost.

##### *Contingencies*

Contingent liabilities arising as a result of past events are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

#### Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### *Financial assets*

Basic financial assets, including trade and other receivables, cash and bank balances 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.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the profit and loss account.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the profit and loss account.

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 3 Summary of significant accounting policies (continued)

#### Financial instruments (continued)

##### *Financial assets (continued)*

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### *Financial liabilities*

Basic financial liabilities, including trade and other payables, bank loans 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 receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised at transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### *Offsetting*

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an 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 to liability simultaneously.

#### **Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **Employee benefits**

##### *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 plans*

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 3 Summary of significant accounting policies (continued)

#### Cash and cash equivalents

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

#### Related party transactions

The Company discloses transactions with related parties which are not wholly owned by the Minerva Equity Group. It does not disclose transactions with members of the Minerva Equity Group that are wholly owned.

### 4 Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Critical judgements in applying the entity's accounting policies

There are no specific judgements that have been made that would result in a material change to the statutory financial statements.

#### Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are related to an amounts recoverable on contracts provision regarding the risk of not collecting payment for work completed for clients.

### 5 Turnover

The Company had one class of business providing telecommunication network services. All turnover relates to activities in the United Kingdom.

### 6 Other operating income

	Year to 31 March 2022 £'000	Year to 31 March 2021 £'000
Grants received under Coronavirus Job Retention Scheme	2	80
Other income	14	-
	<b>16</b>	<b>80</b>

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 7 Operating profit

	Year to 31 March 2022 £'000	Year to 31 March 2021 £'000
Operating profit is stated after charging:		
Wages and salaries	18,728	12,800
Social security costs	1,694	1,193
Other pension costs	454	352
<b>Staff costs</b>	<b>20,876</b>	<b>14,345</b>
Depreciation (see note 11)	76	162
Amortisation (see note 10)	59	23
Operating lease payments	251	335
Loss / (profit) on sale of fixed assets	7	(13)
<b>Services provided by the Company's auditors</b>		
Fees payable to the Company's auditors for the audit of the financial statements	45	15

In accordance with SI 2008/489 the Company has not disclosed the fees payable to the Company's auditors for 'Other services' as this information is included in the consolidated financial statements of Minerva Equity Limited.

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 8 Employees and directors

	Year to 31 March 2022	Year to 31 March 2021
	Number	Number
Average monthly number of management and supervisory staff employed (including executive directors)	69	18
Average monthly number of operational staff employed (including executive directors)	505	313
	574	331

Directors' remuneration	Year to 31 March 2022	Year to 31 March 2021
	£'000	£'000
Emoluments	207	196
Pension contributions	14	8
	221	204
<b>Highest paid director</b>		
Emoluments	207	196
Pension contributions	14	8
	221	204

Retirement benefits are accruing to one director under a defined contribution scheme (2021: one).

#### Key management compensation

Key management includes the directors and members of senior management. The compensation paid or payable to key management for employee services is shown below:

	Year to 31 March 2022 £'000	Year to 31 March 2021 £'000
Aggregate emoluments	565	680
Pension contributions	65	20
	630	700

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 9 Tax on profit

Tax expense included in profit or loss	Year to 31	Year to 31
	March 2022	March 2021
	£'000	£'000
Current tax:		
UK Corporation tax on profit or loss for the year	848	618
Adjustments in respect of prior years	81	(36)
<b>Total current tax</b>	<b>929</b>	<b>582</b>
Deferred tax:		
Origination and reversal of timing differences	23	(7)
Effects of change in tax rates	(14)	-
Adjustments in respect of prior years	(78)	9
<b>Total deferred tax</b>	<b>(69)</b>	<b>2</b>
<b>Tax on profit</b>	<b>860</b>	<b>584</b>

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 9 Tax on profit (continued)

#### Reconciliation of tax expense

The tax assessed for the year is lower than (2021: lower than) the standard rate of corporation tax in the UK 19% (2021: 19%). The differences are explained below:

	Year to 31 March 2022	Year to 31 March 2021
	£'000	£'000
Profit before tax	4,686	3,355
Profit multiplied by the standard UK rate of tax 19% (2021: 19%)	890	637
Effects of:		
Expenses not deductible for tax purposes	10	4
Effects of change in tax rates	(13)	-
Transfer pricing adjustments	(30)	(30)
Adjustments in respect of prior years	3	(27)
<b>Total tax expense for the year</b>	<b>860</b>	<b>584</b>

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

## Avonline Network Services Limited

### Notes to the financial statements for the year ended 31 March 2022 (continued)

#### 10 Intangible assets

	Software
	£'000
Cost at 1 April 2021	250
Additions	159
<b>Cost at 31 March 2022</b>	<b>409</b>
Accumulated amortisation at 1 April 2021	(23)
Charge for the year	(59)
<b>Accumulated amortisation at 31 March 2022</b>	<b>(82)</b>
<b>Net book value at 31 March 2022</b>	<b>327</b>
Net book value at 31 March 2021	227

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 11 Tangible assets

	Leasehold improvements	Plant and machinery	Motor vehicles	Office equipment	Total
	£'000	£'000	£'000	£'000	£'000
<b>Cost at 1 April 2021</b>	<b>5</b>	<b>359</b>	<b>582</b>	<b>61</b>	<b>1,007</b>
Additions	109	-	-	188	297
Disposals	-	-	(154)	-	(154)
<b>Cost at 31 March 2022</b>	<b>114</b>	<b>359</b>	<b>428</b>	<b>249</b>	<b>1,150</b>
<b>Accumulated depreciation at 1 April 2021</b>	<b>(5)</b>	<b>(348)</b>	<b>(296)</b>	<b>(61)</b>	<b>(710)</b>
Charge for the year	(5)	(11)	(59)	(1)	(76)
Disposals	-	-	127	-	127
<b>Accumulated depreciation at 31 March 2022</b>	<b>(10)</b>	<b>(359)</b>	<b>(228)</b>	<b>(62)</b>	<b>(659)</b>
<b>Net book value at 31 March 2022</b>	<b>104</b>	<b>-</b>	<b>200</b>	<b>187</b>	<b>491</b>
Net book value at 31 March 2021	-	11	286	-	297

### 12 Debtors: amounts due after more than one year

	At 31 March 2022	At 31 March 2021
	£'000	£'000
<b>Amounts owed by group undertakings</b>	<b>1,125</b>	<b>708</b>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

Amounts owed by group undertakings are intended for the continuing use of the borrowing companies as part of the capital structure of those companies. As such they represent fixed assets of Avonline Network Services Limited.

## Avonline Network Services Limited

### Notes to the financial statements for the year ended 31 March 2022 (continued)

#### 13 Stocks

	At 31 March 2022 £'000	At 31 March 2021 £'000
Raw materials	2,200	783

There is no material difference between the balance sheet value of stock and the replacement cost.  
The amount of stock recognised as an expense during the year was £3,629,000 (2021: £1,795,000).

#### 14 Debtors

	At 31 March 2022 £'000	At 31 March 2021 £'000
<b>Amounts falling due within one year</b>	<b>£'000</b>	<b>£'000</b>
Trade debtors	2,350	4,545
Amounts recoverable on contracts	12,115	10,178
Amounts owed by group undertakings	1	-
Deferred tax (see note 17)	113	44
Other debtors	79	25
Prepayments and accrued income	289	147
	<b>14,947</b>	<b>14,939</b>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

## Avonline Network Services Limited

### Notes to the financial statements for the year ended 31 March 2022 (continued)

#### 15 Creditors: amounts falling due within one year

	At 31 March 2022	At 31 March 2021
	£'000	£'000
Trade creditors	1,102	4,228
Amounts owed to group undertakings	3,368	2,289
Corporation tax	905	912
Other taxation and social security	4,830	2,351
Other creditors	1,844	1,272
Accruals and deferred income	7,521	2,202
	<b>19,570</b>	<b>13,254</b>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

#### 16 Pensions and similar obligations

The amount recognised as an expense for the defined contribution scheme was:

	Year to 31 March 2022	Year to 31 March 2021
	£'000	£'000
Current year contributions	454	352

Contributions amounting to £102,000 were outstanding at the year-end (2021: £59,000).

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 17 Deferred tax asset

	At 31 March 2022 £'000	At 31 March 2021 £'000
Brought forward at 1 April	44	46
Credit / (Charge) to the profit & loss for the year	69	(2)
<b>Carried forward at 31 March</b>	<b>113</b>	<b>44</b>

The deferred tax asset consists of the following:

	At 31 March 2022 £'000	At 31 March 2021 £'000
Fixed asset timing differences	36	40
Short term timing differences	77	4
<b>Total deferred tax provision</b>	<b>113</b>	<b>44</b>

The amount of deferred tax expected to be reversed in the next 12 months is £nil (2021: £nil).

### 18 Called up share capital and other reserves

	At 31 March 2022 £'000	At 31 March 2021 £'000
<b>Allotted and fully paid share capital</b>		
2 (2021: 2) ordinary shares of £1 each	-	-
	-	-

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

The share premium account represents the price paid for the shares in excess of the nominal value of the shares.

# Avonline Network Services Limited

## Notes to the financial statements for the year ended 31 March 2022 (continued)

### 19 Contingent liabilities

There exist cross guarantees under a group banking arrangement whereby group companies have guaranteed the liabilities of other group companies to their clearing banks. Net indebtedness under this arrangement at 31 March 2022 was £nil (2021: £nil). Group bank debt is disclosed in the financial statements of Minerva Equity Limited.

### 20 Capital commitments

Total future minimum lease payments under non-cancellable operating leases are as follows:

	At 31 March 2022 £'000	At 31 March 2021 £'000
Payments due		
Within one year	444	82
Between one and five years	1,063	268
	<b>1,507</b>	<b>350</b>

### 21 Related party transactions

The Company has taken advantage of the exemption under FRS 102.33.1A, and has not disclosed transactions with entities that are part of the Minerva Equity Limited Group, where 100% of the voting rights of these entities are controlled within the Group.

### 22 Controlling parties

At 31 March 2022, the Company's immediate parent undertaking was Avonline Network Services Holdings Limited, a company registered in England and Wales.

The ultimate parent undertaking is Minerva Equity Limited, a company registered in England and Wales, whose ultimate controlling party is PAI Partners a private equity firm registered in France.

M Group Services Limited is the parent undertaking of the smallest group to consolidate these financial statements. Minerva Equity Limited is the parent undertaking of the largest group to consolidate these financial statements.

Copies of the M Group Services Limited and Minerva Equity Limited consolidated financial statements can be obtained from the Company Secretary at the registered office: Abel Smith House, Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2ST.

### 23 Post balance sheet events

Following a strategic review of the legal structure of the Minerva Equity Limited group, on 30 May 2022 100% of the Company's share capital was sold by Avonline Network Services Holdings Limited to fellow subsidiary M Group Telecoms Limited.