

Registered number: 11822047

Jurassic Fibre Holdings Limited

**Annual report and unaudited financial statements
For the year ended 30 June 2022**



Jurassic Fibre Holdings Limited

Contents

Company information	1
Strategic report	2
Directors' report	4 - 5
Statement of comprehensive income	6
Balance sheet	7
Statement of changes in equity	8
Notes to the financial statements	9 - 16

Jurassic Fibre Holdings Limited

Company Information

Directors	I M Burlington M S Heraghty M A Maltby R J Skinner P R Hellings
Company secretary	Octopus Company Secretarial Services Limited
Registered number	11822047
Registered office	6th Floor 33 Holborn London England EC1N 2HT

Jurassic Fibre Holdings Limited

Strategic report for the year ended 30 June 2022

The directors present their Strategic report on Jurassic Fibre Holdings Limited (the "Company") for the year ended 30 June 2022.

Principal activities and business review

Jurassic Fibre Holdings Limited is owned approximately 90% by Fern Fibre Limited; its ultimate parent company is Fern Trading Limited. The principal activity of the Company is that of a holding company.

The results for the Company for the year ended 30 June 2022 and financial position as at that date were in line with expectations.

Principal risks and uncertainties

The Company's financial risk management seeks to minimise the exposure to significant risks.

Funding risk

The Company relies on the continued support of its ultimate controlling party, Fern Trading Limited. Funding is provided on a long term basis, and includes the flexibility to draw down funding to meet ongoing needs of the Company.

Market risk

A shift in policy by Ofcom or the United Kingdom Government could have an adverse impact on the Company where the change is more favourable to larger, incumbent operators than alternative network providers. The Company alongside Fern Trading Limited engages proactively with the United Kingdom Government and Ofcom to ensure the strategy and plans of the Company is well understood, and its interests are appropriately represented and protected.

Jurassic Fibre Holdings Limited

Strategic report for the year ended 30 June 2022 (continued)

Statement by the directors in performance of their statutory duties in accordance with section 172(1)(a) to (f) Companies Act 2006

The directors have considered the interest of other stakeholders within the Directors' report, which will have an impact on the long-term success of the Company when performing their duty to promote the success of the Company under section 172. The directors view the key stakeholders of the Company to be shareholders, suppliers and borrowers. When making decisions, each director ensures that they act in the way they consider, in good faith and would most likely promote the Company's success for the benefit of its members. The directors make the following considerations when considering promoting the success of the Company:

- When making decisions, the directors give careful consideration to the impact of those decisions on both the Company and broader stakeholders. This is achieved by considering any new deals or suppliers on a case-by-case basis and assessing the impact on the long-term objectives of the Company, as well as the impact on and reputation of the other party. In doing so, the directors also consider the impact on other stakeholders, in particular the shareholders.
- The Company acts in a fair manner with all suppliers and borrowers and seeks to maintain strong business relationships with them. This is achieved by all contracts being negotiated through fair and transparent tender processes which includes an assessment of the impact on the long-term objectives of the Company.
- The Company ensures that outsourced activities are with reputable suppliers who meet all the relevant industry and regulatory commitments as well as treating employees fairly. This is stated in agreements with outsourcers and adherence to this is monitored by the Company's management team.
- The Company treats all suppliers fairly, endeavouring to pay invoices within the terms of the contract. Any disputes are resolved promptly with key relationship personnel.

The directors understand the business and the evolving environment in which we operate and have considered the businesses specific risks and uncertainties within this Strategic report.

Objectives and strategies

The directors do not expect any change in the Company's activities during the next financial year.

This report was approved by the board on **7 March 2023** and signed on its behalf:



R J Skinner
Director

Jurassic Fibre Holdings Limited

Directors' report for the year ended 30 June 2022

The directors present their report and the unaudited financial statements of the Company for the year ended 30 June 2022.

Results and dividends

The profit for the year amounted to £2,118,000 (2021: £1,879,000) and at the year end the Company had net assets of £54,654,000 (2021: £52,536,000).

No dividends were recommended and paid during the year (2021: £nil).

Going concern

The financial statements have been prepared on the going concern basis. The directors have assessed the Company's ability to meet its liabilities as they fall due, including the review of the effect of the ongoing Ukraine-Russia conflict, together with growing turmoil from fluctuations in commodity prices and foreign exchange rates, and the potential to adversely impact global economics, which has driven a sharp increase in volatility across markets.

The directors have determined that based on recent trading of the Company and revised projections, the above events are not expected to have a detrimental impact on the Company's business. Further, the ultimate controlling party, Fern Trading Limited, will continue to support the operations of the Company for a period of at least 12 months from the date on which the financial statements are approved. The directors will continue to monitor the situation and take any necessary actions to minimise the possible negative impact of these events.

Directors of the Company

The directors who served during the financial year ended 30 June 2022 and up to the date of signing the financial statements, unless otherwise indicated, are given below:

S Bose (resigned on 26 October 2021)
I M Burlington
M S Heraghty
M A Maltby
R J Skinner
P R Hellings (appointed on 31 July 2022)
P S Latham (resigned on 8 February 2023)

Matters covered in the Strategic report

As permitted by section 414c (11) of the Companies Act 2006, the directors have elected to disclose information required to be in the Directors' report by Schedule 7 of the 'Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008', in the Strategic report.

Qualifying third party indemnity provisions

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

Jurassic Fibre Holdings Limited

Directors' report for the year ended 30 June 2022 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and 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 of the Company in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom 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;
- state whether applicable United Kingdom Accounting Standards, comprising the FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

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.

Audit exemption

The directors consider that the Company is entitled to an exemption from the requirement to have an audit under section 479A of the Companies Act 2006. Under the provisions of section 479C of the Companies Act 2006, Fern Trading Limited, the ultimate parent company, has given a statutory guarantee of all the outstanding liabilities to which the Company is subject at 30 June 2022.

Events since the Balance sheet date

There have been no material adjusting or disclosable events since the financial year end.

This report was approved by the board on 7 March 2023 and signed on its behalf:



R J Skinner
Director

Jurassic Fibre Holdings Limited

Statement of comprehensive income for the year ended 30 June 2022

	Note	2022 £000	2021 £000
Administrative expenses		(279)	(196)
Operating loss		(279)	(196)
Interest receivable	4	7,439	3,173
Interest payable	5	(5,042)	(503)
Profit on ordinary activities before taxation		2,118	2,474
Tax on profit on ordinary activities	6	-	(595)
Profit for the financial year		2,118	1,879

All activities of the Company are from continuing operations.

The Company has no items of other comprehensive income for the current or preceding financial year. Therefore, no separate statement of other comprehensive income has been presented.

The notes on pages 9 to 16 form an integral part of these financial statements.

Jurassic Fibre Holdings Limited
Registered number: 11822047

Balance sheet
as at 30 June 2022


	Note	2022 £000	2021 £000
Fixed assets			
Investments	7	6,398	5,781
Current assets			
Debtors: amounts falling due within one year	8	148,045	74,128
Creditors: amounts falling due within one year	9	(2,744)	(1,870)
Net current assets		145,301	72,258
Total assets less current liabilities		151,699	78,039
Creditors: amounts falling due after more than one year	10	(97,045)	(25,503)
Net assets		54,654	52,536
Capital and reserves			
Called-up share capital	11	50,000	50,000
Retained earnings		4,654	2,536
Total shareholder's funds		54,654	52,536

For the year ended 30 June 2022, the Company was entitled to an exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 07 March 2023



R J Skinner
Director

The notes on pages 9 to 16 form an integral part of these financial statements.

Jurassic Fibre Holdings Limited

Statement of changes in equity for the year ended 30 June 2022

	Called-up share capital £000	Retained earnings £000	Total shareholder's funds £000
At 1 July 2020	35,000	657	35,657
Profit for the financial year	-	1,879	1,879
Shares issues during the year (note 11)	15,000	-	15,000
At 30 June 2021 and 1 July 2021	50,000	2,536	52,536
Profit for the financial year	-	2,118	2,118
At 30 June 2022	50,000	4,654	54,654

The notes on pages 9 to 16 form an integral part of these financial statements.

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022

1. General information

Jurassic Fibre Holdings Limited is a private company, limited by shares, incorporated and domiciled in England, the United Kingdom, registered number: 11822047. The registered office is at 6th Floor, 33 Holborn, London, England, EC1N 2HT.

The principal activity of the Company is that of a holding company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company accounting policies. No critical judgements have been applied to these financial statements.

The Company's functional and presentation currency is the pound sterling.

The following principal accounting policies have been applied:

2.2 Exemptions for qualifying entities under FRS 102

The 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.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, required under section 7 of FRS 102 and paragraph 3.17(d);
- from disclosing the Company's key management personnel compensation as required by FRS 102 paragraph 33.7; and
- from disclosing related party transactions that are wholly owned within the same group as required by FRS 102 paragraph 33.8.

2.3 Consolidation

These financial statements contain information about the Company as an individual company and do not contain consolidated financial information as a parent undertaking of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of Fern Trading Limited, a company incorporated in England, the United Kingdom.

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022 (continued)

2. Accounting policies (continued)

2.4 Going concern

The financial statements have been prepared on the going concern basis. The directors have assessed the Company's ability to meet its liabilities as they fall due, including the review of the effect of the ongoing Ukraine-Russia conflict, together with growing turmoil from fluctuations in commodity prices and foreign exchange rates, and the potential to adversely impact global economics, which has driven a sharp increase in volatility across markets.

The directors have determined that based on recent trading of the Company and revised projections, the above events are not expected to have a detrimental impact on the Company's business. Further, the ultimate controlling party, Fern Trading Limited, will continue to support the operations of the Company for a period of at least 12 months from the date on which the financial statements are approved. The directors will continue to monitor the situation and take any necessary actions to minimise the possible negative impacts of these events.

2.5 Interest income

Interest income is recognised in the Statement of comprehensive income by using the the accrual basis.

2.6 Finance costs

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

2.7 Investments

Investments in subsidiary undertakings and associates are accounted for at cost less any provision for impairment. The value of investments is reviewed annually by the directors or more frequently if there is a triggering event and provision made where the investment's carrying amount exceeds its recoverable amount. Impairment losses are recognised in the Statement of comprehensive income. Where an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined had no impairment losses been recognised for the investment in prior years. A reversal of impairment loss is recognised immediately in the Statement of comprehensive income.

2.8 Impairment of non-financial assets

At each reporting date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022 (continued)

2. Accounting policies (continued)

2.8 Impairment of non-financial assets (continued)

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the Statement of comprehensive income, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the Statement of comprehensive income.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the Statement of comprehensive income.

2.9 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of comprehensive income, 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.

(i) Current tax

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

(ii) 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 the financial statements.

Deferred tax is recognised on all timing differences at the reporting date. 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.

2.10 Financial instruments

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

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022 (continued)

2. Accounting policies (continued)

2.10 Financial instruments (continued)

(i) Financial assets

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

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

For financial assets measured at cost and amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

(ii) Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such on the Balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the Statement of comprehensive income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Financial assets and liabilities are offset, and the net amount reported in the Balance sheet 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 the liability simultaneously.

2.11 Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022 (continued)

3. Employees and directors' remuneration

The Company had no employees during the year (2021: none). The directors received remuneration of £247,000 during the year (2021: £191,500).

4. Interest receivable

	2022 £000	2021 £000
Interest receivable from group undertakings	7,439	3,173

5. Interest payable

	2022 £000	2021 £000
Interest payable to group undertakings	5,042	503

6. Taxation

	2022 £000	2021 £000
Current tax:		
United Kingdom corporation tax on profit for the year	-	470
Adjustments in respect of previous years	-	125
Total current tax	-	595

Factors affecting tax charge for the year

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

	2022 £000	2021 £000
Profit on ordinary activities before tax	2,118	2,474
Tax on profit at standard corporation tax rate of 19% (2021: 19%)	402	470
Effects of:		
Adjustments in respect of previous years	-	125
Group relief not paid	(402)	-
Total tax charge for the year	-	595

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022 (continued)

6. Taxation (continued)

Factors that may affect future tax charges

The Finance Act 2021 enacted on 10 June 2021 increased the main rate of United Kingdom corporation tax from 19% to 25%, effective from 1 April 2023.

7. Investments

	Subsidiary undertakings £000
Cost	
At 1 July 2021	5,781
Additions	617
At 30 June 2022	<u>6,398</u>
Impairment	
At 1 July 2021 and 30 June 2022	-
Net book value	
At 30 June 2022	<u>6,398</u>
At 30 June 2021	<u>5,781</u>

The directors believe that the book value of the investments is not more than the value of the underlying net assets.

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Country of origin	Class of shares	Holding	Principal activity
Jurassic Fibre Limited	United Kingdom	Ordinary	100%	Fibre Optic broadband networks

The registered office address of Jurassic Fibre Limited is 6th Floor, 33 Holborn, London, England, EC1N 2HT

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022 (continued)

8. Debtors: amounts falling due within one year

	2022 £000	2021 £000
Amounts owed by group undertakings (note 12)	136,617	70,141
Amounts owed by related parties (note 12)	170	164
Other debtors	11,258	3,823
	<u>148,045</u>	<u>74,128</u>

Amounts owed by group undertakings is an unsecured loan with a year end balance amounting to £136,617,000 (2021: £70,141,000). The loan bears interest at 7% (2021: 7%) and is repayable on demand.

9. Creditors: amounts falling due within one year

	2022 £000	2021 £000
Amounts owed to group undertakings	460	-
Corporation tax payable	595	595
Others creditors	1,689	1,275
	<u>2,744</u>	<u>1,870</u>

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

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

	2022 £000	2021 £000
Amounts owed to group undertakings	91,500	25,000
Accruals and deferred income	5,545	503
	<u>97,045</u>	<u>25,503</u>

Amounts owed to group undertakings is an unsecured loan with a year end balance totalling £91,500,000 (2021: £25,000,000). The loan bears interest at 9% (2021: 9%) and is repayable in 2030.

Jurassic Fibre Holdings Limited

Notes to the financial statements for the year ended 30 June 2022 (continued)

11. Called-up share capital

	2022 £000	2021 £000
Allotted, called-up and fully paid		
4,700,000 (2021: 4,700,000) ordinary shares of £1.00 each	4,700	4,700
45,000,000 (2021: 45,000,000) A ordinary shares of £1.00 each	45,000	45,000
300,000 (2021: 300,000) B ordinary shares of £1.00 each	300	300
	<u>50,000</u>	<u>50,000</u>

12. Related party transactions

During the year, Jurassic Fibre Holdings Limited provided loans to the directors of the Company of £nil (2021: £80,000). The loans in provided in previous years are unsecured and repayable on demand, accruing interest in the year of £6,000 (2021: £3,000). At the year end £170,000 (2021: £164,000) was outstanding.

In the previous year, Jurassic Fibre Holdings Limited made available an unsecured and repayable on demand loan facility to it's subsidiary, Jurassic Fibre Limited. The aggregate principal amount of the facility is £275,000,000 (2021: £275,000,000) with interest accruing daily at the rate of 7% (2021: 7%) per annum. Interest was accrued in the year of £11,258,000 (2021: £3,825,000). At the year end £136,617,000 (2020: £70,141,000) was outstanding.

In the previous year, Fern Fibre Limited made available an unsecured loan repayable in 2030 to it's subsidiary, Jurassic Fibre Holdings Limited. At the year end, £91,700,000 (2021: £25,000,000) was outstanding. Interest was accrued in the year of £5,545,000 (2021: £503,000).

13. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Fern Fibre Limited, a company incorporated in the United Kingdom.

The ultimate parent undertaking as at the year ended 30 June 2022 was Fern Trading Limited, a company incorporated in England, United Kingdom. Fern Trading Limited is the smallest and largest group of undertakings to consolidate these financial statements. Copies of Fern Trading Limited's consolidated financial statements can be obtained from the Company Secretary at 6th Floor, 33 Holborn, London, England, EC1N 2HT.

14. Events since the Balance sheet date

There has been no material adjusting or disclosable events since the financial year end.