Information Document

Refuels N.V.

(*a public limited liability company incorporated under the laws of the Netherlands*)

Admission to trading of ordinary shares on Euronext Growth Oslo

This information document (the "**Information Document**") has been prepared by Refuels N.V. ("**Refuels**" or the "**Company**", and together with its subsidiaries, the "**Group**") solely for use in connection with the admission to trading (the "**Admission to Trading**") of 60,226,164 of the Company's ordinary shares, each with a par value of EUR 0.01 (the "**Shares**"), on Euronext Growth Oslo.

The Shares have been approved for Admission to Trading on Euronext Growth Oslo, and it is expected that the Shares will start trading on 12 May 2023 under the ticker code "REFL". Except where the context requires otherwise, references in this Information Document to "Shares" will be deemed to include the Company's existing Shares. The Shares are recorded in Euronext Securities Oslo, the Norwegian Central Securities Depositary (the "**VPS**"), in book-entry form. All the Shares rank *pari passu* with one another and each Share carries one vote.

Euronext Growth Oslo is a market operated by Euronext. Companies on Euronext Growth Oslo, a multilateral trading facility (MTF), are not subject to the same rules as companies on a regulated market (a main market). Instead, they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in a company on Euronext Growth Oslo may therefore be higher than investing in a company on a regulated market. **Investors should take this into account when making investment decisions.**

The present Information Document does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71. The present Information Document has been drawn up under the responsibility of the Company. It has been reviewed by the Euronext Growth Advisors and Oslo Børs.

THIS INFORMATION DOCUMENT DOES NOT CONSTITUTE AN OFFER TO BUY, SUBSCRIBE OR SELL ANY OF THE SECURITIES DESCRIBED HEREIN, AND NO SECURITIES ARE BEING OFFERED OR SOLD PURSUANT HERETO.

Investing in the Shares involves a high degree of risk. Prospective investors should read the entire document and, in particular, Section 2 "*Risk factors*" and Section 3.2.5 "*Cautionary note regarding forward-looking statements*" when considering an investment in the Company and its Shares.

Euronext Growth Advisors

Arctic Securities AS | **Pareto Securities AS**

12 May 2023

Important Notice

This Information Document has been prepared solely by the Company only to comply with the Euronext Rule Book I and the Euronext Rule Book II for Euronext Growth Oslo (the "**Euronext Growth Rule Book**"), to provide information about the Group and its business and in relation to the Admission to Trading. This Information Document has been prepared solely in the English language. The responsibility for the accuracy and completeness of the information contained in the Information Document lies with the Company.

For definitions of terms used throughout this Information Document, see Section 11 "*Definitions and Glossary of Terms*".

The Company has engaged Arctic Securities AS and Pareto Securities AS to act as joint global coordinators and joint bookrunners in the Private Placement (as defined below) and as the Company's advisors in connection with the Admission to Trading (the "**Managers**" or the "**Euronext Growth Advisors**"). The Euronext Growth Advisors have engaged advisers to conduct limited due diligence investigations related to certain legal and financial matters pertaining to the Company, including for the purposes of identifying relevant risk factors relating to such matters. The Euronext Growth Advisors disclaim liability, to the fullest extent permitted, for the accuracy or completeness of the information in the Information Document.

All inquiries relating to this Information Document should be directed to the Company or the Euronext Growth Advisors. No other person has been authorized to give any information, or make any representation, on behalf of the Company and/or the Euronext Growth Advisors in connection with the Admission to Trading, if given or made, such other information or representation must not be relied upon as having been authorized by the Company and/or the Euronext Growth Advisors.

The Euronext Growth Advisor has within its reasonable effort ensured that all relevant information about the Issuer and the Shares to be admitted to trading is included in the Information Document and that it covers the content requirements as set out in Notice 2.3.

The information contained herein is as of the date hereof and subject to change, completion or amendment without notice. There may have been changes affecting the Company or its subsidiaries subsequent to the date of this Information Document. Any new material information and any material inaccuracy that might have an effect on the assessment of the Shares arising after the publication of this Information Document and before the Admission to Trading will be published and announced promptly in accordance with the Euronext Growth Rule Book. Neither the delivery of this Information Document nor the completion of the Admission to Trading at any time after the date hereof will, under any circumstances, create any implication that there has been no change in the Group's affairs since the date hereof or that the information set forth in this Information Document is correct as of any time since its date.

The contents of this Information Document shall not be construed as legal, business or tax advice. Each reader of this Information Document should consult its own legal, business or tax advisors as to legal, business or tax advice. If you are in any doubt about the contents of this Information Document, you should consult your stockbroker, bank manager, lawyer, accountant or other professional adviser.

The distribution of this Information Document may in certain jurisdictions be restricted by law. Persons in possession of this Information Document are required to inform themselves about, and to observe, any such restrictions. No action has been taken or will be taken in any jurisdiction by the Company that would permit the possession or distribution of this Information Document in any country or jurisdiction where specific action for that purpose is required.

The Shares may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

This Information Document shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo District Court (Nw.: *Oslo tingrett*) as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Information Document.

Investing in the Company's Shares involves risks. See Section 2 "*Risk Factors*" of this Information Document.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a public limited liability company incorporated under the laws of the Netherlands. As a result, the rights of holders of the Shares will be governed by Dutch law and the Company's articles of association (Dutch: ***statuten***) (the "**Articles of Association**"). The rights of shareholders under Dutch law may differ from the rights of shareholders of companies incorporated in other jurisdictions.

All of the members of the Company's board of directors (the "**Board of Directors**") and all of the members of the Group's executive management (the "**Management**") are not residents of the United States of America (the "**United States**"), and virtually all of the Company's assets are located outside the United States. As a result, it may be difficult for investors in the United States to effect service of process on the Company, the members of the Board of Directors and members of the Management in the United States or to enforce judgments obtained in U.S. courts against the Company or those persons, whether predicated upon civil liability provisions of federal securities laws or other laws of the United Stated (including any State or territory within the United States).

The United States and Norway or the Netherlands do not currently have a treaty providing for reciprocal recognition and enforcement of judgements (other than arbitral awards) in civil and commercial matters. Uncertainty exists as to whether courts in Norway or the

Netherlands will enforce judgments obtained in other jurisdictions, including the United States, against the Company or the members of the Board of Directors or the members of the Management under the securities laws of those jurisdictions or entertain actions in Norway or the Netherlands against the Company or the members of the Board of Directors or members of the Management under the securities laws of other jurisdictions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may not be enforceable in Norway or the Netherlands.

Similar restrictions may apply in other jurisdictions.

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1 STATEMENT OF RESPONSIBILITY

This Information Document has been prepared by Refuels N.V., a public limited liability company with business registration number 86821938 and registered address at Evert van de Beekstraat 1-104, The Base B, 1118CL Amsterdam, Netherlands, solely in connection with the Admission to Trading.

The Board of Directors of Refuels N.V. accepts responsibility for the information contained in this Information Document. The Board of Directors confirm that, having taken all reasonable care to ensure that such is the case, the information contained in this Information Document is, to the best of their knowledge, in accordance with the facts and contains no omissions likely to affect its import.

12 May 2023

The Board of Directors of Refuels N.V.

Timothy John Baldwin *Chairperson of the Board, Non-Executive Director*	Philip Eystein Fjeld *CEO, Executive Director*
Baden Gowrie-Smith *Managing Director & CFO, Executive Director*	Jasper Nillesen *Executive Director*
Chandler Hatton *Non-Executive Director*	Yvonne Visser-Stam *Non-Executive Director*

2 RISK FACTORS

2.1 Introduction

Investing in the Company involves inherent risks. Prospective investors should carefully consider, among other things, the risk factors set out in this Section before making an investment decision in respect of the Shares.

A prospective investor should carefully consider all the risks related to the Company and the Group, and should consult his or her own expert advisors as to the suitability of an investment in securities of the Company. An investment in securities of the Company entails significant risks and is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of the investment. Against this background, an investor should thus make a careful assessment of the Company and its prospects before deciding to invest.

Additional risks and uncertainties that the Company currently believes are immaterial, or that are currently not known to the Company, may also have a material adverse effect on its business, financial condition, results of operations and cash flow.

The risk factors described in this Section 2 are sorted into a limited number of categories, where the Company has sought to place each individual risk factor in the most appropriate category based on the nature of the risk it represents. The risks that are assumed to be of the greatest significance are described first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility, and the fact that a risk factor is not mentioned first in its category does not in any way suggest that the risk factor is less important when taking an informed investment decision. The risks mentioned herein could materialise individually or cumulatively.

The information in this Section 2 is as of the date of this Information Document.

2.2 Risk related to the business and industry in which the Group operates

2.2.1 *The Group has a limited history of generating revenue and the Group's past financial results may not be indicative of its future performance*

The Group began operations in 2014 and has a limited history of generating revenue. As a result of the Group's short history of generating revenue, the Group has limited financial data that can be used to evaluate its current business. Therefore, the Group's historical revenue growth should not be considered indicative of future performance. Estimates of future revenue growth are subject to many risks and uncertainties, and future revenue may differ materially from projections. The Group has encountered, and will continue to encounter, risks and difficulties frequently experienced by growing companies in rapidly changing industries, such as technological challenges, risk of critical mechanical failures, third-party risk, human error, market acceptance of products and increasing competition and expenses as the Group expands its business. The Group cannot be sure that it will be successful in addressing these and other challenges it may face in the future, and its business may be adversely affected if it does not manage these risks.

2.2.2 *The Group is in a growth phase with limited resources to optimize operations*

The Group is in a growth phase, and as such has had limited resources to optimize its operations. In order to grow and optimize the Company's operations, the Company has made certain assumptions about the costs and funding requirements. If the estimates are incorrect, it could lead to the need for additional financing sooner than expected and/or lead to the Company not being able to achieve profitability. Furthermore, the contracts, rights and obligations of the Company are likely to carry a higher degree of uncertainty and risk than those of mature businesses. Where the Company has been unable to optimise its contracts and operations there is an increased chance that it will not be able to meet its forecasts or enter into less risky contracts.

2.2.3 *Risks related to third party suppliers*

The Group is dependent on a limited number of third party suppliers for key components such as infrastructure equipment for gas compression and dispensing, and components for its fuelling stations. If the Group's suppliers are e.g. prevented from supplying products, deliver products not in compliance with contractual obligations or deliver products which do not perform as well as expected, or if the suppliers decide to expand their offerings and become a competitor of the Group, thereby discontinuing the supply to the Group, then the Group may be delayed in manufacturing its products and services or its products and services may be available only at a higher cost which could prevent the Group from timeously delivering its products and services to its customers and this may have a negative impact on the Group's business, financial position and results of operation. The Group maintains a suite of insurance coverage types to lower the risk of financial loss associated with negatively impacting customers on sites or third parties sites surrounding the business, including professional indemnity, public liability, product liability, cyber and credit insurance, as well as specific insurance relating to sites and development activities when in construction. Suppliers and customers are credit checked and monitored over time for signs of distress or other factors that might affect their performance.

Where preferred suppliers are unable to meet the requirements of the Company, the Company may need to seek interim supply solutions that are suboptimal for its station operations and may require custom developed software to be modified to operate effectively, posing time, cost and efficiency risks to ongoing operations.

The Group secures its supply of biomethane from a limited but growing number of suppliers and any change in the availability of biomethane or the price at which biomethane is available for purchase may have a negative impact on the Group’s business. Where the Group has been unable to source enough contracted biomethane, a spot market with more volatile pricing is available to supplement the supply quantities to match demand to the extent that it is possible and commercially viable to do so.

2.2.4 *Risks related to commodity and market prices*

2.2.4.1 Natural gas

Customers are charged the natural gas price on a monthly pass-through basis and also consider the price of natural gas when making investment and operational decisions in relation to operating natural gas vehicles. As a consequence, a higher price for natural gas than what is assumed in the Group's budgets and business plan could negatively affect the demand for renewable biomethane ("**Bio-CNG**"), which could materially adversely affect the Group's revenues, results of operation and cash flow.

2.2.4.2 Electricity

Grid-supplied electricity is consumed at the refuelling stations principally by the compression of natural gas to the required pressure for dispensing into gas powered vehicles. The price of electricity is contracted with suppliers on fixed term contracts. When such fixed term contracts expire, the price of electricity may be fixed at higher levels than the rates in the Group’s current contracts which could materially adversely affect the Group's costs, and consequently the Group's results of operations and cash flow. The Company will enter into short duration or spot contracts with electricity suppliers in periods where contracting for longer durations would directly negatively affect the profitability of operations. The business maintains a portfolio of electricity suppliers to reduce the aggregated risk of individual supplier failure.

2.2.4.3 Diesel

Customers make periodic capital decisions to replace diesel vehicles in their fleet with Bio-CNG powered vehicles as the diesel vehicles are reaching the end of their leases or useful lives where they still have some residual value. When the diesel price is low in comparison to the natural gas price, customers may choose to purchase less Bio-CNG powered vehicles and extend the current ownership of their diesel vehicles or buy a lower proportion of Bio-CNG vehicles. When both the natural gas price and the diesel price are high, customers may choose to defer some capital expenditure on new vehicles, ordering less in aggregate. However, vehicles due for replacement cannot be run for extended periods without incurring higher maintenance costs and operational risks increase, meaning that new vehicles purchases are deferred for a period but are not cancelled. Deferral of new customer vehicles could materially adversely affect the Group's revenues, results of operations and cash flow.

2.2.4.4 Biomethane

The Group purchases biomethane from a portfolio of producers in multiple European countries, including the United Kingdom (the "**UK**"). The Group aims at maintaining a diversified portfolio of Bio-CNG suppliers, with contracts of varying duration and quantity to meet the current and future demand from customers at the Bio-CNG stations. The biomethane price varies depending on several factors including, but not limited to, feedstock types, location of production, underlying natural gas price and demand for alternative bio-fuels. Accordingly, the price of biomethane varies over time and new contracts at higher than forecast levels could materially adversely affect the Group's revenues, results of operation and cash flow.

2.2.4.5 Renewable Transport Fuel Certificates

The Group is able to generate and then sell Renewable Transport Fuel Certificates ("**RTFCs**") with biomethane dispensed into vehicles for road use. The RTFCs are tradeable in the marketplace with other fuel suppliers with bio-fuel obligation targets purchasing them to offset their shortfall in bio-fuel supply. The price of the RTFCs depends on several factors not directly correlated with their supply and demand dynamics, such as the cost of blending bio-diesel as an alternative to the purchase of RTFCs. In the UK the obligation to supply increasing levels of biofuels to fuel suppliers has been increasing annually, and similar obligations exist throughout Europe and many other countries. These obligations increase demand for the feedstocks to blend with diesel to make biodiesel. Given supply constraints of the feedstocks, this lifts their price and the resulting price of biodiesel, which in turn drives higher RTFC prices as a replacement for meeting the obligations by blending. This trend has meant that RTFC prices, whilst fluctuating, have trended upwards, and therefore these increasing biofuel supply obligations are important to support the RTFC price into the future, the sale of these being a key driver of value for the business. The Group mitigates the risk of fluctuating RTFC prices on its cashflows and forecasts by selling these forward up to one calendar year in advance when prices are favourable. A long period of substantially depressed RTFC prices would prevent the business from being able to sell forward at favourable prices which would increase the risk to the business and its cash flows in future periods. CNG Fuels Ltd is registered under the Renewable Transport Fuel Obligation Order 2007 on its ROS system to enable the verification of its monthly biomethane supply and to apply for and receive certificates for these volumes. Whilst the Company's subsidiaries, Renewable Transport Fuel Services Limited ("**RTFS**") and CNG Fuels Ltd. ("**CNGF**") are eligible to apply for RTFCs, there is no guarantee that the Department for Transport will continue to issue RTFCs in the future unless all administrative and technical requirements are met. CNGF and RTFS also currently hold ISCC EU (International Sustainability and Carbon Certification) registrations. These certificates are renewed annually, with the next renewals falling due in August 2023.

2.2.5 *Risk related to problems with product quality or product performance, including defects*

The Group's products and services must meet stringent quality requirements but may nevertheless contain defects that are not detected until after delivery to the customer because the Group cannot test for all possible scenarios or applications. The Group may fail to properly operate, maintain and service equipment, which may lead to defects for which it is liable when the contamination has occurred on site following gas being drawn by the Group to its stations from the UK’s gas distribution network. Moreover, the Group sources natural gas from the UK gas grid system, and the specification of grid gas components is highly regulated and is the responsibility of the gas distribution operator, not the Group. However, to the extent such components do not meet the Group's quality requirements, it could lead to material defaults, resulting in the shut-down of Bio-CNG fuelling stations or, in a worst-case scenario, severe material and personnel damage. Any such damage or defects could cause the Group to incur significant replacement costs or re-engineering costs, and significantly affect its customer relations and business reputation.

Furthermore, the Group's offerings may be expanded over time, e.g. to cover additional parts of the value chain, which will lead to increased exposure to quality and product performance claims. Widespread product and service failures may damage the Group's market reputation, reduce its market share and cause sales to decline. A successful product liability claim against any company in the Group could require it to make significant damage payments, which would negatively affect the Group's business, prospects, financial results and results of operations. Although a defect in the Group's products and services may be caused by defects in products or services delivered by the Group's sub-suppliers, there can be no assurance that the Group will be entitled to or be successful in claiming reimbursement, repair, replacement or damages from its sub-suppliers relating to such defects.

2.2.5.1 Risk related to the Group's station rollout strategy

The Group's financial objectives and customer expectations are based on a continued rollout of a UK wide network of Bio-CNG refuelling stations, covering a growing portion of the truck routes and together with alternative suppliers of the fuel, eventually providing refuelling capacity and locations to cover all critical UK haulage routes. Numerous factors influence the speed and ability for the Group to be able to cover additional routes including obtaining planning permission, surveys, regulation of fuel distribution, land availability, access to utilities and proximity to customers. If the station rollout strategy is slowed down due to one or more of these factors, this could lead to a gap between forecast and actual customer base and financial income, which could materially adversely affect the Group's revenues, results of operation and cash flow.

Furthermore, the speed of the Group’s rollout plan, and short-term revenue success are linked to its joint venture arrangements with CNG Foresight Holding Limited ("**Foresight Holding**") (see Section 4.11) in respect of the development and operation of the refuelling stations for the supply of Bio-CNG to end customers. To the extent that Foresight Holding, as the Group’s joint venture partner, breaches its obligations pursuant to the joint venture arrangements with the Group or its appetite to acquire and construct Bio-CNG refuelling stations is reduced, this may have a negative impact on the Group’s revenues.

2.2.5.2 Risk related to the Group's customer vehicle rollout

The Group’s financial objectives and capacity to continue to rollout new Bio-CNG refuelling stations depends on the continued uptake of Bio-CNG powered vehicles to use the stations. Demand from customers is affected by numerous factors including but not limited to the cost of natural gas in relation to diesel; the level of premium for Bio-CNG vehicles over diesel vehicles and associated payback period; and the availability of vehicles from the limited number of original equipment manufacturers which supply gas vehicles to the UK. A gap between forecast and actual demand from customers could potentially have a material adverse effect on the Group's revenues, results of operations and cash flow.

2.2.6 *The Group may be unable to successfully manage the anticipated expansion of its operations*

The Group intends to, inter alia, continue to pursue growth initiatives and expand facilities. The uneven pace of the Group's anticipated expansion in facilities, staff and operations may place serious demands of the Group's managerial, technical, financial and other resources. The Group's organization is currently relatively small (see Section 5). There is no guarantee that the Group will be able to build a capable organization at a speed that is required to meet the demand by its customers or potential customers, nor that it will be able to effectively establish and implement internal processes and tools to manage the expansion in line with what would be required and expected. The Group's failure to manage its growth effectively or to implement its strategy in a timely manner may have a significant adverse effect on the Group's business, prospects, financial results and results of operations, and may significantly harm its ability to achieve profitability.

2.2.7 *The Group's large commercial projects are subject to risks of delay, cost overruns, renegotiation and cancellation*

The Group participates in large commercial projects, such as the development of Bio-CNG infrastructure and refuelling stations. Such projects are subject to risks of delay and cost overruns inherent in any large projects from numerous factors, including unexpectedly long delivery times for, or shortages of, key equipment, parts and materials, labour disputes and work stoppages, health, safety and/or environmental accidents/incidents or other safety hazards, disputes with suppliers, adverse weather conditions or any other force majeure events, and inability or delay in obtaining regulatory approvals or permits. Failure to complete a commercial project on time could have a negative impact on the Group's reputation and customer relationships. The Group could also be exposed to contractual penalties for failure to complete a project and commence operations in a timely manner, all of which would materially adversely affect the Company's business, financial condition and results of operations.

2.2.8 *Risks related to the Ukraine-Russia conflict*

The Ukraine-Russia conflict has led to significant dislocation of energy and commodity markets worldwide. For example, the conflict has led to a substantial increase in natural gas and electricity prices in the UK, whilst the UK and Europe look for alternative suppliers for their energy needs. Energy prices, including diesel and natural gas as competitive fuels have been volatile and will likely remain so for the duration of the conflict. Sanctions against Russia and the curtailing of Ukraine’s ability to produce and export regular goods and commodities have led to some supply chain disruptions to equipment providers and vehicle manufacturers and these will continue to be sporadic in nature until the conflict is resolved. The Group is working with suppliers of energy and equipment to reduce the effects of volatility in pricing and supply chain issues to the extent possible. However, a failure to adapt to the volatility and supply chain issues can lead to lost sales, lost profits, and lost customers, which in turn may have a negative effect on the Group's revenues, results of operations and cash flow.

2.2.9 *Risks related to inflation*

A combination of Covid-19, the Ukraine-Russia conflict, and a period of sustained low interest rates globally has led to an increased inflation environment which the Group is operating in. This has led to inflation across the business in energy prices and some critical equipment such as compressors, dispensers and storage which are manufactured in Europe for both new stations and spares for the maintenance of existing ones. Price increases are being monitored and will affect margins for the Group and the Group's customers’ ability to purchase fuel at higher prices and order the same volumes as had previously been budgeted for, as the economic outlook for the UK remains unclear. The Group does not have significant direct exposure to interest rate increases by the Bank of England to mitigate the high inflation. Increased costs of fuel and equipment for the Group and decreased consumer purchasing may have a negative effect of the Group's revenues, results of operations and cash flow.

2.2.10 *The Group is dependent on key personnel*

The Group's success depends on the services of highly qualified and specialized personnel and management. Loss of key personnel and management could therefore have a material adverse effect on the Group's business, results of operations, cash flows, financial condition and/or prospects. The development and operation of Bio-CNG refuelling stations is novel within the UK, and employees acquire specific knowledge that is critical to business operations “on the job” through training. Therefore, replacement of key personnel is not always possible on short notice.

Similarly, the Group's future development is dependent on its ability to attract, retain and develop skilled personnel and to develop the level of expertise throughout the organization. Due to competition and shortage of professionals with relevant qualifications, there is a risk that the Group will be unable to find a sufficient number of appropriate key executives, key employees and qualified new employees to effectively manage the business and its anticipated growth. Should the Group be unable to attract and retain skilled personnel, this could have a material adverse effect on the Group's business, results of operations, cash flows, financial condition and/or prospects.

2.2.11 *Risk relating to the Group's customers' ability to succeed*

The Group's ability to generate incremental revenue depends to a substantial degree on its potential customers' ability to succeed with Bio-CNG fuel as a transport fuel solution. The customer group includes the haulage industry which has traditionally operated with low profit margins, and certain customers will therefore be more sensitive to movements in the prices of fuel, vehicle prices and their ability to continue business as a going concern during certain periods. If the Group's customers are not successful with the Bio-CNG fuel solution, e.g. as a result of original equipment manufacturers failing to provide a sufficient number of vehicles at an attractive price, sales to such customers may be adversely affected, and the Group's revenues and results may suffer as a result.

2.2.12 *The Group is exposed to the risk of cyber crime*

The Group uses IT systems to develop and conduct its business, such as the Jigsaw Online Fuel Management System which is used to control and manage the fuel islands on site. Disruption, failure or security breaches of these systems could materially and adversely affect its business and results of operations. The Group uses industry security measures and technology such as access control systems to securely maintain confidential and proprietary information maintained on its IT systems, and market standard virus control systems. In addition, the Group has cyber-crime insurance and has hired IT consultants specifically for protection of its IT systems. However, the Group's portfolio of hardware and software products, solutions and services and its enterprise IT systems may be vulnerable to damage or disruption caused by circumstances beyond its control, such as catastrophic events, power outages, natural disasters, computer system, IT infrastructure or network failures, computer viruses, cyber-attacks or other malicious software programmes. The failure or disruption of the Group's IT systems to perform as anticipated for any reason could disrupt the Group's business and result in decreased performance, significant remediation costs, transaction errors, loss of data, processing inefficiencies, down-time, litigation, and the loss of customers and other users. A significant disruption or failure could have a material adverse effect on the Group's business, results of operations and prospects.

2.2.13 *The Group is party to certain related party transactions which could lead to or result in actual or potential conflicts of interest*

The Group is party to, and may in the future enter into additional, related party transactions relating to the supply of goods, services and material transactions between members of the Group. As of today, one of the important related party transactions to be mentioned is the Bio-CNG supply agreement between CNGF and RTFS (see Section 4.14). The Group ensures that any related party transactions and/or arrangements are documented on arms' length, market standard terms and are reviewed and approved on behalf of the relevant members of the Group and disclosed by the Group in accordance with its adopted policies and procedures. However, such arrangements may lead to or result in an actual or potential conflict of interest between the relevant Group members that are party to such transaction(s).

2.2.14 *The Group is dependent on goodwill, reputation and on maintaining good relationships with customers, partners, suppliers and employees*

The Group provides a critical service to its customers as a unique product with limited alternative sources of supply. The Group's customers are largely household brand names with long, reputable histories and the reputation of their key counterparties and suppliers (and in certain cases, publicly announced and board level commitments to sustainability and transitioning to alternative fuels) is an important consideration in maintaining their brand strength. The Group depends on goodwill, reputation and on maintaining good relationships with its customers, partners, suppliers and employees. Negative publicity related to the Group could, regardless of its truthfulness, adversely affect the Group's reputation and goodwill. Negative reputational publicity may arise from a broad variety of causes, including incidents and occurrences outside the Group's control. No assurance can be given that such incidents will not occur in the future, which may cause negative publicity about the operations of the Group, which in turn could have a material adverse effect on the Group. Negative publicity could further jeopardize the Group's relationships with customers and suppliers or diminish the Group's attractiveness as a potential investment opportunity. In addition, negative publicity could cause any customers of the Group to purchase products from the Group's competitors, and thus decrease the demand for the Group's products. Any circumstances that publicly damage the Group's goodwill, injure the Group's reputation or damage the Group's business relationships, may lead to a broader adverse effect in addition to any monetary liability arising directly from the damaging events by way of loss of business, goodwill, customers, partners and employees.

2.2.15 *Competition and price pressure in a highly competitive energy market*

The Group may face competitive pressure from other participants in the Bio-CNG fuel market, resulting in pricing pressure, lower sales and reduced margins, which could have a material effect on the Group's business, results of operations or financial condition. Prolonged unhealthy competition on the Bio-CNG fuel retail market may reduce the profitability of the Group's business in the future and, therefore, may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In a wider perspective, the Group competes in a highly competitive energy market as such, with many competitors within the wider transport fuel sector (see Section 4.10). The Group provides Bio-CNG and there are or will be many competitors providing substitutional products or services based on the same or other technologies. There is a risk that competitors may launch new products and services at more competitive prices, or to secure exclusive rights to new technologies. If these circumstances materialize, it may lead to reduced demand for the Group's products and consequently have a material adverse effect on the Group's business, prospects, financial results or results of operations.

2.2.16 *Risk related to markets for Bio-CNG fuelling products*

Significant markets may never develop for Bio-CNG fuelling products, or they may develop more slowly than the Group anticipates. Any such delay or failure would significantly harm the Group's potential revenues and it may be unable to recover the losses it has incurred and expects to continue to incur in the development of its products and services. Alternative fuelling products and services in the EU and UK, including Bio-CNG, represent an emerging market, and whether or not end-users will want to use such products and services may be affected by many factors, many of which are outside the Group's control, including: the emergence of other, more competitive products and services; negative incidents in the industry; other environmentally clean technologies and products that could render the Group's products and services obsolete; the future cost of hydrogen and other fuels; the regulatory requirements; Bio-CNG refuelling infrastructure; government support; Bio-CNG storage technology and Bio-CNG refuelling technology; and the future cost of fuels used in existing technologies.

2.2.17 *Limited ability to control joint venture with Foresight Holding, and no dividend until Foresight Holding has reached the investor minimum return on capital invested*

Under the joint venture arrangement with Foresight Holding (as described in Section 4.11), Foresight Holding has the benefit of enhanced rights at any time that a set investor minimum return has not been met or ceases to be met. This means that at general meetings or votes on written resolutions, Foresight Holding shall be entitled to exercise such number of votes for every A share of which it is the holder as shall confer upon the entire class of A shares no less than 51% of the total voting rights of all shares in the joint venture. The quorum of the meeting shall also have been deemed to be met if at least one holder of A shares attend (e.g. Foresight Holding). Further, where an A share director (which is appointed by Foresight Holding) votes on a directors' meeting e.g. in favour of a resolution, the resolution will be deemed to be passed regardless of the votes against it. This also applies where an A share director votes against a resolution.

Further, under the joint venture dividend policy, distribution of any relevant profits, assets or value shall be issued solely to Foresight Holding until such time as Foresight Holding receives the investor minimum return on all capital invested. After which, 67% of any dividend declared will be declared in favour of B shareholders (being CNGF) and 33% will be declared in favour of A shareholders (being Foresight Holding).

As Foresight Holding has decisive power over the joint venture when the investor minimum return has not been met, the Company has limited ability to influence key decisions. There is also a risk that the joint venture will not be as profitable as anticipated for the Group.

2.2.18 *Risk relating to CNGF's gas supply contracts containing minimum duration and termination provisions*

The joint venture arrangement with Foresight Holding provides that for each refuelling station project site, a suite of contracts will be entered into for each such project site between CNGF and the subsidiaries of the joint venture. The suite of contracts include, inter alia, gas supply agreements for each project site, under which CNGF provides the relevant subsidiary with a supply of natural gas and biomethane for which the subsidiary pays agreed charges. The majority of the gas supply contracts will terminate 8 years after the contracts came into full force, and CNGF has no option to extend the duration of these agreements. The agreements may therefore be terminated by either party after their expiry date. Additionally, the gas supply contracts contain clauses allowing for termination due to circumstances such as insolvency, suspension or cessation of business, material breaches of contract, and changes of control.

Although the gas supply agreements are hard to cancel once CNGF has permission from Foresight Holding, the minimum durations and the termination provisions constitute a certain risk for the Group, as these agreements are considered material for the Group's business, being as of today the only agreements under which CNGF sells Bio-CNG. If the agreements should expire or be terminated, there is no guarantee that CNGF or the Group will be able to find new customers for gas supply and/or that these potential new agreements will be as profitable as the Group has based its current financial forecasts on.

2.2.19 *Risk related to the minority shareholders of RTFS' de facto veto right over reserved matters in that company*

The Group is the shareholder of 79.2% of the shares in RTFS (see further Section 7). In the shareholders' agreement between the shareholders of RTFS, it is stated that a majority of 85% of the votes is needed in relation to certain reserved matters. This majority requirement relates to, inter alia, extending RTFS' activities with a new line of business, varying or adopting new articles in RTFS' articles of association, enter into, terminate or amend joint venture and pooling agreements, and more. With the Group owning 79.2% of RTFS, the Group cannot guarantee the passing of their suggestions related to such reserved matters. As a consequence, there is a risk that the Group is not able to have such control over RTFS' business necessary to optimize its operations.

2.3 Legal and regulatory risk

2.3.1 *Risks related to litigation, disputes and claims*

The Group is neither involved in any current, nor aware of any potential, disputes. The Group may nevertheless in the future be involved from time to time in litigation and disputes. The operating hazards inherent in the Group's business may expose the Group to, amongst other things, litigation, including product liability litigation, personal injury litigation, intellectual property litigation, contractual litigation, tax or securities litigation, as well as other litigation that arises in the ordinary course of business. No assurance can be given that the Group is not exposed to claims, litigation and compliance risks, which could expose the Group to losses and liabilities. Such claims, disputes and proceedings are subject to uncertainty, and their outcomes are often difficult to predict. Adverse regulatory action or judgement in litigation could result in sanctions of various types for the Group, including, but not limited to, the payment of fines, damages or other amounts, the invalidation of contracts, restrictions or limitations on the Group's operations, any of which could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

2.3.2 *Renewable Transport Fuel Obligation*

The RTFO framework is viewed as a robust piece of low carbon transport legislation with no end date and increasing obligations to supply renewable fuels continuing to increase until 2032. The legislation is one of many similar pieces of legislation throughout Europe where the users and suppliers of fossil fuels are financially penalised, and benefits accrue to those who are providing and using more low carbon fuels than they are required to. The mechanism is not a subsidy, but is a market based mechanism which therefore allows the market to price itself and for users to comply with the obligation levels set by the UK Government in the manner they are able to, whether by blending additional biofuels or by purchasing RTFCs. The legislation is strictly enforced however, and therefore as the obligation levels have increased there has been an equivalent increase in the amount of biofuels being used by road transport. There are no verbalised plans to end the scheme in 2032 or beyond and as the mechanism is functioning correctly the UK Government has room to adjust the speed of increasing obligation levels to match its desired rate of decarbonising transport.

The business can generate RTFCs by supplying RTFO-approved biomethane. These, in turn, enable it to purchase growing supplies of biomethane to meet customer needs. The Group is audited annually to ensure ISCC compliance with EU based mass balance principles. The Group is then verified monthly by a Department for Transport approved verifier, to ensure each monthly submission to the RTFO is compliant based on matching of volumes dispensed to customer vehicles to the right quantities of approved feedstocks. The RTFO issues RTFCs to the Group following their further approval of verified submissions. The sale of RTFCs is a significant revenue source for the Group and so the process and legislation enabling the Group to successfully receive RTFCs is important for the business to meet its financial projections. If the legislation should change, or the RTFC market should vanish or change over time, this could materially adversely affect the Group's revenues, results of operation and cash flow.

2.3.3 *Fuel Duty levied on road transport*

HM Revenue and Customs ("**HMRC**") levies a Fuel Duty tax on all road users in the UK on a volumetric basis of consumption. For liquid fuels the amount is charged on a pence per litre basis. For gaseous fuels it is charged on a per kilogram basis, and this tax is wrapped into the price of fuel purchased from suppliers. It is then paid on behalf of the user by the supplier. HMRC implemented fuel duty differential between natural gas and diesel to encourage uptake of lower carbon alternative fuels. This fuel duty differential was extended in 2019 until 2032 at 24.7p/kg against 57.5p/litre of diesel, roughly a two-thirds saving of duty on an energy equivalent basis, and this differential is a direct benefit to customers to enable them to have reasonable payback period on the additional capital expenditure of buying vehicles that are more expensive to purchase than diesel equivalents.

If applicable laws, treaties or regulations change, or if the Group's interpretation of the tax laws is at variance with the interpretation of the same tax laws by tax authorities, this could have a material adverse effect on the Group's business, results of operations or financial condition. If any tax authority successfully challenges the Group's operational structure, pricing policies or if taxing authorities do not agree with the Group's assessment of the effects of applicable laws, treaties and regulations, or the Group loses a material tax dispute in any country, or any tax challenge of the Group's tax payments is successful, the Group's effective tax rate on its earnings could increase substantially and the Group's business, earnings and cash flows from operations and financial condition could be materially and adversely affected.

2.4 Risk related to the Group's financial situation

2.4.1 *Risks related to financing*

To meet its near-term business plan, the Group is dependent on current financing arrangements such as the FIA with Foresight Holding (as defined in Section 4.11.1) and the loan agreements with RTFS and Foresight Holding (see Section 6.9). The Group does not need additional financing in order to continue its existing operations and remain liquid, however, it is dependent on the renewal of these current financing agreements and/or obtaining new financing agreements to fund its operations, working capital or capital expenditures in a mid- to long-term perspective. The Group cannot assure that it will be able to obtain any additional financing or retain or renew current financing upon expiry on terms that are acceptable, or at all. If funding is insufficient at any time in the future, the Group may be unable to execute its business strategy or take advantage of business opportunities, any of which could adversely impact the Group's business, results of operations, cash flows and financial condition.

Any future debt arrangement could limit the Group's liquidity and flexibility in obtaining additional financing, in pursuing other business opportunities or corporate activities or the Group's ability to declare dividends to its shareholders.

2.4.2 *Insurance risk*

The Group may not be able to maintain adequate insurance in the future at rates which the Group's management considers reasonable or be able to obtain insurance against certain risks. The Group's insurance coverage may under certain circumstances not protect the Group from all potential losses and liabilities that could result from its operations. In addition, the Group may experience increased costs related to insurance. Insurers may not continue to offer the type and level of coverage that the Group currently maintains, and its costs may increase as a result of increased premiums. In recent years, insurers have been exposed to growing numbers of claims associated with failures of businesses in emerging industries including those associated with new fuels, technologies and the energy transition. This has led to insurers being less willing or ceasing to offer cover for certain risks to companies participating in these broad industry groups. The Group at present has however been able to receive cover for all material and perceived risks associated with its business activities. Should liability limits be increased via legislative or regulatory action, the Group may not be able to insure certain activities to a desirable level. If liability limits are increased and/or the insurance market becomes more restricted, the Group's business, financial condition and results of operations could be materially adversely affected.

2.5 Risks related to the Shares and the Admission to Trading

2.5.1 *An active trading market for the Company's Shares may not develop*

The Shares have not previously been tradable on any stock exchange, other regulated marketplace or multilateral trading facility. No assurance can be given that an active trading market for the Shares will develop on Euronext Growth Oslo, nor sustain if an active trading market is developed. The market value of the Shares could be substantially affected by the extent to which a secondary market develops for the Shares following completion of the Admission.

2.5.2 *Risks related to the Company's issued securities and future issuances of Shares or other securities*

In connection with the Private Placement, the Company issued a total of 6,424,458 warrants (the "**Warrants**"), each giving the holder the right to subscribe for one new Share (see Section 8.4.1). The Warrants are exercisable at an exercise price of NOK 24.84, and can be exercised at any time for a period of 24 months from the settlement date in the Private Placement. To the extent the Warrants are exercised, the ownership of the other shareholders of the Company will be diluted. The potential dilutive effect of the Warrants is approximately 8.6% based on the Company's share capital. For the holders of the Warrants, there is also a risk that the Shares will be traded at or below the exercise price of NOK 24.84 during the 24-month period, which will leave the Warrants to be of no or limited value for the holders.

The Company may in the future decide to offer and issue new Shares or other securities in order to finance new capital intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes. The Company has also issued in total 4,654,000 options which may be converted into shares in the Company (see Section 8.2.3), and may in the future issue further options under the New Option Plan (as defined in Section 8.2.5). Depending on the structure of any future offering, certain existing shareholders may not have the ability to purchase additional equity securities. An issuance of additional equity securities or securities with rights to convert into equity could reduce the market price of the Shares and would dilute the economic and voting rights of the existing shareholders if made without granting subscription rights to existing shareholders. The potential dilutive effect of the issued share options is approximately 6.2%, and the potential dilutive effect of the New Option Plan is approximately 4.1%, based on the Company's share capital. The potential dilutive effect of the issued shares options, the New Option Plan and the Warrants in total, is 18.9%. Accordingly, the Company's shareholders bear the risk of any future offerings reducing the market price of the Shares and/or diluting their shareholdings in the Company.

2.5.3 *Shareholders may risk not receiving dividends in the near future*

Dividends cannot be expected in the near future, and may be restricted by applicable law. The Company's ability to pay dividends is dependent on the availability of distributable reserves and the Company may be unwilling to pay any dividends in the future regardless of availability of distributable reserves.

2.5.4 *The Company will incur increased costs as a result of being admitted to trading on Euronext Growth Oslo*

As a company with its shares admitted to trading on Euronext Growth Oslo, the Company will be required to comply with Euronext Growth Oslo's reporting and disclosure requirements for companies admitted to trading on Euronext Growth Oslo. The Company will incur additional legal, accounting and other expenses in order to ensure compliance with the aforementioned requirements and other rules and regulations. The Company anticipates that its incremental general and administrative expenses as a company with its shares admitted to trading on Euronext Growth Oslo will include, among other things, costs associated with annual and interim reports to shareholders, shareholders' meetings and investor relations. In addition, the Board of Directors and Management may be required to devote significant time, effort and financial resources to ensure compliance with applicable rules and regulations for companies with shares admitted to trading on Euronext Growth Oslo, which may entail that less time and effort can be devoted to other aspects of the business.

2.5.5 *The price of the Shares may fluctuate significantly*

The trading volume and price of the Shares could fluctuate significantly. Some of the factors that could negatively affect the Share price or result in fluctuations in the price or trading volume of the Shares include, for example, changes in the Company's actual or projected results of operations or those of its competitors, changes in earnings projections or failure to meet investors' and analysts' earnings expectations, investors' evaluations of the success and effects of the Company's strategy, as well as the evaluation of the related risks, changes in general economic conditions or the equities markets generally, changes in the industries in which the Company operates, changes in shareholders and other factors. This volatility has had a significant impact on the market price of securities issued by many companies. Those changes may occur without regard to the operating performance of these companies. The price of the Shares may therefore fluctuate due to factors that have little or nothing to do with the Company, and such fluctuations may materially affect the price of the Shares. Further, major sales of shares by major shareholders could also negatively affect the market price of the Shares.

2.5.6 *Dutch law could limit shareholders' ability to bring action against the Company*

The rights of the holders of the Shares are governed by Dutch law and by the Articles of Association. In the event a third party is liable to a Dutch company, only the Company itself can bring a civil action against that party. These rights may differ from the rights of shareholders in other jurisdictions. Individual shareholders do not have the right to bring an action on behalf of the Company. An individual shareholder may, in its own name, have an individual right to take action against such third party in the event that the cause for the liability of that third party also constitutes a tortious act directly against that individual shareholder. The Dutch Civil Code provides for the possibility to initiate such actions collectively. A foundation or an association whose objective is to protect the rights of a group of persons having similar interests can institute a collective action. The collective action itself cannot result in an order for payment of monetary damages but may only result in a declaratory judgement (*verklaring voor recht*). In order to obtain compensation for damages, the foundation or association and the defendant may reach – often on the basis of such declaratory judgement – a settlement. A Dutch court may declare the settlement agreement binding upon all the injured parties with an opt-out choice for an individual injured party. An individual injured party may also itself – outside the collective action – institute a civil claim for damages.

2.5.7 *Pre-emptive rights to subscribe for Shares in additional issuances could be unavailable to U.S. or other shareholders*

Under Dutch law, unless otherwise resolved by the competent body to issue shares, existing shareholders have pre-emptive rights to participate on the basis of their existing ownership of Shares in the issuance of any new Shares for cash consideration (see Section 8.7.5). Shareholders in the United States, however, could be unable to exercise any such rights to subscribe for new Shares unless a registration statement under the U.S. Securities Act is in effect in respect of such rights and Shares or an exemption from the registration requirements under the U.S. Securities Act is available, or such rights and Shares are offered in a jurisdiction not subject to the registration requirements under the U.S. Securities Act. Shareholders in other jurisdictions outside the Netherlands could be similarly affected if the rights and the new Shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdiction.

The Company cannot assure prospective investors that any exemption from the registration requirements under the U.S. Securities Act or other overseas securities law requirements is available to enable U.S. or other shareholders to exercise their pre-emptive rights, or, if available, that the Company will utilise any such exemption. Additionally, the Company is under no obligation to file a registration statement under the U.S. Securities Act or seek similar approvals under the laws of any other jurisdiction outside of the Netherlands in respect of any such rights and Shares. Doing so in the future could be impractical and costly. To the extent that the Company's shareholders are not able to exercise their rights to subscribe for new Shares, their proportional interests in the Company will be diluted.

3 GENERAL INFORMATION

3.1 Important information

This Information Document has been prepared by the Company in connection with the Admission to Trading. The responsibility for the accuracy and completeness of the information contained in the Information Document lies with the Company.

In connection with the Company's application for Admission to Trading, the Euronext Growth Advisors have engaged advisers to conduct limited due diligence investigations related to certain legal and financial matters pertaining to the Company, including for the purposes of identifying relevant risk factors relating to such matters.

The Euronext Growth Advisors disclaim liability, to the fullest extent permitted, for the accuracy or completeness of the information in the Information Document.

The Euronext Growth Advisor has within its reasonable effort ensured that all relevant information about the Issuer and the Shares to be admitted to trading is included in the Information Document and that it covers the content requirements as set out in Notice 2.3.

Neither the Company nor the Euronext Growth Advisors, or any of their respective affiliates, representatives, advisors or selling agents, is making any representation to any purchaser of the Shares regarding the legality of an investment in the Shares. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Shares.

Investing in the Shares involves a high degree of risk. See Section 2 "*Risk factors*" beginning on page 4.

3.2 Presentation of financial and other information

3.2.1 *Financial information*

The Company was incorporated on 28 June 2022 for the purpose of being the new ultimate holding company and listing vehicle of the Group. For the purpose of the Admission to Trading, the Company has prepared the Refuels Special Purpose Financial Statements (as defined below in this Section). These financial statements reflect no significant activities since the establishment of the Company as the holding company of the Group was concluded after 30 November 2022, which is the balance date of the Refuels Special Purpose Financial Statements. The relevant financial history of the Group is included in the CNGF Audited Financial Statements and the RTFS Audited Financial Statements (both as defined below in this Section). CNGF and RTFS' Financial Information are presented in accordance with IFRS as adopted by the UK. The Group has evaluated the differences between IFRS as adopted by the EU and IFRS as adopted by the UK and concluded that there are no differences between the two accounting standards having an effect on the Financial Information presented in this Information Document, see Section 6.1 "*Summary of accounting policies and principles".* The Company, as the new parent company of CNGF and RTFS, is a Dutch company and will in the future report in accordance with IFRS as adopted by EU.

Furthermore, as the RTFS Acquisition (as defined and further described in Section 7) constitutes a significant gross change for CNGF and the Company within the meaning of Article 1(e) of the Commission Delegated Regulation, the Company has prepared the Pro Forma Financial Statements (as defined below in this Section). The RTFS Acquisition resulted in an increase in the Group's ownership interest in RTFS from 29.7% to 79.2% and was completed, indirectly, by way of the Company purchasing the entire issued share capital of CNG Investments Limited ("**CNGI**"), which holds 49.5% of the shares in RTFS. The RTFS Acquisition was completed on 10 May 2023.

Based on the above, the financial information in this Information Document has been derived from the following (together referred to as the "**Financial Information**"):

i) Audited consolidated financial statements for CNGF for the two financial years ended 31 March 2021 and 31 March 2022, in accordance with IFRS as adopted by the UK, audited by Deloitte LLP (the "**CNGF Audited Financial Statements**"), attached hereto as Appendix B.

ii) Audited consolidated financial statements for RTFS for the two financial years ended 31 March 2021 and 31 March 2022, in accordance with IFRS as adopted by the UK, audited by Price Bailey LLP (the "**RTFS Audited Financial Statements**"), attached hereto as Appendix C.

iii) Unaudited interim report for CNGF for the six-month period ended 30 September 2022 in accordance with IAS 34 (the "**CNGF Unaudited Interim Report**"), attached hereto as Appendix D.

iv) Audited special purpose interim standalone financial statements for the Company for the period since its incorporation on 28 June until 30 November 2022 in accordance with IFRS as adopted by the EU (the "**Refuels Special Purpose Financial Statements**"), attached hereto as Appendix E. These financial statements have been audited by Crowe Peak Audit & Assurance B.V.

v) Unaudited pro forma statement for CNGF of (i) financial position as if the RTFS Acquisition had taken place on 31 March 2022, and (ii) financial income for the financial year ended 31 March 2022 as if the RTFS Acquisition had taken place on 1 April 2021 (the "**Pro Forma Financial Statements**") including an independent practitioner's assurance report prepared by RSM Norge AS, attached hereto as Appendix F.

For further details on the Financial Information (other than the Refuels Special Purpose Financial Statements, which reflect no significant activities), please refer to Section 6 "*Selected financial information and other information*" and Section 7 "*Unaudited pro forma financial information*".

3.2.2 *Functional currency and foreign currency*

In this Information Document, all references to "NOK" are to the lawful currency of Norway, all references to "EUR" are to euro, the single currency of member states of the EU participating in the European Monetary Union having adopted the euro as its lawful currency, all references to "GBP" are to the lawful currency of the UK and its associated territories, and all references to "USD" are the lawful currency of the United States.

The Company has EUR as functional currency. The CNGF Audited Financial Statements, the RTFS Audited Financial Statements and the Pro Forma Financial Statements are presented in GBP.

3.2.3 *Rounding*

Certain figures included in this Information Document have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

3.2.4 *Third-party information*

Throughout this Information Document, the Company has used industry and market data obtained from independent industry publications, market research, internal surveys and other publicly available information. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of such information is not guaranteed. The Company has not independently verified such data. Similarly, whilst the Company believes that its internal surveys are reliable, they have not been verified by independent sources and the Company cannot assure of their accuracy. Thus, the Company does not guarantee or assume any responsibility for the accuracy of the data, estimates, forecasts or other information taken from sources in the public domain. The information in this Information Document that has been sourced from third parties has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Third party sources include consultancy group Element Energy, whose market report published in November 2021 is available on request from the Company. The market report was commissioned by CNGF for the purposes of providing third parties a detailed insight into the market for natural gas refuelling. Element Energy has written reports on the subject for other parties that are available on its website, including the report “The Future Role of Gas in Transport” https://www.element-energy.co.uk/publications/. Other third party sources provide information, data and reports on their websites which are available to the public, such as the Department for Transport's national statistics, reports published by the Zemo partnership (https://www.zemo.org.uk/work-with-us/commercial-vehicles.htm) and figures released by the UK government department for Business, Energy and Industrial Strategy (BEIS). The RTFC pricing history is found behind various online news source paywalls. The Company is able to publish and share aggregated data based on its dispensed volumes on request. Some information is derived from the Company's operational KPI's and these are available on request.

The Company confirms that no statement or report attributed to a person as an expert is included in this Information Document.

Unless otherwise indicated in the Information Document, the basis for any statements regarding the Group's competitive position is based on the Company’s own assessment and knowledge of the market in which the Group operates.

3.2.5 *Cautionary note regarding forward-looking statements*

This Information Document includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "should", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts. Prospective investors in the Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Group’s actual financial position, operating results and liquidity, and the development of the industry in which the Group operates, may differ materially from those made in, or suggested, by the forward-looking statements contained in this Information Document. The Company cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur.

4 PRESENTATION OF THE GROUP

This Section provides an overview of the Group's business as of the date of this Information Document. The following discussion contains forward-looking statements that reflect the Group's plans, see Section 3.2.5 "*Cautionary note regarding forward-looking statements*" above, and should be read in conjunction with other parts of this Information Document, in particular Section 2 "*Risk factors*".

4.1 Information about the Company

The legal and commercial name of the Company is "Refuels N.V." and its commercial name is "Refuels". The Company is a public limited liability company (Nl: *naamloze vennootschap*) organized and existing under the laws of the Netherlands pursuant to the Dutch Companies Act. The Company is registered with the Trade Register of the Dutch Chamber of Commerce with business registration number 86821938. The Company's registered business address is Evert van de Beekstraat 1-104, The Base B, 1118CL Amsterdam, Netherlands.

The Company's main telephone number is +31852087773 and its website is www.refuels.com. The content of the website is not incorporated by reference into, nor otherwise forms part of, this Information Document.

The Company's legal entity identifier (LEI) code is 636700DW8P234UXFM919.

4.2 Structure of the Group

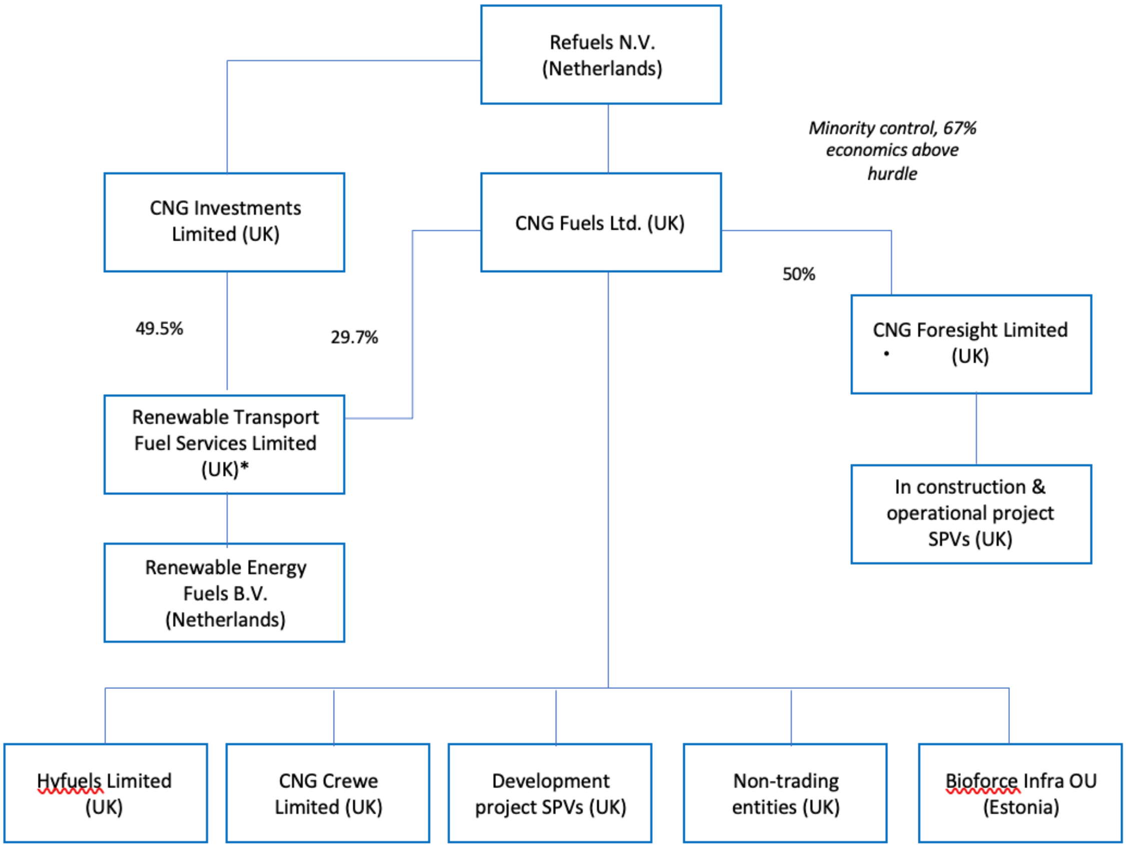
The Company was incorporated as a private limited liability company (Nl: *besloten vennootschap met beperkte aansprakelijkheid*) on 28 June 2022, and converted into a public limited liability company on 4 October 2022.

In order to structure the Company as the new ultimate holding company of the Group in place of the Company's subsidiary CNGF, a share-for-share transaction (the "**Share Exchange**") was carried out on 9 May 2023. See Section 8.3 "*The Share Exchange"* for more information about the Share Exchange.

Furthermore, upon the RTFS Acquisition, the Company became the indirect owner of 79.2% of the shares in RTFS. See Section 7 for more information about the RTFS Acquisition.

The joint venture, CNG Foresight Limited ("**JVCo**"), was established between CNGF and Foresight Holding in December 2020 in order to provide growth capital to accelerate the rollout of additional refuelling sites. See Section 4.11 "*Joint venture arrangement with Foresight Holding*" for more information about the JVCo.

Below is a simplified organizational chart that shows the legal structure of the Group as at the date of this Information Document (i.e. post Share Exchange and RTFS Acquisition).



*Jasper Nillesen indirectly holds the remaining 20.8% shareholding in Renewable Transport Fuel Services Limited, through his personal holding company, Renewable Energy Development Projects B.V. This company also has options over 200 shares in the capital of RTFS. Following exercise of those options, Mr Nillesen's indirect shareholding would equate to 21.5% of RTFS's issued share capital.

4.3 Overview of the Group's business

The Group was established in 2014 and is today the UK's largest[1] provider of public access Bio-CNG refuelling infrastructure and supplier of Bio-CNG[2] for commercial vehicles.

The Group's biomethane is sourced entirely from renewable and sustainable sources, which is cheaper and emits less carbon overall than any other fuel for heavy goods vehicles ("**HGVs**"). The Bio-CNG is made from a waste feedstock approved under the RTFO and generates RTFCs.

The Group develops, owns and operates Bio-CNG refuelling infrastructure, and through its recently acquired entity, RTFS, the Group sources Bio-CNG for its stations, the majority of which are jointly owned with its joint venture partner Foresight Holding through JVCo.

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[1] Element Energy- 20211028_Biomethane in transport update_revised.pdf (11/2021)- Written by Element Energy Limited, transport consultant, published November 2021

[2] Company recorded volumes vs RTFO statistics 2022- https://www.gov.uk/government/statistics/renewable-fuel-statistics-2022-second-provisional-report/renewable-fuel-statistics-2022-second-provisional-report

As at the date of this Information Document, the Group is in the process of rolling out a UK wide network of reliable and convenient Bio-CNG refuelling facilities to supply its customers HGVs, providing coverage of all major HGV fleet routes.

4.4 Principal activities

The principal activities of the Group include the development, construction and operation of Bio-CNG refuelling stations in the UK.

As at the date of this Information Document, the Group operates 10 sites in the UK, of which 8 are owned through the JVCo. It is anticipated that 5 further stations will be able to be developed using the remainder of the Foresight facility and thereby be owned by the JVCo (see Section 4.11) after which the Company intends to fulfil its mid-term target pipeline of 30 to 40 sites in the UK and a longer term ambition of 120 stations across the UK and wider expansion plans into Europe using its own capital. With an established infrastructure network in place across the UK, the Group intends to expand its activities to support hydrogen and electric vehicles in the future.

CNGF currently undertakes all development activities in relation to a proposed refuelling site on behalf of the JVCo. When CNGF has taken the relevant site to construction ready status, the project is transferred to JVCo. CNGF constructs and operates the Bio-CNG refuelling stations on behalf of JVCo via Engineering, Procurement and Construction (EPC), Management Service Agreements (MSA) and operation and maintenance (O&M) agreements.

This partnership with Foresight Holding through JVCo will remain in place until CNGF has transferred and developed stations utilising the GBP 100 million committed by Foresight Holding, after which CNGF will directly finance and own its Bio-CNG stations. Please refer to Section 4.11 "*Joint venture arrangement with Foresight Holding*" for more information about JVCo.

Following completion of the RTFS Acquisition, the Group owns a 79.2% shareholding in RTFS through (i) a 49.5% shareholding held by CNGI and (ii) a 29.7% shareholding held by CNGF, both of which are wholly owned subsidiaries of the Company. The remaining 20.8% shareholding in RTFS is held by Renewable Energy Development Projects B.V. ("**REDP**"), which is a personal holding company of one of the Company's executive directors and the Managing Director of RTFS, Jasper Nillesen.

RTFS is an aggregator of 'unsupported' RTFO (Renewable Transport Fuel Obligation) and RED (Renewable Energy Directive) compliant biomethane supply, which is required to meet the fuel needs for compressed natural gas ("**CNG**") transport. RTFS provides Bio-CNG fuel to CNGF to meet its supply demands. RTFS has a two-way exclusive supply agreement with CNG Fuels for the provision and purchase of renewable biomethane. RTFS sources biomethane from multiple producers throughout Europe. The biomethane has been historically produced from a large variety of principally waste-based feedstocks. The producers are responsible for injecting their biomethane into the natural gas pipeline grid where RTFS is then able to mass balance the gas to CNG Fuels grid connected stations using a carefully audited and certified mass balance principles. Through this mechanism CNG Fuels is able to connect and match the green credentials of the biomethane with the CNG dispensed, creating the product referred to as Bio-CNG, at its stations which provides customers with up to 100% renewable and sustainable low carbon fuel for their vehicles. The Bio-CNG that is being dispensed currently has a Greenhouse Gas emissions savings profile of more than 90% in CO_2 equivalent emissions over diesel.

CNGF, CNGI and REDP are, inter alia, party to a shareholders' agreement dated 13 July 2020 which sets out certain matters relating to the decision-making and governance of RTFS (the "**RTFS SHA**"). The RTFS SHA contains appropriate provisions for the governance of a tripartite joint venture company, including certain reserved matters which retain a shareholder majority approval (including, but not limited to the declaration of dividends, amendments to articles of association, disapplication of pre-emption rights, variation of rights attaching to share capital, adoption of business plan, M&A, entry into a joint venture, grant of loans in excess of EUR 50,000 other than in the ordinary course of business, settlement of litigation and entry into any contract or arrangement with a value in excess of EUR 50,000 per annum, which is of a longer term duration in excess of one year, is not provided for in the business plan and/or is not on arm’s length terms) which require the approval of the holders of 85% or more of the issued share capital in RTFS to be passed. Based on the percentage shareholdings in RTFS as at the date of this Information Document, all three shareholders must vote in favour of a reserved matter for it to be adopted.

The articles of association of RTFS were adopted in July 2021 in a form typical for a joint venture and contain appropriate provisions with respect to pre-emption rights on the issuance and transfer of shares and permitted transfer provisions.

4.5 History and important events

The table below shows the Group's key milestones from its incorporation and to the date of this Information Document:

Year	Main Events
2014	Incorporation of CNGF
2015	CNGF acquires existing CNG station in Crewe
2016	CNGF opens first refuelling site in the UK
2016	CNGF dispenses first RTFO approved biomethane into trucks
2017-2020	CNGF develops three new CNG Stations for entities managed by the Ingenious Group. It then operates these stations under its own brand
2020	Acquisition by CNGF of 29.7% shareholding in RTFS and entry into JV arrangements
2020	Acquisition of CNG refuelling stations from Ingenious
2020	Entry into joint venture with Foresight Holding, establishment of JVCo
2021	Acquisition of 15% interest in Estonian joint venture, Bioforce Infra OU
2021	Incorporation of Hyfuels Limited
2021	CNGF opens the world's largest public access CNG Station, located in Avonmouth
2022	CNGF completes the construction of its tenth CNG Station, located in Castleford
2022	Incorporation of the Company
2023	Establishment of the Company as the new ultimate holding company of the Group through the Share Exchange
2023	Completion of the RTFS Acquisition
2023	The Private Placement
2023	The Admission to Trading

4.6 Vision and strategy

The Group is working to develop a Bio-CNG refuelling network that is capable of supplying HGVs operating throughout the UK, and initially along all of the UK's major trucking routes. The Group has adopted a customer centric approach to its development; meaning the Group works with customers from managing their vehicle trials to prioritising rollout locations to best suit their adoption plans. The business is focused on Bio-CNG as the optimal solution to meet the needs of high mileage haulage vehicles but are open minded to facilitating adoption of additional low carbon fuel solutions to meeting additional needs from customers' fleets to help them meet their net zero emissions targets. The Group is taking a controlling ownership stake in its biomethane supplier RTFS in order to integrate and secure the critical upstream biomethane sourcing activities into the Group to meet customers’ growing demand for renewable biomethane as a fuel source.

The Group’s objective is to maintain and grow its strong position in the UK market and to become Europe’s leading supplier of biomethane and alternative fuel refuelling infrastructure to commercial fleets, and to do this by having a completely integrated energy supply model from sourcing of biomethane and other low carbon fuel types as they mature, through to dispensing into customer vehicles to meet their needs across their range of fleet vehicles and applications.

The Group's financial goals are to continue to deploy capital to enlarge the network in the UK to such a size that enables full mass adoption of biomethane in the current primary market of HGV haulage. To deploy capital prudently upstream to secure long term, low cost biomethane from producers for use downstream. The Group wishes to generate a sufficient return on capital to enable to the business to be self-funding on a free cashflow basis within a few years, whilst continuing to deploy capital into new infrastructure.

The Group faces challenges from changing policies of governments who are coming under increasing pressure to decarbonise the economy. Changes in policy may lead to a growing demand for biomethane as a source of energy to decarbonise gas grids and transport may lead to increased prices for the product in the future, or periods where securing supply is more competitive and therefore costly or scarce. The potential for policy changes may impact customer investment decisions and confidence in the uptake of new technologies can create consequences therefore counter to the goal envisaged to decarbonise. This challenge is relevant where government policies may seek to prioritise other alternative fuels over biomethane as a road fuel source and policies may therefore either preferably incentivise alternatives, or conversely punish alternative fuels that are being discouraged which may in the future include biomethane. Diesel is still the heavily dominant fuel source across the UK and EU for the HGV market and continued purchasing of diesel vehicles into fleets over time is demonstrative of uncertainty and/or lack of availability of viable alternatives to move to. The Group also sees challenges from competition for its growing biomethane customer fleet vehicles in certain locations when new biomethane fuel suppliers enter the market over time, although these locations and competitors are not yet actively developing constructing sites in directly competitive locations.

The Group sees additional opportunities through the addition of additional fuel technologies to its existing and future station sites. The Group’s strengths are in the securing, development and operation of large, public access refuelling stations that cater to the commercial industry, and these strengths are able to be deployed on additional fuels including hydrogen, bio-LNG and electric depending on the demands and needs of customer fleets. The Group has already successfully demonstrated in Estonia the benefits of partnering with local businesses to deploy refuelling infrastructure in new markets, and this is a model that the Group’s management believes will enable it to enter additional EU countries more rapidly. The Group carried out a consulting role in 2020 to advise and share expertise for the development of initially one, and now two, bus stations in the capital of Estonia Tallinn. The stations now serve one of Europe’s largest Bio-CNG bus fleets.

4.7 Principal markets

4.7.1 *Introduction*

The Group operates the largest biomethane station network in the UK, with a market share of 90%[3] of the CNG HGV market. The market share is derived from the Company and industry's known Bio-CNG HGV fleet vehicles on the road and the proportion calculated by observing the number of those vehicles that are using the Company's sites for their daily refuelling needs. The Group predominantly caters to the high mileage HGVs market, where customers run regular operating cycles with predictable refuelling patterns. The business charges a fixed margin to customers on volumes of Bio-CNG dispensed and passes through the cost directly of the fluctuating natural gas price and prevailing fuel duty rates determined by HMRC. Renewable biomethane when sourced from waste feedstocks is able to lower greenhouse gas emissions of HGVs by more than 90%[4], and when the proportion of

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[3] Company recorded volumes submitted to RTFO monthly vs OEM truck manufacturer sales

[4] Company monthly reported GHG savings to RTFO via ROS system monthly

certain feedstocks such as manure derived gas are able to be added to the supply into the portfolio, it can become a negative carbon fuel, which is an aspiration for the Group's supply in the next few years that has been edging closer.

4.7.2 *Demand for the Group's products and services*

Biomethane demand from transport in the UK has been growing between 60-100% per annum since 2016 when CNGF opened its first in-house developed station in the UK. There are currently more than 1000 HGVs running on dedicated CNG with 90% of these refuelling regularly at CNGF stations.[5]

CNGF has grown from having four customers in 2016 to 38 large fleet customers and more than sixty that use the stations on a weekly basis. During the same period, volumes dispensed have grown from 2,650kgs per day to more than 88,000kgs per day in December 2022[6], the equivalent of reducing UK road derived GHG emissions (measured in CO_2 equivalent emissions) by 264 tonnes per day.

In the UK alone, the high mileage HGV market has around 130,000 trucks, predominantly running on diesel[7][8]. This would be the core target market of the business as it presently operates. The enlarged HGV commercial market in the UK has more than 400,000 vehicles where either biomethane or other alternative fuels that the Group is exploring will be able to address. In Europe, where there is also considerable political will to decarbonise road transport, the market is substantially larger and the business case for expansion into these markets will be considered on a case-by-case basis dependent on the infrastructure type and deliverability of the Group's strengths when combined with expertise of local partners.

4.8 Industry and drivers, regulatory market

HGV haulage is considered to be the hardest segment of transport to decarbonise. In the UK, HGVs make up just 1% of the vehicles on the road but account for 18% of all transport greenhouse gas emissions. The transport sector in the UK is the only remaining segment which has been unable to cut its emissions successfully over the last few years. The UK government has implemented several policies and frameworks to enable a 'Road to Zero'[9] for transport emissions by 2040, where all new vehicles will be zero emissions by that time.

Early adopters of biomethane as a transport fuel are now becoming the first mass adopters, committing to complete replacement of their existing diesel HGV fleets with biomethane in the years ahead. These early adopters were predominantly in the food and parcel delivery sectors, where the companies carefully control and manage their own logistics instead of outsourcing to third party hauliers. This has enabled them to control the purchasing of their fleets, optimise routes for alternative fuels and they are the primary beneficiaries of the emissions and cost savings of their head start in adoption for their brand image and the accrued financial benefits.

The UK and EU have continued to tighten regulation both against fossil fuel suppliers as well as the end users. Businesses continue to be required to report emissions of their products further up their value chains, and so moving to low carbon transport is becoming essential to continue to work with suppliers and customers alike as emissions impact their ESG reporting obligations. Net zero policies are being implemented that shorten time frames to move

[5] Company recorded volumes submitted to RTFO monthly

[6] Company recorded volumes submitted to RTFO monthly

[7] Vehicle Licensing Statistics (https://www.gov.uk/government/collections/vehicles-statistics)

[8] Energy & Environment (https://www.gov.uk/government/statistical-data-sets/energy-and-environment-data-tables-env)

[9] https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/739460/road-to-zero.pdf

away from fossil derived fuels, and force both suppliers of those fuels, manufacturers of the vehicles and the end users to consider their capital expenditure and purchasing decisions of additional fossil consumption as the duration for their use shortens.

The UK has implemented a robust framework around the RTFO10 which is a market-based mechanism transferring value from those who supply and consume fossil fuels to those who supply and consume low carbon fuels. The obligations to supply increasing levels of bio-content within a fuel mix continue to increase until 2032 annually and the RTFO and framework itself has no end date beyond this as it continues to work at decarbonising the segment at no material cost to the government other than monitoring, regulating and providing the guidance around the framework.

4.9 Supply and competitive situation

The Group purchases biomethane from producers of unsupported biomethane derived only from waste feedstocks. To be classified as unsupported, the producer of the gas must not have received any government incentives or feed in tariffs for the production or injection of the gas into the grid. Through this mechanism and a heavily audited chain of custody that must be compliant with EU regulations (certified by ISCC[11] or REDCert[12]), the consumer at the end of the unbroken chain is able confirm in their audits that no benefits of the gas have been double counted. There are vast quantities of biomethane and raw biogas being produced, and feedstocks capable of being used in future production as demand for the gas increases. Additional renewable sources of electricity from wind, solar and hydro will also decrease the need for governments to continue to fund or commence subsidy regimes for producers so there will be additional sources of biogas/biomethane supply readily available switching from old uses (generating electricity) becoming available for road transport.

Truck manufacturers are a critical competent of the low carbon transport supply chain. Their investment in R&D, manufacturing preferences and capacity for the production of low carbon vehicles are critical to their future and the path and viability of technologies towards the decarbonisation of transport. Currently there are two well-known truck Original Equipment Manufacturers ("**OEMs**") who produce HGVs to the specification required for heavy transport, amongst other models, and these are Iveco and Scania. Both have well publicised policies about prioritising low carbon vehicle production and sales targets and work to deliver the vehicles as quickly or more quicky than a diesel vehicle. As market share is increasing for CNG and therefore for Iveco and Scania too, it is plausible that other manufacturers will expand their offerings to hold onto their client relationships as they request the shift to cut carbon emissions.

The Group works with a group of preferred suppliers to deliver the station equipment and critical spares required for the optimal customer and operational experience. The equipment required to build a CNG refuelling station is not unique although it is custom specified. There are several manufacturers who would be capable of supplying similar equipment to the Group in the event a change was required. The Group has software developed in-house which is designed to run with specific suppliers of some equipment, however this software would be able to be modified to accommodate changes if needed.

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[10] https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/1042787/renewable-transport-fuel-obligation-compliance-guidance.pdf

[11] https://www.iscc-system.org

[12] https://www.redcert.org

4.10 Key competitors

The most significant competitors of the Group are companies operating within the diesel industry which still supplies around 99% of the UK's HGV fleet energy requirements. Most fleet operators replace their vehicles annually, on a four to seven year replacement cycle, with most using a five year cycle. When fleet operators choose to move away from diesel, they do so by purchasing increasingly larger portions of their normal replacement cycle vehicles with alternative fuelled vehicles. On this basis, until the full periodical replacement is entirely alternatively fuelled, there will still be new diesel vehicles that will run for their normally operated period. Therefore, it will take many years for diesel vehicles to be washed out of a fleet, and the national heavy fleet as a whole.

Liquified natural gas ("**LNG**") is a directly competitive fuel with Bio-CNG once a fleet operator has decided to move their HGV vehicles away from diesel, as there is no other currently available technology to meet the strict operating cycles and energy needs of these high mileage vehicles. LNG is methane that has been liquified instead of compressed. The technology enables an increased range for the vehicles over Bio-CNG based on the amount of storage that can be mounted on the vehicles. This range is beneficial where the vehicles are travelling long distances without a refuelling network to access along the way. The UK has a largely 'back to base' haulage model, meaning that distances in excess of a CNG vehicle range are very rare. In the EU where there are more frequent journeys between countries on the continent there are more valid reasons to run LNG vehicles in those instances as the network is young and the distances are substantial. There are extra costs of buying and operating LNG vehicles over those for CNG and the refuelling experience and maintenance complexity is materially increased, meaning that in the UK many more fleets are choosing to adopt CNG over LNG vehicles[13]. The Group is capable of developing and operating LNG refuelling stations or adding the capability to new sites where they can be considered in the specification so the principle of competition is one of current adoption choice.

There are two alternative providers of CNG/LNG refuelling infrastructure in the UK, being Gasrec Limited and Air Liquide. Both of these businesses focus primarily on smaller LNG stations or CNG derived from regassified LNG, as opposed to large scale grid connected CNG Stations. These sites are simpler to deploy from a planning perspective but serve very limited numbers of vehicles and are therefore unable to generate the level of economies of scale of the companies' infrastructure. Both are working on rolling out further stations on a less ambitious scale than the Group, and as the infrastructure network in the UK is still very much at an early stage, each additional CNG refuelling station brings an additional benefit to customers rollout plans, meaning that the Group is able to benefit from this network effect. The combined message of LNG and CNG being an alternative to diesel also helps encourage fleet operators that there are market ready solutions available aside from diesel which also helps speed the move away from the incumbent fossil fuel.

Other alternative fuels such as hydrogen and electric are not market ready, even for testing for heavy fleets as yet. The Group does not view these as competitive as they are not able to be adopted, and the technologies are able to be implemented at the Group's new stations as well as some of the existing ones in the future.

4.11 Joint venture arrangement with Foresight Holding

JVCo was established by CNGF and Foresight Holding in December 2020 in order to provide growth capital to accelerate the rollout of additional refuelling sites. Under the joint venture arrangement, Foresight Holding provides investment for JVCo and CNGF progresses prospective refuelling sites to shovel ready status, at which point ownership of the sites is transferred from CNGF to JVCo in consideration of a site purchase fee. CNGF also undertakes certain project management activities on behalf of JVCo during the construction and operational phases of each site.

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[13] https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/1116323/2022-second-provisional-rf-01-rtfo-tables.ods

4.11.1 *Framework Investment Agreement*

A framework investment agreement between CNGF, Foresight Holding and JVCo, dated 4 December 2020 and amended by deed of amendment on 7 September 2022 (the "**FIA**"), sets out the terms and conditions on which JVCo, CNGF and Foresight Holding perform certain obligations to achieve certain objectives of the JVCo, including the provision of funding by Foresight Holding and an exclusive arrangement between CNGF and JVCo in respect to project sites.

Under the FIA, JVCo has the exclusive right to acquire sites from CNGF until such time as the exclusivity right falls away. For example, during the duration of the exclusivity arrangement, CNGF will not continue, re-start, enter into, initiate or participate in any negotiations with third parties. The exclusivity rights shall terminate with immediate effect on certain events including but not limited to Foresight Holding failing to provide the relevant funding following a valid request and under certain circumstances the exclusivity right in favour of JVCo will fall away.

Foresight Holding is obliged under the FIA to provide funding to JVCo up to GBP 100 million, along with some funding for working capital and mobile refuelling equipment. Whenever funding is required by JVCo, JVCo can issue a request to Foresight Holding setting out the site to which the funding request relates and the reason for such funding, the amount required and the due date for payment. Funding shall be provided by Foresight Holding by way of Foresight Holding subscribing for loan notes in an amount equal to that set out in the funding request, and JVCo will pay CNGF the funding amount in accordance with its obligations under the relevant project documents.

In the event that JVCo wishes to proceed with the relevant project, it will enter into a "site purchase agreement" with CNGF for the sale and purchase of the relevant SPV and CNGF shall enter into the final form legal agreements relating to the project prior to the date of the "site purchase agreement".

If JVCo fails to enter into any "site purchase agreement" and pay the amount due under such "site purchase agreement" without cause or Foresight Holding fails to provide the relevant funding, CNGF shall have the right to dispose of its interest in the relevant site to any other person and it will have the right to bring a claim for damages.

4.11.2 *Shareholders' Agreement*

A shareholders' agreement between CNGF, Foresight Holding and JVCo, dated 4 December 2020 and amended by a deed of amendment on 7 September 2022 (the "**JVCo SHA**") regulates certain matters relating to the business of JVCo and the relations between its shareholders. Decision-making is generally by simple majority by the board of directors of JVCo, save that certain matters need shareholder consent.

Foresight Holding has certain enhanced rights until a set minimum hurdle rate is achieved. These rights include: (i) voting rights (i.e., if Foresight Holding votes in favour of or against a matter, it will be deemed passed or rejected (as appropriate), irrespective of the other votes). Such enhanced rights will cease to apply if the minimum investor return is met, whereafter the general decision-making rules will reapply; and (ii) JVCo's dividend policy. Any distribution of profits or assets will be made solely to Foresight Holding until the investor return is achieved on all capital which Foresight Holding has advanced to JVCo. Once such return is met, 67% of any dividend declared will be declared in favour of CNGF and 33% will be declared in favour of Foresight Holding.

The JVCo SHA also sets out an exit mechanism. With effect from the third anniversary of the JVCo SHA (i.e. December 2023), CNGF may instigate an arm's length third party sale of the entire issued share capital of JVCo. Foresight Holding may also trigger such a process from the fifth anniversary of the JVCo SHA. At CNGF's sole option, it may also elect to sell the entire issued share capital of CNGF as part of such process. A sale process may only be commenced in the event that the sale proceeds are reasonably expected to be of such a level that Foresight Holding will achieve at least the investor minimum return noted above. The project agreements, including the gas supply agreements and sales & marketing agreements, remain in place following a sale of the entire issued share capital of JVCo in accordance with their terms.

Tag along rights also apply if either the A or B shareholder(s) propose to transfer the majority of their shares to a third-party buyer, entitling the non-selling shareholder to piggyback on the sale and sell its shares on the same terms as the selling shareholder. These provisions do not apply in respect of a sale pursuant to the exit mechanics (summarised above), a permitted share transfer or after the fifth anniversary of the JVCo SHA (i.e. December 2025).

4.11.3 *Articles of Association*

The articles of association of the JVCo were adopted in December 2020 in a form typical for a joint venture and contain appropriate provisions with respect to pre-emption rights on the issuance of shares, permitted transfers and compulsory transfer provisions (or insolvency type events and a change of control of CNGF, with the transfer price of the shares being agreed by the board of directors of JVCo), together with certain enhanced rights in favour of Foresight Holding as the holder of the A share in JVCo.

4.11.4 *Project Site Agreements*

The FIA provides that in connection with each refuelling station which is transferred to JVCo pursuant to the FIA, a suite of agreed form project agreements is entered into between CNGF and the relevant project SPV as part of such transfer process. The project site contracts provide for the outsourcing to CNGF of (i) the design, build and operation of the refuelling station, (ii) the supply of natural gas and biomethane by CNGF to the relevant project site, and (iii) the appointment of CNGF as the project SPV's undisclosed agent to market the supply of Bio-CNG to prospective customers and to contract with such customers in respect of the supply of Bio-CNG as the relevant refuelling station.

The contracts for each station are on substantially similar terms, with site-specific amendments being made only, and include the following contracts:

i) An engineering, construction and commissioning agreement ("**EPC Contract**"), providing for the appointment of CNGF as contractor to design, construct and commission each refuelling station. Each EPC Contract is a fixed, lump sum agreement with milestone-based payments.

ii) An operational services agreement (O&M Contract) pursuant to which CNGF agrees to operate and maintain the relevant refuelling site on behalf of the relevant project SPV in consideration of an agreed annual fee. Each operational services agreement is for an initial term of 8 years from the date on which it comes into full force and effect (being the satisfaction of certain pre-commencement conditions), thereafter continuing until terminated by either party on giving three months' written notice, unless terminated earlier for cause.

iii) A gas supply contract pursuant to which CNGF supplies to the relevant project SPV such quantities of natural gas as are required to the gas dispensing point at the refuelling station, in consideration of the payment by such SPV of the relevant agreed charges. Each gas supply agreement is for an initial term of 8 years from the date on which it comes into full force and effect (being the satisfaction of certain pre-commencement conditions), thereafter continuing until terminated by either party on giving the other party (i) at least four full quarter periods' (being the periods from 1 January to 31 March, 1 April to 30 June, 1 July to 30 September and 1 October to 31 December) notice (i.e. 12 months' notice), or (ii) on the mutual agreement of both parties, one complete quarter period notice. Each gas supply contract entered into by CNGF is in force as at the date of this Information Document and is currently in its initial term. The agreement may also be terminated earlier by (a) either party in case of insolvency, (b) by the project SPV in the event of a material breach, a change of control of CNGF which has not been consented to or permitted pursuant to the joint venture agreements (being the FIA and JVCo's articles of association) or CNGF's liability cap under the gas supply agreement having been reached, or (c) by CNGF in the event of non-payment by the project SPV. Termination of the agreement by the relevant project SPV is a related party matter and under the SHA, CNGF directors appointed to the JVCo board would not be entitled to participate in such a decision unless the Foresight directors have authorised it.

iv) A sales and marketing agreement, which provides for CNGF to market and sell compressed natural gas to end customers, acting as an undisclosed agent of the relevant project SPV. CNGF is appointed to be the sole and exclusive agent of the SPV in respect of the sale of CNG at the relevant refuelling site. Under these agreements, CNGF pays charges received from end customers under fuel sales agreements entered into to the project SPV (net of VAT). Each sales and marketing agreement is for an initial term of 8 years from the date on which it comes into full force and effect (being the date on which certain pre-commencement conditions are satisfied), thereafter continuing until terminated by either party on giving three (3) months' written notice to the other party. Each sales and marketing agreement entered into by CNGF is in force as at the date of this Information Document and is currently in its initial term. The agreement provides for certain earlier termination rights, entitling a party to terminate the agreement in the event of (a) by either party, an insolvency event, (b) by CNGF, in the event of non-payment by the project SPV, or (c) by the project SPV, in the event of a breach by CNGF, a change of control of CNGF which has not been consented to or permitted pursuant to the joint venture agreements (being the Framework Investment Agreement and JVCo's articles of association, as summarised above) or CNGF's liability cap under the gas supply agreement having been reached. In such circumstance, the project SPV may require that all end customer fuel supply agreements for the project site which CNGF has entered into be transferred to such project SPV. In the event of a change of control of a project SPV, CNGF shall have the right to require the new owners and such SPV to negotiate revised contractual terms. If such revised terms cannot be agreed then CNGF, may terminate the sales and marketing agreement upon three (3) months written notice. Termination of the agreement by the relevant project SPV is a related party matter and under the SHA, CNGF directors appointed to the JVCo board would not be entitled to participate in such a decision unless the Foresight directors have authorised it.

4.12 Material agreements outside the ordinary course of business

Apart from the agreements relating to the JVCo as described in Section 4.11 "*Joint venture arrangement with Foresight Holding*" and the RTFS SPA as described in Section 7 "*Unaudited Pro Forma Financial Information*", neither the Company nor any other Group company has entered into any material agreements or other agreements containing rights or obligations of material importance to the Group.

4.13 Dependency on contracts, patents, licenses, trademarks, etc.

Apart from the agreement relating to the supply of Bio-CNG by RTFS to CNGF and as set out in this Section, neither the Company nor any member of the Group has any business-critical patents or licences and the Company considers that its current business and activities are not dependent on any single industrial, commercial or financial contract. Other than certain trademarks and domain names, the Group does not own any registrable intellectual property.

The Group, acting either on principal or agent basis depending on the underlying ownership of the sites, contracts directly with each of its customers using a standard-form Fuel Sales Agreement that sets the fixed 'Compression Charge' that is charged to customers with every kilo of CNG sold. The direct contracts enable the Group to interact and manage the customer relationships and facilitate the supply of Bio-CNG to the customers' fleets irrespective of the site used and the ownership structure of that site. The contracts are designed to define the obligations of both the Group as a supplier at its sites for its customers, as well as to clearly define how customers are expected to carry out their activities on public access stations which are owned by the Group. No fleet or vehicle is able to receive CNG at a site without an agreement in place, unless part of an agreed trial period, and all drivers must have received specific training to be allowed to operate the dispensing equipment. In general, each Fuel Sales Agreement is for a one-year term, automatically extending for additional one-year terms unless terminated by either party.

The business and its biomethane suppliers must maintain its certification of compliance with the rules of the ISCC, which display to the UK based RTFO that the principles of mass balancing of renewable material has been complied with at every stage of the chain of custody until it reaches the customer vehicles. The business has been certified since 2016 with a clean record of annual renewals following the recertification audits.

4.14 Related Party Transactions

A summary of the Group's related party transactions for the periods covered by the historical financial information included in this Information Document and up to the date of the Information Document is set out as follows:

i) RTFS supplies Bio-CNG to CNGF pursuant to a supply agreement entered into in July 2020 for remuneration equal to the costs incurred by RTFS and its subsidiary, Renewable Energy Fuels B.V. ("**REF**"), in sourcing and delivering such Bio-CNG. RTFS and REF source the wholesale biomethane directly from third party suppliers, and RTFS must use its reasonable endeavours to meet forecasted volumes of biomethane which is notified to it by CNGF, failing which CNGF is entitled to source required volumes from a third party. The supply agreement has an initial term which expires on 31 December 2038, and as a result of the Group's majority shareholding in RTFS following completion of the RTFS Acquisition, CNGF's continuity of supply is further secured through the integration of the two business units. For the financial year ended 31 March 2021, the supply agreement amounted to 76% of the yearly turn-over for RTFS and 0% of the yearly turn-over for CNGF. For the financial year ended 31 March 2022, the supply agreement amounted to 48% of the yearly turn-over for RTFS and 9% of the yearly turn-over for CNGF.

ii) On 13 January 2023 CNGF entered into the RTFS SPA, following which it nominated the Company as the ultimate buyer, to complete the acquisition of the entire issued share capital of CNGI. Please refer to Section 7 for more information about the RTFS SPA. Prior to the Share Exchange, CNGI had some common shareholders with CNGF but were otherwise third-party entities.

The related party transactions described above are entered into on arms' length basis.

4.15 Legal and arbitrational proceedings

Neither the Company, nor any other company in the Group is, nor has been, during the course of the preceding 12 months involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the Company's and/or the Group's financial position or profitability, and the Company is not aware of any such proceedings which are pending or threatened.

5 ORGANIZATION, THE BOARD OF DIRECTORS AND MANAGEMENT

5.1 Introduction

This Section summarises certain information concerning the Board of Directors, the Company's employees (if any) and its corporate governance. It is based on and discusses relevant provisions of Dutch law as in effect on the date of this Information Document, the Articles of Association and the Company's rules regarding working methods and decision-making process of the Board of Directors (the "**Board Rules**") as these are in effect as of the date of this Information Document.

This summary provides all relevant and material information, but does not purport to give a complete overview and should be read in conjunction with, and is qualified in its entirety by reference to, the relevant provisions of Dutch law as in force on the date of this Information Document and the Articles of Association, the Board Rules and rules of the audit committee and nomination & remuneration committee as these will be in effect ultimately on Admission to Trading. The Articles of Association in the governing Dutch language and in an unofficial English translation are available on the Company's website (www.refuels.com) or at the Company's business address during regular business hours. The Board Rules, the rules of the audit committee and nomination & remuneration committee translation are also available on the Company's website.

5.2 The Board of Directors

5.2.1 *Overview*

The Company maintains a one-tier board which is currently composed of three Executive Board Members and three Non-Executive Board Members. The Executive Board Members are responsible for the Company's day-to-day management, which includes, among other things, formulating the strategies and policies and setting and achieving the Company's objectives. The Non-Executive Board Members supervise and advise the Executive Board Members. Each Executive Board Member and each Non-Executive Board Member has a duty to the Company to properly perform the duties assigned by each member and to act in the Company's corporate interest. Under Dutch law, the corporate interest extends to the interests of all the Company's stakeholders, including the Company shareholders, creditors and employees.

The initial Chairperson of the Board of Directors, Timothy John Baldwin, has been appointed on an interim basis for a fixed term of one year from the Admission to Trading, bringing with him a wealth of knowledge of the business having served as a non-executive director of CNG Fuels since the group was founded. He will serve as Chairperson until such time as the Company identifies a suitable candidate to serve in this role longer-term. The Company will prioritise its search for a permanent Chairperson following Admission to Trading and will convene a general meeting of its shareholders to consider and approve such appointment in due course.

In addition to the Board of Directors, the Company has an audit committee, which exercises the duties as prescribed in the Decree establishment audit committee in organisations of public interest (*Besluit instelling auditcommissie bij organisaties van openbaar belang*), and nomination & remuneration committee, see Section 5.7 "*Committees*" below. The Board of Directors is responsible for the governance structure of the Company.

As at the date of this Information Document, the provisions in Dutch law commonly referred to as the "large company regime" (*structuurregime*) do not apply to the Company, nor does the Company intend to apply these voluntarily.

The table below sets out the names and other details of the current members of the Board of Directors:

Name	Position	Served since	Term expires	Shares	Options/ warrants
(Timothy) John Baldwin	Interim Chair, Non-Executive Director	2023	2024	12,034,083[1]	158,898
Philip Fjeld	CEO, Executive Director	2023	2027	11,927,023[2]	1,515,898[3]
Baden Gowrie-Smith	MD & CFO, Executive Director	2023	2027	14,948,651	1,515,898[3]
Jasper Nillesen	Executive Director	2023	2027	66,207[4]	198,621[4]
Yvonne Visser-Stam	Non-Executive Director	2023	2027	0	20,729[5]
Chandler Hatton	Non-Executive Director	2023	2027	0	20,729[5]

[1] The shares and Warrants held by Timothy John Baldwin in the Issuer are indirectly held through CNG Services Assets Limited, which he jointly controls together with his wife, Paula Baldwin. For the 158,898 Warrants indirectly held by Timothy John Baldwin, reference is made to Section 8.4.1.

[2] 6,297,573 of the shares held by Philip Fjeld in the Issuer are indirectly held through his personal holding company, WCP Investments Limited.

[3] The 1,357,000 options held by each of Philip Fjeld and Baden Gowrie-Smith reflect options previously held in the share capital of CNGF which have been reissued as options in the Company's share capital. Of the options held by Philip Fjeld and Baden Gowrie-Smith, none of their options allocations have vested as at the date of this Information Document. Additional options may vest in the event of a capital raising, the acquisition by a third party of a controlling interest in the Company, a listing, or an asset sale or other disposal of all or a substantial part of the business and assets of the Company or a majority of its subsidiary undertakings. The number of options which vest in connection with any such trigger event is dependent on the net consideration or valuation of the Company in connection with such trigger event and price per share. Vesting is subject to the option holder continuing to be engaged by the Company or one of its subsidiaries as at the relevant trigger event, but no other performance conditions. The options held by each of Fjeld and Gowrie-Smith are of an exercise price of NOK 13.73.

For the 158,898 Warrants held by each of Philip Fjeld and Baden Gowrie-Smith, reference is made to Section 8.4.1.

[4] Jasper Nillesen indirectly holds (i) 66,207 shares in the capital of the Company and (ii) 198,621 Warrants, held through his management company, Renewable Energy Development Projects B.V. For the Warrants indirectly held by Jasper Nillesen, reference is made to Section 8.4.1.

Jasper Nillesen indirectly holds (i) 4,200 shares in the capital of RTFS and (ii) an option over 200 shares in the issued share capital of RTFS, held through his management company, Renewable Energy Development Projects B.V. Once vested the options may be exercised, and otherwise vesting and exercise of the share options is accelerated upon certain "exit events", being the sale of the entire issued share capital of RTFS, the transfer or disposal of all or substantially all of the Company’s assets or the admission of the share capital in RTFS to trading on a regulated exchange in the UK. The new 200 shares will increase Jasper Nillesen's indirect shareholding in RTFS from 20.8% to 21.5%.

[5] Each of Yvonne Visser-Stam and Chandler Hatton will be granted options over 20,729 shares in accordance with the Company’s new share option plan, once implemented and the key terms (including, but not limited to, vesting) of which are summarised in Section 8.2.5 below.

Otherwise, no Board Members own any options or other securities exchangeable for Shares.

Please refer to Section 8.4.4 "*Lock-up arrangements*" for information about any lock-up undertakings of the members of the Board of Directors.

The Company's registered business address, Evert van de Beekstraat 1-104, The Base B, 1118CL Amsterdam, Netherlands, serves as business address for the members of the Board of Directors as regards their directorships in the Company.

The Company has established an audit committee and a nomination & remuneration committee, see Section 5.7 "*Committees*" below.

5.2.2 *Powers, Responsibilities and Functioning*

The Board of Directors is the executive body of the Company. Pursuant to article 16.1 of the Articles of Association, the Executive Board Members are entrusted with the management of the Company and responsible for the continuity of the Company, under the supervision of the Non-Executive Board Members. The Non-Executive Board Members also provide advice to the Executive Board Members.

The Board of Directors' responsibilities include, among other things, setting the Company's management agenda, developing a view on long-term value creation by the Company, enhancing the performance of the Company, developing a strategy, identifying, analysing and managing the risks associated with the Company's strategy and activities and establishing and implementing internal procedures, which safeguard that all relevant information is known to the Board of Directors in a timely manner. The Board of Directors may perform all acts necessary or useful for achieving the Company's corporate purposes, except for those expressly attributed to the General Meeting as a matter of Dutch law or pursuant to the Articles of Association. The Company expects to hold its first annual general meeting after the publication of this Information Document on or around 30 August 2023.

Pursuant to the Board Rules (which contain rules regarding working methods and decision-making process of the Board of Directors), the Board of Directors may delegate duties and powers to individual Board Members and/or committees consisting of one or more Board Members, however, supervising duties may not be delegated by to one or more Executive Board Members. In fulfilling their responsibilities, the Board Members must act in the interest of the Company. The Board Rules furthermore provide that the Board of Directors focuses on long-term value creation for the Company.

The Executive Board Members shall timeously provide the Non-Executive Board Members with the information necessary for the performance of their supervision duties. The Executive Board Members are required to keep the Non-Executive Board Members informed and to consult with the Non-Executive Board Members on important matters.

Pursuant to article 18.1 of the Articles of Association, the Board of Directors as a whole, as well as the CEO acting individually, are authorised to represent the Company. Pursuant to the Articles of Association, the Board of Directors may grant one or more officers a power of attorney or other form of continuing authority to represent the Company or to grant one or more persons such titles as it sees fit.

In accordance with article 17.3 of the Articles of Association, the Board of Directors has adopted rules governing the Board's principles and best practices, as outlined in the Board Rules. The Board Rules describe the duties, tasks, composition, procedures and decision making of the Board as well as the supervising duties of the Non-Executive Directors.

5.2.3 *Composition, Appointment, Dismissal and Suspension*

Pursuant to article 14.1 of the Articles of Association Board Members will be appointed by the General Meeting. In accordance with the Board Rules and the best practice provisions of the Dutch Corporate Governance Code, Executive Board Members are appointed for maximum terms of four years each. Non-Executive Board Members are in principle appointed for a period of four years and may then be reappointed once for a period of four years. A Non-Executive Board Member may then subsequently be reappointed again for a period of two years, which appointment may be extended by at most two years. For a reappointment after an eight-year period, reasons must be provided in the report of the Non-Executive Board Members. The Board of Directors will nominate one or more candidates for each vacant seat in the Board of Directors, in accordance with article 14.2 of the Articles of Association. Pursuant to article 14.3 of the Articles of Association, a resolution of the General Meeting to appoint a Board Member other than in accordance with a nomination by the Board of Directors, requires an absolute majority of the votes cast representing at least one-third of the Company's issued capital. If a proposal to appoint a person not nominated by the Board of Directors is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the Company's issued capital, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the part of the Company's issued capital represented.

Pursuant to article 14.7 of the Articles of Association, a Board Member may be suspended or dismissed by the General Meeting at any time. A resolution of the General Meeting to suspend or remove a Board Member other than pursuant to a proposal by the Board of Directors requires an absolute majority of the votes cast representing at least one-third of the Company's issued capital. If a resolution as referred to in the previous sentence is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the Company's issued capital, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the part of the Company's issued capital represented. Pursuant to article 14.7 of the Articles of Association, an Executive Board Member may also be suspended by the Board of Directors. A suspension by the Board of Directors may at any time be discontinued by the General Meeting.

5.2.4 *Diversity*

On 28 September 2021, the Senate of the Dutch Parliament adopted an act on gender diversity in boards of Dutch companies. The act provides (amongst other things) that when there is a vacancy in the non-executive board seat of a Dutch NV of which shares are traded on a Regulated Market, any new appointment of a non-executive board member must contribute to at least one-third of the non-executive board members being female and at least one-third of the non-executive board members being male. The Company fully recognises the benefits of having a diverse Board of Directors and although the act does not apply to the Company, whereas the Shares will be admitted to trading on Euronext Growth Oslo, a Multilateral Trading Facility, as from the Admission to Trading, the Company will nevertheless comply with the act, in particular with the Dutch law provision that at least one-third of the Board of Directors will be female and at least one-third being of the Board of Directors will be male.

5.2.5 *Frequency and Place of Board Meetings*

The Board of Directors meets quarterly in accordance with the Board Rules. Furthermore, meetings will be held in Amsterdam, Netherlands, or in any other place to be determined by the Board. To the extent possible, the Board Members attend all meetings of the Board of Directors in person and not by telephone or video conference.

5.2.6 *Decision-making*

Pursuant to the Board Rules, resolutions of the Board of Directors are adopted by unanimous vote where possible. Where this is not possible, resolutions of the Board of Directors are adopted by a majority vote of the Board Members present or represented, unless the Board Rules prescribe that certain resolutions of the Board of Directors require the consent of the majority of the Non-Executive Board Members. Each Board Member has the right to cast one vote. In the event of an equality of votes for and against a proposal, the Chairperson shall not have a casting vote.

Resolutions of the Board of Directors may also be adopted in writing, provided the proposal concerned is submitted to all Board Members then in office and none of them objects to this form of adoption. Adoption of resolutions in writing shall be effected by statements in writing from all Board Members. A statement from a Board Member who wishes to abstain from voting on a particular resolution which is to be adopted in writing, or who wishes to vote against, must reflect the fact that he does not object to this form of adoption.

5.2.7 *Brief biographies of the Board of Directors*

Set out below are brief biographies of the Board Members, including their managerial expertise and experience, in addition to an indication of any significant principal activities performed by them outside of the Company.

(Timothy) John Baldwin, Chair of the Board, Non-Executive Director

John Baldwin has 40 years of experience in the gas industry, having previously worked for British Gas (and its successor companies) in various roles. John founded and is a director of CNG Services Limited, which provides design and build services supporting the development of biomethane to grid projects in the UK, virtual pipelines and depot based bio-CNG filling stations.

He is a former President of the SBGI (Society of British Gas Industries, now EUA) and former Chairman of the Renewable Energy Association Biogas Group.

He is also a Director of Barrow Shipping Limited and his personal holding company, CNG Services Assets Limited, and is a former director of Greener for Life.

Current directorships and management positions: …………………..	*Refuels N.V., Non-Executive Director* *CNG Services Assets Limited, Director* *CNG Services Limited, Founder & Director* *Barrow Shipping Limited, Director*
Previous directorships and management positions last five years:	*Greener for Life, Director*

Philip Eystein Fjeld, Executive Director, CEO

Philip Fjeld co-founded CNGF and has served as CEO since the launch of the business in 2014.

Philip has 20 years of experience working in the gas industry internationally. He founded FLEX LNG Ltd in 2006, listing the business in Norway and raising over $600m in equity. Prior to this, Philip was a commercial manager at Leif Hoegh & Co. He attended the Norwegian School of Economics. Philip is also a director of WCP Investments Limited, which is his personal holdings company. Philip is also a director of an industry group in the UK, Renewable Transport Fuel Association.

Current directorships and management positions: …………………..	*Refuels N.V., CEO & Executive Director* *WCP Investments Limited, Director* *Renewable Transport Fuel Association, Director*
Previous directorships and management positions last five years:	*None*

Baden Gowrie-Smith, Executive Director, Managing Director & CFO

Baden Gowrie-Smith is a co-founder of CNG Fuels. He has served as CFO since the business' establishment in 2014 and Managing Director of Refuels since 2022. Baden is an experienced entrepreneur and director, developing businesses in low-carbon infrastructure, renewable energy and life sciences. Baden is also a director of Theragnotistics Limited, a business focussed on offering oncology care through the provision of targeted molecular radiotherapy and molecular imaging diagnostic products. He was previously an investment advisor with UBS for six years, managing 750 million Australian dollars of assets. Baden holds an MBA from London Business School.

Current directorships and management positions: ………………….	*Refuels. N.V., Managing Director & CFO* *Theragnostics Limited, Director*

Previous directorships and management positions last five years:	*None*

Jasper Nillesen, Executive Director, Managing Director of RTFS

Jasper Nillesen is the managing director and co-founder of Renewable Transport Fuel Services. He has spent seven years in strategy consulting and previously worked for the energy trading platform Powerhouse, and a biomethane industry leader doing business in more than 10 European countries. Nillesen holds master's degree in Civil Engineering from the Delft University of Technology. Jasper is also a managing director of JND Projects B.V. and Renewable Energy Development Projects B.V., which are his management services and personal holding companies respectively.

Current directorships and management positions: …………………..	*Refuels N.V., Director & Managing Director of RTFS* *JND Projects B.V., Director* *Renewable Energy Development Projects B.V., Director*
Previous directorships and management positions last five years:	*Renewable Energy Connect B.V., Director* *Renewable Energy Invest II B.V., Director* *Renewable Energy Services B.V., Director*

Yvonne Visser-Stam, Independent Non-Executive Director

Yvonne Visser-Stam is a member of the supervisory board at the European power exchange EPEX Spot SE and is also a board member of H.G.R.T. SAS. Yvonne was appointed as a member of the supervisory board of Magnus Energy Holding B.V. in February 2023, and is also a board member of a local association, Oranjevereniging Oosterbeek. She has previously held various management positions and worked as a legal counsel for TenneT TSO B.V. In addition, she has worked as a commercial director in BritNed Development Ltd. Visser-Stam holds a master's degree in law from Maastricht University.

Current directorships and management positions: …………………..	*Refuels N.V., Non-Executive Director* *Exex Spot SE, Supervisory Board Member* *H.G.R.T. SAS, Board Member* *Magnus Energy Holding B.V., Supervisory Board Member* *Oranjevereniging Oosterbeek, Board Member*
Previous directorships and management positions last five years:	*TenneT TSO B.V., Head of Compliance/Senior Manager* *BritNed Development Limited, Commercial Director*

Chandler Hatton, Independent Non-Executive Director

Chandler Hatton holds the position of CTO at ZiuZ Visual Intelligence. She has previously held a senior manager position with Arthur D. Little and a position as CTO with SimGas. She is also a partner in Happycity, a sustainable real estate development initiative (previously Romvea). She holds an executive MBA from INSEAD, a Master of Science from Delft University of Technology and a Bachelor of Science from Massachusetts Institute of Technology. She is also a director of her personal services company, Chandlers Holding B.V.

Current directorships and management positions: …………………..	*Refuels N.V., Non-Executive Director* *ZiuZ Visual Intelligence, Chief Technology Officer* *Happycity, Partner* *Chandlers Holding B.V., Director*
Previous directorships and management positions last five years:	*Arthur D. Little, Senior Manager*

5.2.8 *Board of Directors' independence*

As the Company is not listed on a Regulated Market, there are no independence requirements applicable to the Company's Board of Directors. The Company does, however, recognise the importance of having board members who are independent of the Executive Directors and Management, and the Company will following the Admission to Trading take steps to ensure that it satisfies the independence requirements following from the Dutch Corporate Governance Code, as further explained in Section 5.6 "*Corporate governance requirements*".

Board Members Baden Gowrie-Smith, Philip Eystein Fjeld and Jasper Nillesen, with shareholdings as set out in Section 5.2.1 are also members of the Company's executive management.

Except for this, the Company is not aware of any actual or potential conflicts of interests between the Company and the private interests or other duties of the members of the Board of Directors.

5.3 The Management

5.3.1 *Overview*

The table below sets out the names and other details of the current members of the Management:

Name	Position	Served since	Shares	Options/ warrants[1]
Philip Fjeld	CEO	2014	See sec. 5.2.1	See sec. 5.2.1
Baden Gowrie-Smith	CFO, Managing Director	2014	See sec. 5.2.1	See sec. 5.2.1
Jasper Nillesen	Managing Director, RTFS	2018	See sec. 5.2.1	See sec. 5.2.1
Nicholas Reid	Commercial Director	2016	884,908	595,600[2]
Peter Eaton	Sales & Business Development Director	2016	683,608	450,000[3]
Luke Preston	Operations Director	2019	0	197,500[4]
Michael Scott	Construction Director	2018	0	197,500[5]

[1] The options referred to in this table which are held by Nicholas Reid, Peter Eaton, Luke Preston and Michael Scott reflect options previously held in the share capital of CNGF which have been reissued as options in the Company's share capital. Vesting is subject to each member of Management continuing to be engaged by the Group. Save as set out in this paragraph, no other performance or exercise conditions apply and once vested, the options may be exercised at any time by the relevant member of Management during the period of 10 years from 1 April 2020.

[2] Of the 595,600 options held by Nicholas Reid, 466,850 have vested at the date of this Information Document. The final 128,750 options will vest on 1 April 2024.

80,600 of the options held by Nicholas Reid (all of which are fully vested) may be exercised in connection with the sale of the entire issued share capital of the Company (other than a reorganisation) or the whole or substantial part of the business and assets of the Company.

The exercise price of 515,000 of the options held by Nicholas Reid is NOK 13.73 per option, while the exercise price of the remaining 80,600 options is NOK 0.12 per option.

[3] Of the 450,000 options held by Peter Eaton, 337,500 have vested at the date of this Information Document. The remaining 112,500 options will vest on 1 April 2024.

The exercise price of the options held by Peter Eaton is NOK 13.73 per option.

[4] Of the 197,500 options held by Luke Preston, 148,125 have vested at the date of this Information Document. The final 49,375 options will vest on 1 April 2024.

The exercise price of the options held by Luke Preston is NOK 13.73 per option.

[5] Of the 197,500 options held by Michael Scott, 148,125 have vested at the date of this Information Document. The final 49,375 options will vest on 1 April 2024.

The exercise price of the options held by Michael Scott is NOK 13.73 per option.

Save as set out above, no member of the Management owns any Shares, options or other securities exchangeable for Shares.

Please refer to Section 8.4.4 "Lock-up arrangements" for information about any lock-up undertakings of the members of the Management.

Other than Philip Fjeld, Baden Gowrie-Smith and Jasper Nillesen, members of Management are engaged by CNGF and carry out their duties from CNGF's offices in the UK.

5.3.2 *Brief biographies of the members of the Management*

Please refer to Section 5.2.7 for brief biographies of the CEO, CFO and Managing Director of RTFS. Set out below are brief biographies of the other members of the Management:

Nicholas Reid, Commercial Director

Nicholas Reid joined CNGF as Commercial Director in November 2016 and oversees the identification of potential new sites and projects in development. Prior to this, he was a Senior Manager with ANZ Bank in Australia for six years, working across multiple industries, and also has four years of experience of consulting and private equity work internationally.

Current directorships and management positions: …………………...	CNG Fuels Ltd, Commercial Director
Previous directorships and management positions last five years:	Maizley Limited, Director

Peter Eaton, Sales & Business Development Director

Peter Eaton has served as Sales & Business Development Director since 2016 and is an experienced sales professional with expertise in the renewable fuel/logistics and beverage industries. Prior to joining CNGF, Peter spent seven years with Halewood International, holding various positions across sales, marketing, brand management and business development.

Current directorships and management positions: …………………..	*CNG Fuels Ltd, Sales & Business Development Director*
Previous directorships and management positions last five years:	*None*

Luke Preston, Operations Director

Luke Preston has been Operations Director with CNGF since 2019 and is highly experienced in the operations and management of Bio-CNG fuelling stations and alternative fuels vehicles. Prior to joining CNGF, he was a Fleet Manager at John Lewis Partnership where Luke was instrumental in the switch of fleets to Bio-CNG. Luke has also previously worked in a number of transport and logistic roles, including engineering and fleet management at Scania.

Current directorships and management positions: …………………...	*CNG Fuels Ltd, Operations Director*
Previous directorships and management positions last five years:	*John Lewis Partnership, Fleet Manager*

Michael Scott, Construction Director

Michael Scott joined CNGF as Construction Manager in 2018 and was promoted to the position of Construction Director in 2020. Michael has 22 years of experience in the construction and civil engineering industry in the UK, having spent 4 ½ years with William Pye Limited as construction manager prior to joining CNGF.

Current directorships and management positions: …………………...	*CNG Fuels Ltd, Construction Director*
Previous directorships and management positions last five years:	*CNG Fuels Ltd, Construction Manager* *William Pye Limited, Construction Manager*

5.4 Benefits upon termination

None of the members of the Board of Directors, Management or supervisory boards have service contracts with the Company or any of its subsidiaries which provide for benefits upon termination of employment.

5.5 Employees

The table below shows the numbers of full-time employees of the Group as of the date of this Information Document:

	As of the date of this Information Document
CNGF	71 full-time employees
RTFS	7 full-time employees

In order to stimulate long-term value creation and be able to attract and retain competent, experienced members of Management and other employees, the Company expects to formally implement a share-based incentive plan and issue certain options during 2023. The terms and conditions of such plan have been approved by the Company and are summarised in Section 8.2.5 below.

5.6 Corporate governance requirements

The Company recognizes the importance of, and is committed to, instilling good corporate governance across the Group. As the Company is not listed on any Regulated Market, no mandatory corporate governance code applies. The trading of the Shares on Euronext Growth Oslo does not provide specific requirements in terms of the application of a corporate governance code. However, the Company voluntarily chooses to comply with most of the relevant provisions set out in the Dutch Corporate Governance Code.

The Dutch Corporate Governance Code is based on a "comply or explain" principle. Accordingly, companies are required to disclose in their management report whether or not they are complying with the various best practice principles of the Dutch Corporate Governance Code. If a company deviates from a best practice principle in the Dutch Corporate Governance Code, the reason for such deviation must be properly explained in its board report.

As at the date of this Information Document, the Company does not comply with the best practice provisions of the Dutch Corporate Governance Code in relation to the (i) independence of the Chairperson and (ii) the Board of Directors being comprised of a majority of Non-Executive Directors. The Company will strive to comply with these provisions of the Dutch Corporate Governance Code as soon as practicable following the Admission to Trading. As noted above, the Company will prioritise the search for a suitable candidate to act as longer-term Chairperson, and in considering candidates for such role, will take steps to ensure that any such candidate satisfies the independence requirements following from the Dutch Corporate Governance Code. The Company will also search for an additional, suitably experienced Non-Executive Director following Admission to Trading.

5.7 Committees

The Board has installed an audit committee and nomination & remuneration committee. Other committees may be installed by the Board whenever deemed appropriate.

5.7.1 *Audit Committee*

Under the Articles of Association, the Company shall have an audit committee, consisting of Non-Executive Board Members. Their number is to be determined by the Board of Directors, but shall consist of at least 3 members. The members of the audit committee shall be appointed, suspended and dismissed by the Board of Directors. Executive Board Members shall not be members of the audit committee. More than half of the members of the audit committee will be independent within the meaning of best practice provision 2.3.4 of the Dutch Corporate Governance Code.

Separate by-laws that govern the audit committee have been adopted by the Board of Directors and are available on the Company's website (www.refuels.com). The duties of the audit committee include:

i) the monitoring of the financial-accounting process and preparation of proposals to safeguard the integrity of said process;

ii) the monitoring of the efficiency of the internal management system, the internal audit system and the risk management system with respect to financial reporting;

iii) the monitoring of the statutory audit of the annual accounts and consolidated accounts, and in particular the process of such audit;

iv) the review and monitoring of the independence of the external auditor, with a special focus on other services provided to the Company; and

v) the adoption of a procedure for the selection of the external auditor and the nomination for appointment of the external auditor with respect to the statutory audit of the annual accounts and consolidated accounts.

The audit committee shall meet as often as required for a proper functioning of the audit committee. The audit committee shall meet whenever deemed necessary by either member of the committee and at least two times a year.

Pursuant to a resolution of the Board of Directors, Timothy John Baldwin, Yvonne Visser-Stam and Chandler Hatton form the audit committee of the Company. Yvonne Visser-Stam shall be the chairperson of the audit committee.

5.7.2 *Nomination & Remuneration Committee*

Separate by-laws that govern the nomination & remuneration committee have been adopted by the Board of Directors and are available on the Company's website (www.refuels.com). The duties of the nomination & remuneration committee include the preparation of proposals of the Board of Directors on:

i) preparing the selection criteria and appointment procedures for Board Members;

ii) proposing Board Members' appointments and reappointments;

iii) the remuneration policy to be adopted by the General Meeting; and

iv) the remuneration of Executive Board Members to be determined by the Board of Directors.

The nomination & remuneration committee also prepares a remuneration report on the execution of the remuneration policy during the respective year to be adopted by the Board of Directors.

The nomination & remuneration committee shall meet as often as required for a proper functioning of the nomination & remuneration committee. The nomination & remuneration committee shall meet whenever deemed necessary by either member of the committee and at least two times a year.

The composition of the nomination & remuneration committee is to be determined by the Board of Directors, but shall consist of at least 3 members. Pursuant to a resolution of the Board of Directors, Timothy John Baldwin, Yvonne Visser-Stam and Chandler Hatton form the nomination & remuneration committee of the Company. Yvonne Visser-Stam shall be the chairperson of the nomination & remuneration committee.

5.8 Conflicts of interests etc.

Dutch law prohibits a Board Member from participating in the deliberation or decision-making of a board resolution if he or she has a direct or indirect personal interest conflicting with the interests of the Company and its business. A conflict of interest exists in any event if, in the situation at hand, the Board Member is deemed unable to serve the interests of the Company and its business with the required level of integrity and objectivity.

The Articles of Association and the Board Rules require each Board Member to immediately report any actual or potential personal conflict of interest concerning him- or herself or any other Board Member to the chairperson of the Board of Directors and to the other Board Members, and to provide all information relevant to the conflict. The Board of Directors must then determine whether it qualifies as a conflict of interest, in which case the conflicted Board Member may not participate in the decision-making and deliberation process on the relevant topic. Such transaction must be concluded on terms customary in the sector concerned. If all Board Members are conflicted and as a consequence no resolution can be adopted by the Board of Directors, the resolution may still be adopted by the Board of Directors.

Non-compliance with the provisions on conflicts of interest may render the resolution voidable and a non-complying Board Member may be held liable towards the Company. As a general rule, the existence of a (potential) conflict of interest does not affect the authority to represent the Company and would therefore not affect the validity of contracts entered into by the Company. Under certain circumstances a company may annul a contract if the company's counterparty was or should have been aware of the conflict and misused it.

During the last five years preceding the date of this Information Document, none of the Board Members or the members of the Management has, or had, as applicable:

i) any convictions in relation to indictable offences or convictions in relation to fraudulent offences;

ii) received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or

iii) been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, director or manager of a company.

As set out above, certain members of the Board of Directors and the Management have financial interests in the Company through direct and indirect shareholdings and options over shares in the capital of the Group.

In addition, members of the Board of Directors and the Management may be or become board members, executives or managers of and hold shares in other companies, and in the event any such company enters into business relationships with the Company, the members of the Board of Directors and Management may have a conflict of interest, which is managed by the person concerned not being involved in the handling of the matter on behalf of the Company. Except as specified, no members of the Board of Directors or the Management has any private interest which may conflict with the interests of the Company.

There are no family ties between the members of the Board of Directors and/or the members of the Management.

As of the date of this Information Document, and except as set out below, none of the members of the Board of Directors have service contracts with the Company or any of the Subsidiaries other than:

i) Philip Fjeld, who has a service agreement with the Company in connection with his appointment as CEO of the Group;

ii) Baden Gowrie-Smith, who has a service agreement with the Company in connection with his appointment as Managing Director & CFO of the Group; and

iii) Jasper Nillesen, who has a service agreement with the Company in connection with his appointment as an Executive Director.

The services agreements are entered into for a definite term of four years and contain a notice period of six months for both parties. The annual base salary or fee of each of the Executive Directors is a fixed cash compensation and is currently GBP 336,000 for Philip Eystein Fjeld, GBP 336,000 for Baden Gowrie-Smith and EUR 40,000 for Jasper Nillesen. The base salary includes an 8% holiday allowance per annum.

The services agreements contain certain summary termination rights for the Company in the event that an Executive Director is guilty of serious misconduct, subject to an insolvency event, fails to perform his duties or is otherwise is material or repeated breach of the services agreement. There are no contractual severance arrangements in place between the Company and the Executive Directors.

Jasper Nillesen also has a management services agreement with the Company's subsidiary undertaking REF through his personal services company, JND Projects B.V. The services agreement is for an indefinite term and contains a notice period of three months for REF and three months for JND Development Projects B.V. Jasper Nillesen is indirectly entitled to a fee of EUR 240,000 per annum under such agreement.

6 SELECTED FINANCIAL INFORMATION AND OTHER INFORMATION

The selected financial information included in this Section has been extracted from the CNGF Audited Financial Statements, the RTFS Audited Financial Statements and the CNGF Unaudited Interim Report, as defined and further detailed in Section 3.2.1 "*Financial Information*" above. All financial information included in this Section should be read in connection with, and is qualified in its entirety by reference to, the Financial Information (as defined in Section 3.2.1), attached hereto as Appendices B, C, D and F.

6.1 Summary of accounting policies and principles

The financial information in this Section has been prepared in accordance with IFRS. For more information regarding accounting policies and the use of estimates and judgements, please refer to note 1 of the CNGF Audited Financial Statements and to note 1 in the RTFS Audited Financial Statements, enclosed to this Information Document as Appendices B – C.

The UK formally left the EU on 31 January 2020, but continued to be subject to EU rules until the end of the transition period, defined as 11.00pm on 31 December 2020 (GMT). This is referred to as the implementation period completion day in the European Union (Withdrawal Agreement) Act 2020.

UK legislation provides that all IFRSs that had been endorsed by the EU on or before the implementation period completion day became UK-adopted IFRS. On 31 December 2020, UK and EU-adopted IFRS were therefore identical. After 31 December 2020, any new IFRSs or amended IFRSs will require independent endorsement in the UK to be part of the suite of UK-adopted IFRS that can be applied by UK companies.

Upon the completion of the audited CNGF Audited Financial Statements and the RTFS Audited Financial Statements, there may have been certain new or amended IFRS standards that had not been independently endorsed in the UK. However, it is the opinion of the Company's directors that the adoption of these standards and amendments would not have had an impact on those financial statements. For the same reason, the no reconciliation tables of differences for the income statement or statement of financial position have been included in the financial information presented in this Section 6.

The Company, as the new parent company of CNGF and RTFS, is a Dutch company and will in the future report in accordance with IFRS as adopted by EU.

6.2 Independent auditors

The Company's independent auditor is Crowe Peak Audit & Assurance B.V., with registration number 13000413 and registered address Jan Leentvaarlaan 50, 3065DC, Rotterdam, The Netherlands. Crowe Peak Audit & Assurance B.V. is registered by the Netherlands Authority for the Financial Markets. Crowe Peak Audit & Assurance B.V. has been the Company's independent auditor since its incorporation on 28 June 2022.

CNGF's independent auditor is Deloitte LLP UK, with registration number C009201919 and registered address 1 New Street Square, London EC4A 3HQ, UK. Deloitte LLP UK is registered by the Institute of Chartered Accountants in England and Wales. Deloitte LLP UK has been the Company's independent auditor since 2021.

RTFS's independent auditor is Price Bailey LLP UK, with registration number C001098093 and registered address Tennyson House, Cambridge Business Park, Cambridge, CB4 OWZ, UK. Price Bailey LLP UK is registered by the Institute of Chartered Accountants in England and Wales. Price Baily LLP UK has been the Company's independent auditor since 2021.

The CNGF Audited Financial Statements have been audited by Deloitte LLP UK and the RTFS Audited Financial Statements were audited by Price Bailey LLP UK.

The CNGF Unaudited Interim Report was prepared under IAS 34 'Interim Financial Reporting' by FLB who are independent professional accountants for the period ending 30 September 2022. The report was approved by the internal CNGF senior finance team. Accordingly, the degree of reliance on the report on such interim information should be restricted in light of the limited nature of the review procedures applied.

Other than the CNGF Audited Financial Statements, the RTFS Audited Financial Statements and Refuels Special Purpose Financial Statements attached hereto as Appendices B, C and E, Crowe Peak Audit & Assurance B.V., Deloitte LLP UK and Price Bailey LLP UK, have not audited, reviewed or produced any report on any other information provided in this Information Document.

6.3 The CNGF Audited Financial Statements

6.3.1 *Selected statement of income*

The table below sets out selected data from CNGF's income statement as derived from the CNGF Unaudited Interim Report and the CNGF Audited Financial Statements.

The development in CNGF's income is described further in Section 6.11 "*Operating and Financial Review*".

(*in GBP*))	Six months ended 30 September		Year ended 31 March	
	2022 (unaudited)	2021 (unaudited)	2022 (audited)	2021 (audited)
Revenue	58,319,017	26,356,005	69,012,239	26,593,212
Cost of sales	(57,515,643)	(25,686,796)	(66,484,220)	(24,292,586)
Gross profit	**803,374**	**669,209**	**2,528,019**	**2,300,626**
Other operating income	-	11,132	11,131	22,585
Gains on disposals of subsidiaries	899,800	299,900	599,800	8,402,514
Administrative expenses	(5,503,944)	(2,967,971)	(6,707,934)	(7,941,477)
Operating (loss)/profit	**(3,800,770)**	**(1,987,730)**	**(3,568,984)**	**2,784,248**
Share of results of associates and joint ventures	1,352,989	223,907	1,451,596	126,036
Investment revenues	424	-	20	59
Finance costs	(115,510)	(85,446)	(174,489)	(464,989)
Other gains and losses	(316)	-	(792,355)	**1,217**
(Loss)/profit before taxation	**(2,563,183)**	**(1,849,269)**	**(3,084,212)**	**2,446,571**
Income tax income	-	-	930	930
Total comprehensive (loss)/income	**(2,563,183)**	**(1,849,269)**	**(3,083,282)**	**2,447,501**

6.3.2 *Selected statement of financial position*

The table below sets out selected data from CNGF's statement of financial position as derived from the CNGF Unaudited Interim Report and the CNGF Audited Financial Statements.

(*in GBP*))	Six months ended 30 September	Year ended 31 March	
	2022 (unaudited)	2022 (audited)	2021 (audited)
Non-current assets			

Property, plant and equipment	2,144,535	2,181,912	2,001,782
Investments	4,104,491	3,351,502	2,230,516
	6,249,026	**5,533,414**	**4,232,298**
Current assets			
Inventories	104,706	40,103	-
Trade and other receivables	28,134,848	16,831,921	9,564,623
Current tax recoverable	-	-	202,177
Cash and cash equivalents	6,004,859	3,083,279	3,265,589
	34,244,413	**19,955,303**	**13,032,389**
Current liabilities			
Trade and other payables	36,183,312	20,990,838	10,406,214
Borrowings	3,092,393	1,158,382	-
Lease liabilities	402,126	502,766	429,526
Provisions	-	-	-
Derivative financial instruments	7,782	7,466	28,110
	39,685,613	**22,659,452**	**10,863,850**
Net current (liabilities)/assets	**(5,441,200)**	**(2,704,149)**	**2,168,539**
Non-current liabilities			
Trade and other payables	-	-	165,610
Borrowings	-	-	400,000
Lease liabilities	776,166	914,899	1,291,986
Deferred tax liabilities	-	-	930
Long term provisions	88,498	87,926	86,798
	864,664	**1,002,825**	**1,945,324**
Net assets	**(56,838)**	**1,826,440**	**4,455,513**
Equity			
Called up share capital	7,175	7,175	7,175
Share premium account	5,423,060	5,423,060	5,423,060
Share based payment reserve	1,668,582	988,677	534,468
Retained deficit	(7,155,655)	(4,592,472)	(1,509,190)
Total equity	**(56,838)**	**1,826,440**	**4,455,513**

6.3.3 *Selected statement of changes in equity*

The table below sets out selected data from CNGF's statement of changes in equity as derived from the CNGF Unaudited Interim Report and the CNGF Audited Financial Statements.

(in GBP))	Share capital	Share premium account	Share based payment service	Retained deficit	Total
Balance at 1 April 2020	6,894	3,922,247	319,433	(3,956,691)	291,883
Year ended 31 March 2021:					
Profit and total comprehensive income for the year	-	-	-	2,447,501	2,447,501
Issue of share capital	281	1,499,742	-	-	1,500,023
Share based payments	-	-	215,035	-	215,035
Adjustment to share premium account	-	1,071	-	-	1,071
Balance at 31 March 2021	**7,175**	**5,423,060**	**534,468**	**(1,509,190)**	**4,455,513**

(*in GBP*))	Share capital	Share premium account	Share based payment service	Retained deficit	Total
Year ended 31 March 2022:					
Loss and total comprehensive loss for the year	-	-	-	(3,083,282)	(3,083,282)
Share based payments	-	-	454,209	-	454,209
Balance at 31 March 2022	**7,175**	**5,423,060**	**988,677**	**(4,592,472)**	**1,826,440**
Balance at 30 September 2022	**7,175**	**5,423,060**	**1,668,582**	**(7,155,655)**	**(56,838)**

6.4 The RTFS Audited Financial Statements

6.4.1 *Selected statement of income*

The table below sets out selected data from RTFS' income statement as derived from the RTFS Audited Financial Statements.

(*in GBP*))	**Year ended 31 March**	
	2022 (audited)	2021 (audited)
Revenue	40,280,522	11,484,899
Cost of sales	(32,130,138)	(9,465,530)
Gross profit	**8,150,384**	**2,019,369**
Administrative expenses	(2,052,833)	(909,013)
Operating (loss)/profit	**6,097,551**	**1,110,356**
Share of results of associates and joint ventures	480,850	-
Investment revenues	6,260	4
Finance costs	(9,022)	-
Revaluation of financial instruments	(665,455)	(600,488)
Profit before taxation	**5,910,184**	**509,872**
Income tax income	**(1,071,532)**	**(113,797)**
Total comprehensive (loss)/income	**4,838,652**	**396,075**

6.4.2 *Selected statement of financial position*

The table below sets out selected data from RTFS' statement of financial position as derived from the RTFS Audited Financial Statements.

(*in GBP*))	**Year ended 31 March**	
	2022 (audited)	2021 (audited)
Non-current assets		
Investments	939,094	-

Current assets		
Inventories	162,971	643,766
Investments	506,250	-
Trade and other receivables	8,368,894	4,209,589
Cash and cash equivalents	2,299,656	130,056
Derivative financial instruments	67,899	-
	11,405,670	**4,983,411**
Current liabilities		
Trade and other payables	4,394,864	1,855,766
Current tax liabilities	1,193,433	177,408
Borrowings	**-**	736,441
Derivative financial instruments	1,170,881	430,535
	6,759,178	**3,200,150**
Net current (liabilities)/assets	**4,646,492**	**1,783,261**
Non-current liabilities		
Derivative financial instruments	-	8,981
	-	**8,981**
Net assets	**5,585,586**	**1,774,280**
Equity		
Called up share capital	-	-
Other reserves	117,876	43,188
Retained earnings	5,467,710	**1,731,092**
Total equity	**5,585,586**	**1,774,280**

6.4.3 *Selected statement of changes in equity*

The table below sets out selected data from RTFS' statement of changes in equity as derived from the RTFS Audited Financial Statements.

(in GBP))	**Other reserves**	**Retained earnings**	**Total**
Balance at 1 April 2020	-	1,335,017	1,335,017
Year ended 31 March 2021:			
Profit and total comprehensive income for the year	-	396,075	396,075
Equity settled share based payment charges	43,188	-	43,188
Balance at 31 March 2021	**43,188**	**1,731,092**	**1,774,280**
Year ended 31 March 2022:			
Profit and total comprehensive income for the year	-	4,838,652	4,838,652
Dividends	-	(1,102,034)	(1,102,034)
Equity settled share based payment charges	74,688		74,688
Balance at 31 March 2022	**117,876**	**5,467,710**	**5,585,586**

6.5 CNGF Unaudited Interim Report

6.5.1 *Introduction*

This Section sets out selected data derived from the CNGF Unaudited Interim Report for the six-month period ended 30 September 2022. The CNGF Unaudited Interim Report is attached hereto as Appendix D.

6.5.2 *Selected statement of income*

(in GBP))	**Six months ended 30 September**	
	2022 (unaudited)	2021 (unaudited)
Revenues	58,319,017	26,356,005
Cost of sales	(57,515,643)	(25,686,796)
Gross profit	**803,374**	**669,209**
Other operating income	**-**	11,132
Gains on disposals of subsidiaries	899,800	299,900
Administrative expenses	(5,503,944)	(2,967,971)
Operating (loss)/profits	**(3,800,770)**	**(1,987,730)**
Share of results of associates and joint ventures	1,352,989	223,907
Investment revenues	424	-
Finance costs	(115,510)	(85,446)
Other gains and losses	(316)	-
(Loss)/profit before taxation	**(2,563,183)**	**(1,849,269)**
Income tax income	-	-
Total comprehensive (loss)/income	**(2,563,183)**	**(1,849,269)**

6.5.3 *Selected statement of financial position*

(in GBP))	**Six months ended 30 September 2022 (unaudited)**	**Year ended 31 March 2022 (audited)**
Non-current assets		
Property, plant and equipment	2,144,535	2,181,912
Investments	4,104,491	3,351,502
	6,249,026	**5,533,414**
Current assets		
Inventories	104,706	40,103
Trade and other receivables	28,134,848	16,831,921
Current tax recoverable	-	-
Cash and cash equivalents	6,004,859	3,083,279
	34,244,413	**19,955,303**
Current liabilities		
Trade and other payables	36,183,312	20,990,838
Borrowings	3,092,393	1,158,382
Lease liabilities	402,126	502,766
Provisions	-	-
Derivative financial instruments	7,782	7,466
	39,685,613	**22,659,452**
Net current (liabilities)/assets	**(5,441,200)**	**(2,704,149)**
Non-current liabilities		
Trade and other payables	-	-

Borrowings	-	-
Lease liabilities	776,166	914,899
Deferred tax liabilities	-	-
Long term provisions	88,498	87,926
	864,664	**1,002,825**
Net assets	**(56,838)**	**1,826,440**
Equity		
Called up share capital	7,175	7,175
Share premium account	5,423,060	5,423,060
Share based payment reserve	1,668,582	988,677
Retained deficit	(7,155,655)	(4,592,472)
Total equity	**(56,838)**	**1,826,440**

6.6 Material transactions of the Group

Except from the Share Exchange (as described in Section 8.3) and the RTFS Acquisition (as described in Section 7), the Group has not carried out any transactions after 30 September 2022 that represents a change of more than 25% in its total assets, revenue or profit or loss.

6.7 Material investments of the Group

Except from such investments as described elsewhere in this Information Document, i.e. the RTFS Acquisition (as described in Section 7), the Group has not made any material investments from the last two financial years up to the date of this Information Document. Nor are there currently any material investments in progress or for which firm commitments have already been made.

6.8 Significant changes in the financial position of the Group

There has been no significant change in the financial position of the Group since 30 September 2022.

6.9 Material borrowings and financial commitments

Other than as described below and at Section 4 above, the Group has no material interest bearing debt as of the date of this Information Document.

The Group has entered into certain intra-group and third-party financing arrangements to fund its working capital requirements prior to the Admission to Trading, as follows:

- CNGF entered into an unsecured loan agreement with RTFS on 30 December 2021, pursuant to which the sum of GBP 500,000 was advanced by RTFS to CNGF for working capital purposes. Interest accrues on the loan at a rate of 5% per annum. This loan will fall due for repayment on 31 May 2023 (the "**RTFS Loan**"), although it will form part of intragroup funding and the Group's capital allocation decisions following the Admission to Trading.

- CNGF entered into an unsecured loan agreement with a Foresight Group entity, Foresight Holding, on 7 September 2022 pursuant to which the sum of GBP 2,000,000 was advanced by Foresight Holding to CNGF for working capital purposes. Interest accrues on the loan at a rate of 10% per annum. The loan will fall due for repayment on 28 September 2023 (the "**Foresight Loan**").

- CNGF is party to various leasing agreements with BNP Paribas Group and Ford Lease in respect of the hire of its vehicles, with an aggregate net book value of GBP 431,343. CNGF is also party to hire purchase agreements in respect of its trailers with various providers, with an aggregate net book value of GBP 689,072. All of the associated costs of interest and principal across these facilities are paid by JVCo on a back-to-back basis, where CNGF has incurred any expense.

The financing agreements are subject to customary conditions and do not contain any financial covenants. As of the date of this Information Document, the Company is not in breach of any covenants in the credit agreements which will be outstanding at the time of Admission.

6.10 Working capital statement

The working capital available to the Group is, in the Company's opinion, sufficient for the Group's present requirements for the period covering at least 12 months from the date of this Information Document.

6.11 Operating and financial review

6.11.1 Results of operations and financial condition – CNGF

Volumes: The Company grew volumes dispensed at the operating stations by 64% through the period, an increase that reflected both additional numbers of customers as well as existing customers replacing larger numbers of diesel tractor units with CNG tractor units within their annual replacement cycles.

Employees: During the year the Company increased the average number of employees from 22 to 38, adding substantially to the land origination team, as well as several HGV drivers to strengthen the businesses mobile refuelling capabilities and an in-house counsel to strengthen corporate governance.

Station pipeline: The Company increased the size of the station pipeline for future development from around thirty active investigations to more than one hundred being considered and under negotiation.

Biomethane secured: The business supplied 100% RTFO-approved renewable biomethane from waste feedstocks to its customers every quarter of the year, meaning no fossil natural gas was supplied at all into customers' vehicles providing them with the maximum reportable carbon savings available for the vehicles.

UK capacity and coverage: The Company opened two stations during the year increasing its refuelling capacity for high mileage HGVs from 2000 to around 3500, against a total market size of around 130,000 vehicles in the segment.

6.11.1.1 Interim period ended 30 September 2022

Statement of CNGF's (including its subsidiaries) comprehensive income

- **Revenue**: CNGF's revenue for the interim period ended 30 September 2022 was GBP 58,319,017 compared to GBP 26,356,005 for the interim period ended 30 September 2021. Revenue was significantly higher in the period due to a higher volume of natural gas sales at higher prices, additional EPC revenue generated from the construction of new sites and a higher volume of RTFC sales.

- **Cost of sales:** CNGF's cost of sales for the interim period ended 30 September 2022 was GBP 57,515,643 compared to GBP 25,686,796 for the interim period ended 30 September 2021. The primary driver of the increase in the cost of sales was a higher volume of gas dispensed at higher prices. In addition, higher EPC costs and Biomethane costs were incurred in the 22 interim period.

- **Gross profit:** CNGF's gross profit for the interim period ended 30 September 2022 was GBP 803,374 compared to GBP 669,209 for the interim period ended 30 September 2021. The gross profit was relatively constant compared to the prior period.

- **Gains on disposals of subsidiaries:** CNGF's gain on disposals of subsidiaries for the interim period ended 30 September 2022 was GBP 899,800 compared to GBP 299,900 for the interim period ended 30

September 2021. In the increase was due to two additional subsidiary sales to CNG Foresight for construction sales in the 22 period.

- **Administrative expenses:** CNGF's administrative expenses for the interim period ended 30 September 2022 was GBP 5,503,944 compared to GBP 2,967,971 for the interim period ended 30 September 2021. The increase in administrative expenses is due to higher than normal legal and transaction fees incurred in the 22 interim period.

- **Loss/profit:** CNGF's loss for the interim period ended 30 September 2022 amounted to GBP 2,563,183 compared to a loss of GBP 1,849,269 for the prior period. The increased loss for the 22 interim period was due to higher than normal transactional and legal fees incurred in relation to the ongoing transaction.

<u>Statement of CNGF's (including its subsidiaries) financial position</u>

- **Total current assets:** As of 30 September 2022, the total current assets were GBP 34,244,413 compared to GBP 19,955,303 for the interim period ending 30 September 2021. Trade and other receivables amounted to GBP 28,134,848 compared to GBP 16,831,921 for the prior period. Cash and cash equivalents for the same periods was GBP 6,004,859 and GBP 3,083,279 respectively. The higher cash balance and trade receivables balance was due to significantly higher volumes sold at higher gas prices and additional EPC sales in the 22 interim period resulting in a larger trade receivables balance and cash balance at the end of the 22 interim period.

- **Total current liabilities:** As of 30 September 2022, the total current liabilities were GBP 39,685,613 compared to GBP 22,659,452 for the interim period ending 30 September 2021. Trade and other payables amounted to GBP 36,183,312 compared to GBP 20,990,838 for the interim period ended 30 September 2021. Borrowings for the same periods were GBP 3,092,393 and GBP 1,158,382, respectively. The changes were related to significantly higher gas volumes sold at higher gas prices in the 22 interim period, resulting in a larger liability to gas suppliers at the end of the 22 interim period. Borrowings increase in the 22 interim period due to the working capital loan received from Foresight.

- **Total equity:** As of 22 September 2022, the total equity was (GBP 56,838) compared to GBP 1,826,440 as of 30 September 2021. The reduction is a result of the loss recognised for the 22 interim period, reducing the retaining earnings balance and total equity.

<u>Statement of the CNGF's (including its subsidiaries) cash flows</u>

- **Operating activities:** Net cash inflow from operating activities for the interim period ended 30 September 2022 was GBP 87,000, compared to net cash outflow from operating activities of GBP 1,584,139 for the interim period ending 30 September 2021.

- **Investing activities:** Net cash generated from investing activities for the interim period ending 30 September 2022 was GBP 1,254,869 compared to net cash generated from investment activities of GBP 36,017 for the interim period ending 30 September 2021. The increase was driven by the sale of additional shovel ready subsidiaries to the CNG Foresight group for construction and dividends received during the 22 interim period.

- **Financing activities:** Net cash generated from financing activities for the interim period ending 30 September 2022 was GBP 1,579,869 compared to net cash outflows in financing activities of GBP 246,692 for the interim period ending 30 September 2021. The change was due funding received from CNG Foresight dung the 22 interim period.

- **Cash and cash equivalents at year-end:** As a result of the activities described above, the cash position as of 30 September 2022 increased to GBP 6,004,859 from GBP 3,083,279 in the prior period.

6.11.1.2 Financial year ended 31 March 2022

<u>Statement of CNGF's (including its subsidiaries) comprehensive income</u>

- **Revenue**: CNGF's revenues for the year ended 31 March 2022 were GBP 69,012,239 compared to GBP 26,593,212 for the year ended 31 March 2021. Revenue has increased significantly in the year due to an increase of natural gas distribution of 64% combined with a dramatic increase in the market price of natural gas throughout the 2022 financial year.

- **Cost of sales:** CNGF's cost of sales for the year ended 31 March 2022 were GBP 66,484,220 compared to 24,292,586 for the year ended 31 March 2021. Since the natural gas cost has risen at the same rate as the revenue, the revenues are not a driver of movement in the result for the year.

- **Gross profit:** CNGF's gross profit for the year ended 31 March 2022 was GBP 2,528,019 compared to GBP 2,300,626 for the year ended 31 March 2021. The gross profit was primarily driven by higher EPC revenue and additional management fee revenue.

- **Gains on disposals of subsidiaries:** CNGF's gains on disposals of subsidiaries for the year ended 31 March 2022 were GBP 599,800 compared to GBP 8,402,514 for the year ended 31 March 2021. Although 2 subsidiaries have been disposed in the during the financial year, the gains are not as substantial as in the comparative year. The decline in gains on disposals of subsidiaries is due to CNG Stations Holdings being a sold as a group, consisting of one complete operational station (CNG Leyland), and one partially completed station (CNG Knowsley). Subsequent subsidiary sales in FY 22 were sales of shovel ready subsidiaries which owned no assets.

- **Administrative expenses:** CNGF's administrative expenses for the year ended 31 March 2022 were GBP 6,707,934 compared to GBP 7,941,477 for the year ended 31 March 2021. The decline in administrative expenses is due to higher than normal legal and transactional fees incurred in FY 21 due to the transaction with Ingenious and Foresight in December 2020.

- **Loss/profit:** CNGF's loss for the year ended 31 March 2022 amounted to GBP 3,083,282 compared to profit of GBP 2,447,501 for the year ended 31 March 2021. The loss for the financial year was due to high operational costs in the year due to the expansion of the business.

Statement of CNGF's (including its subsidiaries) financial position

- **Total current assets:** As of 31 March 2022, the total current assets were GBP 19,955,303 compared to GBP 13,032,389 for the year ended 31 March 2021. Trade and other receivables amounted to GBP 16,831,921 compared to GBP 9,564,623 in the prior period. Cash and cash equivalents for the same periods were GBP 3,083,279 and GBP 3,265,589, respectively. The changes were related to significantly higher volumes sold at higher gas prices in FY 22 compared to FY 21 resulting in a larger trade receivables balance at the end of FY 22 due from customers. The closing cash balance is relatively similar in both years.

- **Total current liabilities:** As of 31 March 2022, the total current liabilities was GBP 22,659,452 compared to GBP 10,863,850 for the year ended 31 March 2021. Trade and other payables amounted to GBP 20,990,838 compared to GBP 10,406,214 for the year ended 31 March 2021. Borrowings for the same periods were GBP 1,158,382 and GBP 400,000, respectively. The changes were related to significantly higher natural gas volumes sold at higher prices in FY 22 compared to FY 21, resulting in a larger liability to gas suppliers at the end of FY 22. Borrowings from related parties also increased in the FY 22 period.

- **Total equity:** As of 31 March 2022, the total equity was GBP 1,826,440 compared to GBP 4,455,513 as of 31 March 2021. The reduction is a result of the loss recognised for the FY 22 period, reducing the retaining earnings balance and total equity.

Statement of the CNGF's (including its subsidiaries) cash flows

- **Operating activities:** Net cash outflow from operating activities for the year ended 31 March 2022 was GBP -716,070, compared to net cash inflow from operating activities of GBP 3,658,375 for the year ended 31 March 2021. The primary driver of the change was caused by the sale of the CNG Station Holdings group in FY 21 which generated large operating cash inflows in FY 21 compared to lower cash inflows in FY 22. In FY 22 there were higher working capital net cash outflows due to the expansion of the business.

- **Investing activities:** Net cash generated from investing activities for the year ended 31 March 2022 was GBP 403,312 compared to net cash used in investment activities of GBP 4,673,216 for the year ended 31 March 2021. The change was caused by the acquisition of the 30% stake in RTFS during the FY 21 period and milestone additions for CNG Knowsley before it was sold as part of the CNG Station Holdings disposal in the FY 21 period, resulting in higher investing cash outflows in FY 21 compared to FY 22.

- **Financing activities:** Net cash generated from financing activities for the year ended 31 March 2022 was GBP 130,249 compared to net cash generated in financing activities of GBP 2,427,123 for the year ended 31 March 2021. The change was caused by higher financing cash inflows during the FY 21 period due to funds raised from a share issue, and funding received from Gravis for the construction of CNG Knowsley milestones while still owned by CNG Fuels in the FY 21 period.

- **Cash and cash equivalents at year-end:** As a result of the activities described above, the cash position as of 31 March 2022 decreased to GBP 3,083,080 from GBP 3,256,589 as of 31 March 2021.

Performance

CNGF considers the results for the year and the financial position at the year-end to be satisfactory. CNGF is still in a growth stage of the life cycle of the business and it is acknowledged that this will be a period of high expenditure. Despite this, CNGF takes confidence from a 60% increase in the number of operating CNG fuelling stations and a 64% increase in gas volume distributed in the year from last year. CNGF does not anticipate any changes in the Group's principal activity going forward.

6.11.1.3 Financial year ended 31 March 2021

Statement of CNGF's (including its subsidiaries) comprehensive income

- **Revenue**: The Group's revenues for the year ended 31 March 2021 was GBP 26,593,212 compared to GBP 19,099,494 for the year ended 31 March 2020. Revenue has increased in the year due to increased gas volumes dispensed in FY 21 as a result of new customers using stations and new stations being completed in the FY 21 year. In addition, there was higher EPC revenue generated for the construction of new sites in the FY 21 year.

- **Cost of sales:** The Group's cost of sales for the year ended 31 March 2021 was GBP 24,292,586 compared to GBP 17,898,343 for the year ended 31 March 2020. Cost of sales has increased in the FY 21 year due to increased gas volumes dispensed during the period as a result of new customers using stations and new stations being completed in the FY 21 year. This resulted in higher gas cost of sales compared to the FY 20 period.
- **Gross profit:** The Group's gross profit for the year ended 31 March 2021 was GBP 2,300,626 compared to GBP 1,201,146 for the year ended 31 March 2020. The gross profit was driven primarily by higher volumes dispensed for owned sites, additional management fees earned and higher EPC revenue generated in the FY 21 period compared to FY 20.

- **Other gains and losses:** The Group's other gains for the year ended 31 March 2021 amounted to GBP 8,403,731 compared to gains/losses of GBP 0 for the year ended 31 March 2020. The other gains for the financial year was due to disposal of the CNG Station Holdings group during the FY 21 period, which resulted in a large accounting gain in the year compared to FY 20.

- **Loss/profit:** The Group's profit for the year ended 31 March 2021 amounted to GBP 2,447,501 compared to a loss of GBP 1,881,656 for the year ended 31 March 2020. The increase in profits for the financial year was due to the gain on the disposal of the CNG Station Holdings group during the FY 21 period.

Statement of CNGF's (including its subsidiaries) financial position

- **Total current assets:** As of 31 March 2021, the total current assets were GBP 13,032,389 compared to GBP 6,300,145 for the year ended 31 March 2020. Trade and other receivables amounted to GBP 9,564,623 compared to GBP 4,237,614 in the prior period. Cash and cash equivalents for the same periods were GBP 3,265,589 and 1,853,312, respectively. The changes were related to higher volumes sold to customers during the FY 21 period, resulting in a higher trade receivable balance at the end of the period compared to FY 20. In addition, there was new EPC revenue generated in FY 21 contributing to the larger trade receivable at the end of FY 21. There was a larger cash balance in FY 21 due to the residual cash generated from the sale of the CNG Station Holdings group.

- **Total current liabilities:** As of 31 March 2021, the total current liabilities was GBP 10,863,850 compared to GBP 5,360,054 for the year ended 31 March 2020. Trade and other payables amounted to GBP 10,406,214 compared to GBP 4,393,663 for the year ended 31 March 2020. The changes were related to higher volumes dispensed in FY 21, resulting in a higher trade payable balance due to gas suppliers at year end. In addition, new EPC agreements in the FY 21 year resulted in higher EPC commitments to suppliers compared to FY 20.

- **Total equity:** As of 31 March 2021 the total equity was GBP 4,455,513 compared to GBP 291,883 as of 31 March 2020. The increase is a result of the profit recognised in the FY 21 year, which increased the retained earnings balance.

Statement of the CNGF's (including its subsidiaries) cash flows

- **Operating activities:** Net cash inflows from operating activities for the year ended 31 March 2021 was GBP 3,658,375, compared to net cash outflows from operating activities of GBP 1,299,406 for the year ended 31 March 2020. The change was caused by the disposal of the CNG Station Holdings group in FY 21 which generated large operating cash inflows in FY 21 compared to lower cash inflows in FY 20. In FY 20 there were higher working capital net cash outflows due to the expansion of the business.

- **Investing activities:** Net cash used in investing activities for the year ended 31 March 2021 was GBP 4,673,216 compared to net cash used in investing activities of GBP 100,100 for the year ended 31 March 2020. The change was caused by the acquisition of the 30% stake in RTFS during the FY 21 period and milestone additions for CNG Knowsley before it was sold as part of the CNG Station Holdings disposal in the FY 21 period, resulting in higher investing cash outflows in FY 21 compared to FY 20.

- **Financing activities:** Net cash generated from financing activities for the year ended 31 March 2021 was GBP 2,427,123 compared to net cash generated in financing activities of GBP 1,062,531 for the year ended 31 March 2020. The change was caused by higher financing cash inflows as a result of funds raised from a share issue during the FY 21 period, and funding received from Gravis for the construction of CNG Knowsley milestones while still owned by CNG Fuels in the FY 21 period. In the FY 20 period slightly lower financing cash inflows were received from Gravis and a smaller share issue.

- **Cash and cash equivalents at year-end:** As a result of the activities described above, the cash position as of 31 March 2021 increased to GBP 3,265,589 from GBP 1,853,307 as of 31 March 2020.

6.11.2 Results of operations and financial condition – RTFS (Financial year ended 31 March 2022)

Statement of RTFS's (including its subsidiaries) comprehensive income

- **Revenue**: RTFS's revenues for the year ended 31 March 2022 was GBP 40,280,522 compared to GBP 11,484,899 for the year ended 31 March 2021. Revenue has increased significantly in the year due to an increase in the sale of Biomethane and renewable transport fuel certificates.

- **Cost of sales:** RTFS's cost of sales for the year ended 31 March 2022 was GBP 32,130,138 compared to GBP 9,465,530 for the year ended 31 March 2021. Cost of sales has increased significantly in the year due to an increase in the sale of Biomethane and renewable transport fuel certificates.

- **Gross profit:** RTFS's gross profit for the year ended 31 March 2022 was GBP 8,150,384 compared to GBP 2,019,369 for the year ended 31 March 2021. The gross profit was primarily driven by a higher volume of Biomethane sales at higher prices during the FY 22 period.

- **Administrative expenses:** RTFS's administrative expenses for the year ended 31 March 2022 were GBP 2,052,833 compared to GBP 909,013 for the year ended 31 March 2021. The increase in administrative expenses is due to higher legal, consultancy, accountancy, revaluations and marketing fees.

- **Loss/profit:** RTFS's profit for the year ended 31 March 2022 amounted to GBP 4,838,652 compared to profit of GBP 396,075 for the year ended 31 March 2021. The higher profit for the FY 22 financial year was primarily driven by a higher volume of Biomethane at higher prices compared to the prior year.

Statement of RTFS's (including its subsidiaries) financial position

- **Total current assets:** As of 31 March 2022, the total current assets were GBP 11,405,670 compared to GBP 4,983,411 for the year ended 31 March 2021. Trade and other receivables amounted to GBP 8,368,894 compared to GBP 4,209,589 in the prior period. Cash and cash equivalents for the same periods were GBP 2,299,656 and 130,056, respectively. The changes were related to significantly higher Biomethane sales which translated to a higher trade receivable balance and cash balance for the period ending 31 March 2022.

- **Total current liabilities:** As of 31 March 2022, the total current liabilities were GBP 6,759,178 compared to GBP 3,200,150 for the year ended 31 March 2021. Trade and other payables amounted to GBP 4,394,864 compared to GBP 1,855,766 for the year ended 31 March 2021. Borrowings for the same periods were GBP 0 and GBP 736,411, respectively. The large trade payables balance at the end of the FY 22 was primarily due to Biomethane payables. In addition, a large income in advance liability was recognised at the end of the FY 22 period.

  Total equity: As of 31 March 2022, the total equity was GBP 5,585,586 compared to GBP 1,774,280 as of 31 March 2021. The increase is a result of the profit recognised for the FY 22 period.

Statement of the RTFS's (including its subsidiaries) cash flows

- **Operating activities:** Net cash inflow from operating activities for the year ended 31 March 2022 was GBP 4,931,860, compared to net cash outflow from operating activities of GBP 698,749 for the year ended 31 March 2021. The change was driven by a higher volume and value of sales which generated large cash operating inflows in the FY 22 period.

- **Investing activities:** Net cash used from investing activities for the year ended 31 March 2022 was GBP 923,785 compared to net cash generated in investment activities of GBP 4 for the year ended 31 March 2021. The primary driver of the outflow was lending to related parties and the acquisition of a subsidiary during the FY 22 period.

- **Financing activities:** Net cash used from financing activities for the year ended 31 March 2022 was GBP 1,838,443 compared to net cash generated in financing activities of GBP 736,409 for the year ended 31 March 2021. The higher outflows during the FY 22 period were due to the repayment of borrowings and distribution of dividends to shareholders.

- **Cash and cash equivalents at year-end:** As a result of the activities described above, the cash position as of 31 March 2022 increased to GBP 2,299,656 from GBP 130,056 as of 31 March 2021.

6.11.3 Results of operations and financial condition – RTFS (Financial year end 31 March 2021)

Statement of RTFS's (including its subsidiaries) comprehensive income

- **Revenue**: The Group's revenues for the year ended 31 March 2021 was GBP 11,484,899 compared to GBP 7,350,148 for the year ended 31 March 2020. Revenue has increased significantly in the year due to an increase in the sale of Biomethane.

- **Cost of sales:** The Group's cost of sales for the year ended 31 March 2021 was GBP 9,465,530 compared to GBP 5,522,937 for the year ended 31 March 2020. Cost of sales has increased significantly in the year due to an increase in the sale of Biomethane.

- **Gross profit:** The Group's gross profit for the year ended 31 March 2021 was GBP 2,019,369 compared to GBP 1,827,211 for the year ended 31 March 2020. The gross profit remained relatively constant compared to the prior period.

- **Loss/profit:** The Group's profit for the year ended 31 March 2021 amounted to GBP 396,075 compared to a profit of GBP 710,879 for the year ended 31 March 2020. The decrease in profits for the financial year was due to higher administrative expenses and a large revaluation charge in the FY 21 period.

Statement of RTFS's (including its subsidiaries) financial position

- **Total current assets:** As of 31 March 2021, the total current assets were GBP 4,983,411 compared to GBP 3,398,409 for the year ended 31 March 2020. Trade and other receivables amounted to GBP 4,209,589 compared to GBP 1,277,304 per 31 March 2020. Cash and cash equivalents for the same periods was GBP 130,056 and GBP 92,360, respectively. The changes were related to higher Biomethane volumes sold in the FY 21 period, resulting in a large trade receivable balance at the end of the period compared to FY 20. In addition, there was new large accrued income asset recognised at the end of FY 21 for Biomethane delivered.

- **Total current liabilities:** As of 31 March 2021, the total current liabilities were GBP 3,200,150 compared to GBP 2,063,392 for the year ended 31 March 2020. Trade and other payables amounted to GBP

1,855,766 compared to GBP 1,819,781 for the year ended 31 March 2020. The increase in total current liabilities was due to an increase in short-term borrowings and the recognition of a financial instrument liability in the period.

- **Total equity:** As of 31 March 2021 the total equity was GBP 1,774,280 compared to GBP 1,335,017 as of 31 March 2020. The increase is a result of the profit recognised in the FY 21 year, which increased the retained earnings balance.

Statement of the RTFS's (including its subsidiaries) cash flows

- **Operating activities:** Net cash used from operating activities for the year ended 31 March 2021 was GBP 698,749, compared to net cash generated from operating activities of GBP 966,359 for the year ended 31 March 2020.

- **Financing activities:** Net cash generated from financing activities for the year ended 31 March 2021 was GBP 736,409 compared to net cash used in financing activities of GBP 880,941 for the year ended 31 March 2020. The change was caused by higher financing cash inflows as a result of additional borrowings received in the FY 21 period.

  Cash and cash equivalents at year-end: As a result of the activities described above, the cash position as of 31 March 2021 increased to GBP 130,056 from 92,360 as of 31 March 2020.

7 UNAUDITED PRO FORMA FINANCIAL INFORMATION

The Pro Forma Financial Statements have been prepared to give effect to the RTFS Acquisition as described below and are attached hereto as Appendix F.

The Pro Forma Financial Statements have been prepared by the Company's management for inclusion in this Information Document following consultations with Euronext Oslo and pursuant to the rules for pro forma financial information in prospectuses.

On 13 January 2023, CNGF entered into a share purchase agreement to acquire an additional indirect 49.5% shareholding in RTFS (the "**RTFS SPA**"), a company in which CNGF already held a 29.7% shareholding (acquired in July 2020). In accordance with the RTFS SPA, CNGF nominated the Company as the ultimate purchaser of CNGI on 28 April 2023 and the transaction was completed on 10 May 2023, in connection with the Admission to Trading. The acquisition of the additional shareholding in RTFS was carried out by way of the acquisition of the entire issued share capital of CNGI from CNGI's shareholders (the "**CNGI Shareholders**") for a price of GBP 47,830,123.47 (the **"RTFS Acquisition**"). The consideration was satisfied by way of the issuance of 21,349,805 new shares in the capital of the Company to the CNGI Shareholders (pro rata to their respective shareholdings in CNGI) at a price per consideration share equal to the price in the Private Placement of NOK 24.84.

RTFS is CNGF's supplier of biomethane, and the purpose of the RTFS Acquisition was to integrate and secure the critical upstream biomethane sourcing activities into the Group to meet its customers' growing demand for renewable biomethane as a fuel source. CNGI is a holding entity with no current or historic activities, assets or liabilities other than its shareholding in RTFS. CNGI is expected to be liquidated in due course following the Admission to Trading.

As of the date of this Information Document, the Company and the Group owns 79.2% of the shares in RTFS.

The RTFS SPA provides for a suite of standard seller warranties in respect of CNGI, RTFS and REF with respect to fundamental title, capacity and solvency, as well as comprehensive business warranties relating to the ownership of the shares in RTFS, corporate, key contracts and assets, banking and finance, litigation and insolvency, employment and real estate/planning matters, compliance, tax and IP matters in relation to CNGI, RTFS and REF. CNGF (and the Company as the ultimate nominated buyer under the RTFS SPA) give market-standard buyer warranties, covering solvency and capacity to enter into the RTFS SPA. No CNGI Shareholder, other than the relevant warrantors (being WCP Investments Limited, a company registered in England & Wales controlled by Philip Eystein Fjeld and Baden Gowrie-Smith)"), is liable for breach of warranties other than the fundamental warranties. Those warrantors have also granted a limited tax indemnity in favour of CNGI. Settled or finally determined claims may be settled by CNGI Shareholders (at their choice, subject to any legal restrictions) through a combination of cash or a sale back of the relevant number of consideration shares.

8 SHARES AND SHARE CAPITAL

This Section includes a summary of certain information relating to the Shares and certain shareholder matters, including summaries of certain provisions of applicable law in effect as of the date of this Information Document. The mentioned summary does not purport to be complete and is qualified in its entirety by the Company's Articles of Association.

8.1 The Shares

As of the date of this Information Document, the Company has a total of 60,815,872 Shares issued, each with a par value of EUR 0.01. The Shares have been validly issued under the laws of the Netherlands, and 99%[14] of the Shares are registered in book-entry form in the VPS with International Securities Identification Number ("**ISIN**") NL0015001BF4. The Shares have been created under, and are subject to, Dutch law. All the outstanding Shares are in registered form and are fully paid-up. No share certificates are or may be issued.

Pursuant to articles 4 and 35 of the Articles of Association, the Company has one class of shares, and there are no differences in the voting rights among the Shares. Pursuant to article 11.1 of the Articles of Association, the transfer of rights a Shareholder holds with regard to Shares included in the giro system of the VPS must take place in accordance with the relevant provisions of this book entry system. Pursuant to article 11.2 of the Articles of Association, the transfer of a Share in registered form (not included in the book-entry system of the VPS) requires a deed to that effect and acknowledgement by the Company.

Except for the lock-up arrangements as described in Section 8.4.4, there are no restrictions on the free transferability of the Shares.

On 4 May 2023, Oslo Børs resolved to admit the Shares to trading on Euronext Growth Oslo. The first day of trading of the Shares is expected to be on 12 May 2023 under the ticker code "REFL". The Company does not have securities listed on any stock exchange or other regulated market.

The Company's VPS-registrar is DNB Bank ASA, registrars department, with registered address Dronning Eufemias gate 30, 0191 Oslo, Norway (the "**VPS Registrar**").

[14] 12 minor shareholdings are not registered in the VPS, but the Company is currently taking steps to bring those into depository.

8.2 Share capital

8.2.1 *Share capital history*

As of the date of this Information Document, the registered share capital of the Company is EUR 608,158.72, divided into 60,815,872 Shares, each with a par value of EUR 0.01

The table below shows the development in the Company's share capital for the period from its incorporation to the date of the Information Document. There have not been any other capital increases in the Company other than as set out in the table below, neither by way of contribution in cash or in kind for the period from its incorporation on 28 June 2022 until the date of this Information Document.

Date registered	Event	Capital increase (EUR)	Par value (EUR)	Share price (EUR)	Share capital (EUR)	New shares issued	Total no. of Shares
28 June 2022	Incorporation	0.01	0.01	0.01	0.01	1	1
4 October 2022	Share capital increase in connection with B.V. to N.V conversion	44,999.99	45,000	n/a	45,000	0	1
9 May 2023	Share Exchange (one incorporation share repurchased by Company simultaneously and held in treasury)	373,253.00	0.01	0.75	373,253.01	37,325,300	37,325,301
10 May 2023	RTFS Acquisition	213,490.85	0.01	2.15	586,743.86	21,349,085	58,674,386
10 May 2023	Private Placement	21,414.86	0.01	2.15	608,158.72	2,141,486	60,815,872

8.2.2 *Transfer of Shares*

Transfer of Shares admitted to trading on Euronext Growth Oslo is handled through the VPS and is governed by the rules applicable to the VPS.

8.2.3 *Other financial instruments issued by the Company*

As per the date of this Information Document, the Company has issued in total 4,654,000 options which may be converted into shares in the Company. The potential dilutive effect of the issued share options is 6.2% based on the Company's share capital as per the date of this Information Document.

For details about options held by board members and management, in total 4,154,600, see Section 5.2.1 and 5.3.1. Please also refer to Section 5.2.1 for details of the 200 options indirectly held by a board member, Jasper Nillesen, in the Company’s subsidiary, RTFS. A former employee of RTFS’s subsidiary, REF, also holds 100 vested options in RTFS, which have been granted on the same terms and conditions as Jasper Nillesen’s options.

The remaining 499,400 options are held by former board members, all of which have vested. As the board members have resigned, no further options held by these individuals will vest following the date of this Information Document.

The table below summarises the existing options granted by the Company, together with Sections 5.2.1 and 5.3.1 above for details of the vesting and exercise conditions which apply in respect of the options issued by the Company:

Total Existing Options granted by the Company: 4,654,000 of which 1,600,000 are vested as at the date of this Information Document, of which the following options are granted on the following basis:				
No. of Options	**No. Vested**	**Exercise Price**	**Vesting Period**	**Conditions**
2,714,000	0	NOK 13.73	Options vest on a capital raising, the acquisition by a third party of a controlling interest in the Company, a listing, or an asset sale or other disposal of all or a substantial part of the business and assets of the Company or a majority of its subsidiary undertakings	No. of options number of options which vest in connection with any such trigger event is dependent on the net consideration or valuation of the Company in connection with such trigger event and price per share. Vesting is subject to the option holder continuing to be engaged by the Company or one of its subsidiaries as at the relevant trigger event, but no other performance conditions.
1,634,400	1,294,400	NOK 13.73	Options vest in increments over a period of 4 years from the date of grant in 2020. The remaining options are expected to vest on 1 April 2024 subject to the necessary vesting conditions being satisfied.	Vesting is subject to each option holder continuing to be engaged by the Group. Save as set out in this paragraph, no other performance or exercise conditions apply and once vested, the options may be exercised at any time during the period of 10 years from 1 April 2020.
305,600	305,600	NOK 0.12	These options are fully vested.	80,600 of the options may be exercised in connection with the sale of the entire issued share capital of the Company (other than a reorganisation) or the whole or substantial part of the business and assets of the Company in one tranche only. The remaining 225,000 options can be exercised at any time in the period of 10 years from 1 November 2018 provided the option holder is a shareholder in the Company.

For the remaining options proposed to be granted as mentioned in Section 5.2.1 and details of the Company's proposed new share option plan more generally, please see Section 8.2.5 below. The dilutive effect of the proposed new share option plan is up to 4.1% of the Company's share capital.

In connection with the Private Placement (as defined in Section 8.4.1 below), the investors were also allocated three (3) Warrants for each new Share allocated to the investor, in total 6,424,458 Warrants. For the Warrants held directly or indirectly by board members and management, in total 675,315 Warrants, see Section 5.2.1 and 5.3.1. Please refer to Section 8.4.1 below for details of the Warrants. The potential dilutive effect of the Warrants is approximately 8.6% based on the Company's share capital as per the date of this Information Document.

The total potential dilutive effect of the issued share options and Warrants is approximately 14.8% based on the Company's share capital as per the date of this Information Document.

In total, the dilutive effect of the issued share options, the Warrants and the proposed new share option plan is approximately 18.8% based on the share capital of the Company as per the date of this Information Document.

Other than set out in this Section, Section 5.2.1 above and Section 8.4.1 below, neither the Company nor any of its subsidiaries have, as of the date of this Information Document, issued any options, warrants, convertible loans or other instruments that would entitle a holder of any such instrument to subscribe for any shares in the Company or its subsidiaries.

8.2.4 *Ownership Structure*

Following completion of the Private Placement, see Section 8.4 below, the Company has a total of 54 registered shareholders with the VPS.

In so far it is known to the Company, the following investors, directly or indirectly, have an interest of 5% or more of the Company's share capital or voting rights:

Name	Shares	Percentage
Baden Gowrie-Smith	14,948,651	24.6%
CNG Services Assets Limited	12,034,083	19.8%
Philip Fjeld	11,927,023	19.6%
Papailoa Holdings Pty Limited	4,424,751	7.3%
Arcalis Guernsey Limited	3,210,050	5.3%

Renewable Energy Development Projects B.V., which is a company controlled by one of the Company’s executive directors Jasper Nillesen, holds 4,200 shares (equating to 20.8%) in the capital of one of the Company’s subsidiaries, RTFS.

As of the date of this Information Document, the Company holds one treasury share. The Company's subsidiaries do not hold shares in the Company.

There are no arrangements known to the Company that may lead to a change of control in the Company.

8.2.5 *Authorisations*

The Company's General Meeting resolved as of 9 May 2023 that after the Admission to Trading, an option plan for the Company's employees, directors and officers will be put in place (the "**New Option Plan**").

The purpose of the New Option Plan is to assist in the attraction, retention and motivation of persons of such roles. The New Option Plan will be open to permanent full-time or part-time directors, officers and certain key, senior employees (manager level and above) of the Company and any subsidiary of the Company only. Under the New Option Plan, the Company may issue options to acquire ordinary shares in the capital of the Company, on terms set by the Board. The New Option Plan is intended to be adopted for and shall have a maturity date of ten years from the date of adaption.

Options to be granted under the New Option Plan come in addition to existing options as set out in Section 8.2.3 above. The Company intends to make the new options available to eligible directors, officers and employees in an amount equal to up to 5% of the Company's issued share capital over the next two years (being in the period from this date through to the 2025 Annual General Meeting). It is envisaged that 50% of the available options created pursuant to the New Option Plan will be granted to eligible participants in each year.

Options awarded shall vest in pro-rata increments over a four year vesting period from the date of grant, subject to the option holder continuing to be engaged by the Company or any of its subsidiaries as at a vesting date.

The exercise price per option shall be an amount equal to a 20% uplift on the listing price per share at the time of the Admission to Trading.

In accordance with the Dutch Corporate Governance Code, share options held by an Executive Director may not be exercised during the first three years from the date of award. Following the exercise of options, a minimum holding period of five years (lock-up) applies to the shares.

Options are granted by way of an option agreement and subject to the New Option Plan rules in force. Options are personal to the Directors and employees and may not be transferred, charged, pledged, or otherwise encumbered with any security right. Awards under the New Option Plan are subject to customary leaver provisions, including malus and clawback provisions. Options awarded carry no rights to receive any dividends or other distributions prior to the exercise of such options and issuance of shares.

Any material changes to the option scheme and plan rules will be subject to the approval of the Board and/or a general meeting of the shareholders of the Company.

Furthermore, the Company's General Meeting resolved on 9 May 2023 that the Board is authorised to issue new shares, for a period of five years with effect from the Admission to Trading, ending 9 May 2028, and to exclude pre-emptive rights when issuing such ordinary shares or granting rights to subscribe for such new ordinary shares. This authorisation of the Board will cover all unissued shares in the authorised share capital of the Company. The issue price and further terms and conditions will be determined by the Board.

8.3 The Share Exchange

The Share Exchange was carried out by the Company on 9 May 2023 in order to insert the Company as the new parent company of the Group. The Share Exchange was effected by way of the Company 1) buying back its only issued share (which was then held in treasury); and 2) acquiring all the shares in CNGF from CNGF's shareholders in consideration for the issue by the Company of 50 new Shares per existing CNGF share. As a result, a total of 37,325,300 new Shares were issued to the CNGF shareholders, who immediately following completion of the Share Exchange (but prior to completion of the Private Placement and Admission to Trading), held the entire issued share capital of the Company with the same percentage holdings as their previous shareholding in CNGF.

8.4 The Private Placement

8.4.1 *Details of the Private Placement*

On 26 April 2023, the Company completed a private placement consisting of an issuance of 2,141,486 new Shares, each with a par value of EUR 0.01, at a subscription price of NOK 24.84 per Share, raising gross proceeds of approximately EUR 4,604,195 (equivalent to approximately NOK 53,194,512) to the Company (the "**Private Placement**").

In connection with the Private Placement, each investor was also allocated three (3) Warrants for each new Share allocated to the investor. Each Warrant gives the holder the right to subscribe for one Share at the subscription price in the Private Placement. The Warrants are valid for a period of 24 months following the settlement date in the Private Placement. The holder has the right to exercise all or some of the Warrants during this period. Warrants that are not exercised within 24 months from the settlement date of the Private Placement will have no value and will lapse without compensation to the holder. The Warrants are issued and delivered in VPS and are freely transferable, but are not and will not be admitted to trading on Euronext Growth Oslo or any other marketplace.

The new Shares were delivered in VPS on 10 May 2023, and the Warrants will be delivered in VPS upon settlement. Settlement will take place on the date of this Information Document, i.e. on 12 May 2023.

8.4.2 *Reasons for Private Placement and Admission to Trading*

The Company believes the Admission to Trading will:

- strengthen the working capital of the Company;
- support the Group's operational strategy;
- advance the Company's public and commercial profile;
- diversify and increase the shareholder base; and
- provide a market place for the Shares and give the Company improved access to the capital markets for potential future funding.

The Private Placement was completed immediately prior to the Admission to Trading. No other equity capital or proceeds will be raised by the Company in connection with the Admission to Trading.

8.4.3 *Use of proceeds*

The Company plans to use its net proceeds from the Private Placement to strengthen the Company's balance sheet, finance the Group's growth strategy, including investments in new products and services, expansion into new markets, and general corporate purposes. The net proceeds from the Private Placement will also be used to settle a working capital loan facility of GBP 2,000,000 advanced by Foresight Holding to CNGF.

At the date of this Information Document, the Company cannot predict all of the specific uses of the net proceeds, or the amounts that will be actually spent on the uses described above. The exact amounts and the timing of the actual use of the net proceeds will depend on numerous factors, amongst others the Company's ability to generate positive cash flow from its operations.

It is anticipated that the business will use the net proceeds for the following purposes:

- payment of accrued fees to corporate advisors, tax advisors, investment banks, auditors and advisors hired on behalf of the investment banks for due diligence prior to listing;
- capital expenditure and business expansion expenses including warehouses, additional mobile equipment and employee costs to manage the businesses accelerated growth plans;
- investments into upstream biomethane supply opportunities to secure low cost, long term supply agreements with biomethane producers; and
- funding the continued rollout of Bio-CNG Stations in the UK and EU.

8.4.4 *Lock-up arrangements*

The Board Members and the members of the Management, as well as material shareholders with more than a 5% shareholding in the capital of the Company, are subject to customary lock-up undertakings for any Shares held in the Company, which restrict, subject to certain exemptions, their ability to, without the prior written consent of the Euronext Growth Advisors, issue, sell or dispose of any Shares during the period from the entering of the lock-up agreements and until (and including) the date falling 12 months after the first day of trading on Euronext Growth Oslo.

Except for these lock-up undertakings, the Company is not aware of any other lock-up arrangements that have been or will be entered into in relation to the Company's Shares.

8.5 Dividend and dividend policy

8.5.1 *Dividend policy*

The Company will consider the implementation of a dividend policy favourable to the shareholders once the business is generating free cash flow in excess of the needs of its business plan to continue its infrastructure rollout and development in the years ahead. The amount of any dividend to be distributed will be dependent on, inter alia, the Company's investment requirements and rate of growth. There can be no assurance that in any given year a dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy.

In deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will take into account legal restrictions, as set out in Section 8.5.2, as well as capital expenditure plans, financing requirements and maintaining the appropriate strategic flexibility for the Group.

The Company was incorporated in June 2022 and has not paid any dividends since its incorporation.

8.5.2 *Legal and contractual constraints on the distribution of dividends*

General

The Company may only make distributions, whether a distribution of profits or of freely distributable reserves, to its Shareholders if its Shareholders' equity exceeds the sum of the paid-in and called-up share capital plus the reserves as required to be maintained by Dutch law or by the Articles of Association.

The dividend pay-out can be summarised as follows.

Annual profit distribution

A distribution of profits other than an interim distribution is only allowed after the adoption of the Company's annual accounts (i.e. non-consolidated) by the General Meeting, and the information therein will determine if the distribution of profits is legally permitted for the respective financial year.

Right to reserve

The Board of Directors may resolve to reserve the profits or a part of the profits realised during a financial year. The profits remaining after being allocated to the reserves shall be put at the disposal of the General Meeting. The Board of Directors shall make a proposal for that purpose. Furthermore, the Board of Directors may decide that payments to the Shareholders shall be at the expense of reserves which the Company is not prohibited from distributing by virtue of Dutch law or the Articles of Association.

Interim distribution

Subject to Dutch law and the Articles of Association, the Board of Directors may resolve to make an interim distribution of profits provided that it appears from an interim statement of assets signed by the Board of Directors that the Company's equity does not fall below the sum of called-up and paid-in share capital plus the reserves as required to be maintained by Dutch law or by the Articles of Association.

Distribution in kind

The Board of Directors may decide that a distribution on Shares shall not take place as a cash payment but as a payment in the form of Shares, or decide that Shareholders shall have the option to receive a distribution as a cash payment and/or as a payment in Shares, provided that the Board of Directors is designated by the General Meeting to do so.

Payment

A Shareholder's claim to payments of dividends and other payments lapses five years after the day on which the claim became payable. Any dividend or other payments that are not collected within this period revert to the Company.

8.5.3 *Manner of dividend payments*

Any future payments of dividends on the Shares will be denominated in the currency of the bank account of the relevant shareholder, and will be paid to the shareholders through the VPS Registrar. Shareholders registered in the VPS who have not supplied the VPS Registrar with details of their bank account, will not receive payment of dividends unless they register their bank account details with the VPS Registrar. The exchange rate(s) that is applied when denominating any future payments of dividends to the relevant shareholder's currency will be the VPS Registrar's exchange rate on the payment date. Dividends will be credited automatically to the VPS registered shareholders' accounts, or in lieu of such registered account, at the time when the shareholder has provided the VPS Registrar with their bank account details, without the need for shareholders to present documentation proving their ownership of the Shares. Shareholders' right to payment of dividend will lapse three years following the resolved payment date for those shareholders who have not registered their bank account details with the VPS Registrar within such date. Following the expiry of such date, the remaining, not distributed dividend will be returned from the VPS Registrar to the Company.

8.6 The Articles of Association

The Articles of Association are enclosed in Appendix A to the Information Document. Below is a summary of the provisions of the Articles of Association as they read as of the date of this Information Document.

8.6.1 *Objectives of the Company*

Pursuant to article 3 of the Articles of Association, the objectives for which the Company is established are:

(a) to incorporate, to participate in any way whatsoever in, to manage, to supervise businesses and companies;

(b) to finance businesses and companies;

(c) to borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness as well as to enter into agreements in connection with aforementioned activities;

(d) to render advice and services to businesses and companies with which the Company forms a group and to third parties;

(e) to grant guarantees, to bind the Company and to pledge its assets for obligations of businesses and companies with which it forms a group and on behalf of third parties;

(f) to acquire, alienate, manage and exploit registered property and items of property in general;

(g) to trade in currencies, securities and items of property in general;

(h) to perform any and all activities of an industrial, financial or commercial nature, and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

8.6.2 *Share capital and par value of each Share*

The Company's issued share capital is EUR 608,158.72, divided into 60,815,872 ordinary shares, each with a par value of EUR 0.01.

99% of the Shares shall be registered in the VPS. The shareholders of the remaining 1% have not established accounts with the VPS at the time of this Information Document.

8.6.3 *Amendment of the Articles of Association*

Pursuant to article 38.1 of the Articles of Association, the General Meeting may pass a resolution to amend the Articles of Association, with an absolute majority of the votes cast, but only on a proposal of the Board of Directors. A proposal to amend the Articles of Association must be stated in the notice of the General Meeting. In the event of a proposal to the General Meeting to amend the Articles of Association, a copy of such proposal containing the verbatim text of the proposed amendment will be deposited at the office of the Company, for inspection by Shareholders and other persons holding meeting rights, until the end of the meeting. Furthermore, a copy of the proposal will be made available free of charge to Shareholders and other persons holding meeting rights from the day it was deposited until the day of the meeting.

8.6.4 *Legal Merger/Legal Demerger*

The General Meeting may pass a resolution to effect a legal merger or a legal demerger, with an absolute majority of the votes cast, but only on a proposal of the Board of Directors. A proposal to effect a legal merger or a legal demerger must be stated in the notice.

8.7 Certain aspects of Dutch corporate law

8.7.1 *General meetings*

Pursuant to article 31 of the Articles of Association, General Meetings must be held in the Netherlands in Amsterdam or Haarlemmermeer (including Schiphol Airport), at the choice of those who call the meeting. Pursuant to article 29.1 of the Articles of Association, the annual General Meeting must be held at least once a year, within 6 months after the end of the financial year. Extraordinary General Meetings may be held as often as the Board of Directors deems desirable. In addition, one or more Shareholders, who solely or jointly represent at least the percentage of the issued capital as required by law, which currently is at least one-tenth of the issued capital, may request that a General Meeting be convened, the request setting out in detail matters to be considered. If no General Meeting has been held within 6 weeks of the shareholder(s) making such request, such shareholder(s) will be authorised to request in summary proceedings a District Court to convene a General Meeting. Within three months of it becoming apparent to the Board of Directors that the equity of Company has decreased to an amount equal to or lower than one-half of the paid-up part of the capital, a General Meeting will be held to discuss any requisite measures.

The convocation of the General Meeting must be published through an announcement by electronic means. The notice must be given by at least such number of days prior to the day of the meeting as required by Dutch law, which is currently 15 days.

Pursuant to article 30.3 of the Articles of Association, the notice convening any General Meeting must include, among other items, the subjects to be dealt with, the venue and time of the General Meeting, the requirements for admittance to the General Meeting, the time on which registration for the meeting must have occurred ultimately, the address of the Company's website, as well as the place where the meeting documents may be obtained and such other information as may be required by Dutch law. Pursuant to article 29.2 of the Articles of Association, the agenda for the annual General Meeting must, among other things, include the adoption of the annual accounts, the discussion of any substantial change in the corporate governance structure of the Company and the allocation of the profits, insofar as this is at the disposal of the General Meeting. In addition, the agenda shall include such items as have been included therein by the Board of Directors or Shareholders (with due observance of Dutch law as described below). If the agenda of the General Meeting contains the item of granting discharge to the Executive Board Members and Non-Executive Board Members concerning the performance of their duties in the financial year in question, the matter of the discharge shall be mentioned on the agenda as separate items for the Executive Board Members and the Non-Executive Board Members, respectively.

The agenda shall also include such items as one or more Shareholders and others entitled to attend General Meetings, representing, pursuant to article 30.5 of the Articles of Association, at least the percentage of the issued and outstanding share capital as required by law (which as of the date of this Information Document is 3%), have requested the Board of Directors by a motivated request to include in the agenda, at least 60 days before the day of the General Meeting. No resolutions may be adopted on items other than those which have been included in the agenda (unless the resolution would be adopted unanimously during a meeting where the entire issued capital of the Company is present or represented).

Pursuant to article 32.1 of the Articles of Association, the General Meeting is presided over by the chairperson of the Board of Directors, or in his or her absence, by the vice-chairperson (if one is appointed). The Board of Directors may also appoint another person to preside over the General Meeting, even if the chairperson of the Board of Directors is present at the meeting. If the chairperson of the Board of Directors is absent and the Board of Directors has not appointed another person with presiding over the General Meeting instead, the General Meeting itself shall appoint a chairperson of the General Meeting, provided that so long as such appointment has not taken place, the chairmanship will be held by a Board Member designated for that purpose by the Board Members present at the meeting, in accordance with article 32.2 of the Articles of Association. The chairperson will have all powers necessary to ensure the proper and orderly functioning of the General Meeting. Board Members may attend a General Meeting. In these General Meetings, pursuant to article 34.7 of the Articles of Association, Board Members have an advisory vote. Pursuant to article 34.8 of the Articles of Association, the chairperson of the General Meeting may decide at his or her discretion to admit other persons to the General Meeting.

Each Shareholder (as well as other persons with voting rights or meeting rights) may attend the General Meeting, address the General Meeting and exercise voting rights pro rata to his or her shareholding, either in person or by proxy. Shareholders may exercise these rights, if they are the holders of Shares, on the record date in accordance with the Articles of Association, which is the 28th day before the day of the General Meeting, and they or their proxy have notified the Company of their intention to attend the General Meeting in writing or by any other electronic means that can be reproduced on paper at the address and by the date specified in the notice of the General Meeting. The convocation notice shall state the record date and the manner in which the persons entitled to attend the General Meeting may register and exercise their rights.

The Board of Directors may decide that persons entitled to attend and vote at General Meetings may cast their vote electronically or by post in a manner to be decided by the Board of Directors. Votes cast in accordance with the previous sentence rank as equal to votes cast at the General Meeting.

8.7.2 *Voting rights*

Pursuant to article 35.1 of the Articles of Association, each Share confers the right to cast one vote in the General Meeting. All Shareholders have the same voting rights. Subject to exceptions provided by Dutch law or the Articles of Association, resolutions of the General Meeting are passed by an absolute majority of votes cast, regardless of which part of the issued share capital such votes represent. Pursuant to Dutch law, no votes may be cast at a General Meeting in respect of Shares which are held by the Company or any of its subsidiaries.

8.7.3 *Shareholders' Register*

All registered Shares are registered in the shareholders' register of the Company. Subject to Dutch law and the Articles of Association, the Board of Directors shall keep the shareholders' register and make sure it is accurate and up-to-date.

8.7.4 *Additional issuances of Shares*

Pursuant to article 6 of the Articles of Association, resolutions to issue Shares are adopted by the General Meeting or the Board of Directors if the General Meeting designates the Board of Directors to do so. A resolution of the General Meeting to issue Shares or to designate the Board of Directors as competent corporate body to issue Shares, can be adopted with an absolute majority. This also applies to the granting of rights to subscribe for Shares, such as options, but is not required for an issue of Shares pursuant to the exercise of a previously granted right to subscribe for Shares. A designation by the General Meeting to issue Shares must state the term for which it is valid, which term may not be longer than five years. The designation may be renewed in each case for another maximum period of five years. Unless provided otherwise in the authorisation, it may not be withdrawn. Prior to the Admission to Trading, it is expected that the General Meeting will designate the Board of Directors as the body authorised to issue Shares, to grant rights to subscribe for Shares and to exclude statutory pre-emptive rights in relation to such issuances of Shares or granting of rights to subscribe for Shares. Aforementioned authorisation of the Board of Directors is limited to up to a maximum of 10% of the Shares issued and outstanding on the date of Admission to Trading, and is valid for a period of 18 months after such date.

8.7.5 *Pre-emptive Rights*

Pursuant to article 7.1 of the Articles of Association, upon issue of Shares or grant of rights to subscribe for Shares, each holder of Shares shall have pre-emptive rights in proportion to the aggregate nominal amount of his or her Shares. Holders of Shares do not have pre-emptive rights in respect of Shares issued: (i) to employees of the Company or of a group company of the Company as defined in Section 2:24b of the Dutch Civil Code; (ii) against payment other than in cash; or (iii) to a person exercising a previously acquired right to subscribe for Shares. These pre-emptive rights and non-applicability of pre-emptive rights also apply in case of the granting of rights to subscribe for Shares. Pursuant to article 7.2 of the Articles of Association, the pre-emptive rights may be restricted or excluded pursuant to a resolution of the General Meeting. The proposal to this effect must explain in writing the reasons for the proposal and the intended issue price. The pre-emptive rights may also be restricted or excluded by the Board of Directors if the Board of Directors has been designated by a decision of the General Meeting for a limited period of time of no longer than five years to restrict or exclude the pre-emptive rights. A resolution of the General Meeting to restrict or exclude the pre-emptive rights when Shares are issued or to designate the Board of Directors to restrict or exclude such pre-emptive rights requires a majority of at least two-thirds of the votes cast if less than 50% of the issued share capital is represented at the General Meeting. Pursuant to a resolution of the General Meeting to be adopted prior to the Admission to Trading, the Board of Directors, is authorised for a period of 18 months following the Admission to Trading, to resolve to restrict or exclude pre-emptive rights of Shareholders in relation to the issue of, or grant of rights to subscribe for, Shares for which it was authorised by the General Meeting to resolve upon as described above.

8.7.6 *Rights of redemption and repurchase of shares*

Pursuant to article 9.2 of the Articles of Association, subject to the approval of the General Meeting, the Board of Directors is authorised to acquire its own fully paid-up Shares either for no consideration, under universal succession of title or if: (i) the Company's equity, less the payment required to make the acquisition, does not fall below the sum of called-up and paid-in share capital and any statutory reserves; (ii) the aggregate nominal value of the Shares which the Company acquires, holds or holds as pledge or which are held by a subsidiary does not exceed 50% of the issued share capital; and (iii) the Board of Directors has been authorised by the General Meeting to repurchase Shares. Pursuant to article 9.4 of the Articles of Association, the Company may, without authorisation by the General Meeting, acquire its own Shares for the purpose of transferring such Shares to its employees under a scheme applicable to such employees, provided such Shares are quoted on the price list of a stock exchange.

The General Meeting's authorisation is valid for a maximum of 18 months. As part of the authorisation, the General Meeting must determine the number of Shares that may be acquired, the manner in which the Shares may be acquired and the limits within which the price must be set.

The Board of Directors, pursuant to a resolution of the General Meeting to be adopted prior to the Admission to Trading, will be authorised for a period of 18 months following the Admission to Trading to acquire Shares (including Shares issued as stock dividend), up to a maximum of 10% of the aggregate number of Shares issued following the date of Admission to Trading, provided the Company will hold no more Shares in stock than at maximum 50% of the issued share capital, either through purchase on a stock exchange or otherwise, at a price, excluding expenses, not lower than the nominal value of Shares and not higher than the opening price on Euronext Growth Oslo on the day of the repurchase plus 10%.

The Company may not cast votes on, and is not entitled to dividends paid on, Shares held by it nor will such Shares be counted for the purpose of calculating a voting quorum. Votes may be cast on Shares held by the Company if the Shares are encumbered with a right of usufruct that benefits a party other than the Company or a subsidiary, the voting right attached to those Shares accrues to another party and the right of usufruct was established by a party other than the Company or a subsidiary before the Shares belonged to the Company or the subsidiary. No dividend shall be paid on the Shares held by the Company in its own capital, unless such Shares are subject to a right of usufruct or pledge. For the computation of the profit distribution, the Shares held by the Company in its own capital shall not be included. The Board of Directors is authorised to dispose of the Company's own Shares held by it.

Subject to the provisions of Dutch law and article 10.1 of the Articles of Association, the General Meeting may, but only if proposed by the Board of Directors, and in compliance with Section 2:99 of the Dutch Civil Code, pass resolutions to reduce the issued share capital by: (i) cancelling Shares; or (ii) reducing the value of the Shares by amendment of the Articles of Association. Pursuant to article 10.2 of the Articles of Association, a resolution to cancel Shares can only relate to Shares held by the Company itself. Reduction of the nominal value of the Shares without repayment and without release from the obligation to pay up the Shares shall take place proportionately on all Shares. In addition, Dutch law contains detailed provisions regarding the reduction of capital.

8.7.7 *Shareholder vote on certain reorganisations*

The Board of Directors requires the approval of the General Meeting for resolutions entailing a significant change in the identity or character of the Company or its business, in any case concerning:

i) the transfer of (nearly) the entire business of the Company to a third party;

ii) entering into or terminating a long term cooperation between the Company or a subsidiary and another legal entity or company or as a fully liable partner in a limited partnership or general partnership, if such cooperation or termination is of fundamental importance for the Company; and

iii) acquiring or disposing of a participation in the capital of a company if the value of such participation is at least one third of the sum of the assets of the Company according to its balance sheet and explanatory notes or, if the Company prepares a consolidated balance sheet, its consolidated balance sheet and explanatory notes according to the last adopted annual accounts of the Company, by the Company or a subsidiary.

8.7.8 *Liquidation and distribution of assets on liquidation*

The Company may only be voluntarily dissolved by a resolution of the General Meeting, with an absolute majority of the votes cast, but only on a proposal of the Board of Directors. When a proposal to dissolve the Company is to be made to the General Meeting, such proposal must be stated in the notice convening the General Meeting. If the General Meeting has resolved to dissolve the Company, the Board of Directors must carry out the liquidation of the Company, unless otherwise resolved by the General Meeting. During liquidation, the provisions of the Articles of Association will remain in force as far as possible. The balance of the assets of the Company remaining after all liabilities and the costs of liquidation shall be distributed among the Shareholders in proportion of their number of Shares. Once the liquidation has been completed, the books, records and other data carriers of the dissolved Company will be held by the person or legal person appointed for that purpose by the General Meeting for the period prescribed by law (which as of the date of this Information Document is 7 years).

8.8 Dutch Financial Reporting Supervision Act

On the basis of the Dutch Financial Reporting Supervision Act (*Wet toezicht financiële verslaggeving*, the FRSA) the AFM supervises the application of financial reporting standards by companies whose seat is in the Netherlands and whose securities are listed on a regulated Dutch or foreign stock exchange, such as the Company.

Pursuant to the FRSA, the AFM has an independent right to: (i) request an explanation from the Company regarding its application of the applicable financial reporting standards if, based on publicly known facts or circumstances, it has reason to doubt that the Company's financial reporting meets such standards; and (ii) recommend that the Company make available further explanations. If the Company does not comply with such a request or recommendation, the AFM may request that the enterprise chamber of the court of appeal in Amsterdam (*Ondernemingskamer van het Gerechtshof te Amsterdam*, the Enterprise Chamber) orders the Company to: (i) provide an explanation of the way it has applied the applicable financial reporting standards to its financial reports; or (ii) prepare its financial reports in accordance with the Enterprise Chamber's instructions.

8.9 Squeeze-out Proceedings

Pursuant to Section 2:92a of the Dutch Civil Code, a shareholder who on his or her own account contributes at least 95% of a Dutch public company's (*naamloze vennootschap*) issued share capital may institute proceedings against such company's minority shareholders jointly for the transfer of their shares to him or her. The proceedings are held before the Enterprise Chamber and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim for squeeze-out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value to be paid for the shares of the minority shareholders. Once the order to transfer becomes final before the Enterprise Chamber, the person acquiring the shares shall give written notice of the date and place of payment and the price to the holders of the shares to be acquired whose addresses are known to him or her. Unless the addresses of all of them are known to him or her, he or she is required to publish the same in a daily newspaper with nationwide circulation.

The offeror under a public takeover bid is also entitled to start squeeze-out proceedings if, following the public takeover bid, the offeror contributes at least 95% of the outstanding share capital and represents at least 95% of the total voting rights. The claim of a takeover squeeze-out needs to be filed with the Enterprise Chamber within three months, following the expiry of the acceptance period of the offer. The Enterprise Chamber may grant the claim for squeeze-out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value to be paid for the shares of the minority shareholders. In principle, the offer price is considered reasonable if the offer was a mandatory offer or if at least 90% of the shares to which the offer related were received by way of voluntary offer.

8.10 Dutch Statutory Reflection Period in face of Shareholder Activism or Hostile Takeover Bid

On 23 March 2021, the Senate of the Dutch Parliament (*Eerste Kamer*) adopted a bill on a statutory reflection period for all Dutch public companies whose shares are listed on a regulated market or a multilateral trading facility in the Netherlands or abroad. According to the bill, Dutch listed companies can invoke a statutory reflection period of up to 250 days in response to shareholder activists seeking changes in the board composition and/or upon hostile takeover attempts (the Reflection Period). The act on the Reflection Period entered into force on 1 May 2021.

Dutch listed companies can invoke the Reflection Period if (i) there is a hostile offer or shareholder initiative to change the board composition, (ii) which is deemed to materially conflict with the company's interest, and (iii) there is a need for further policy making.

The Board of Directors can invoke the Reflection Period in a reasoned decision. No shareholder approval is required to invoke the Reflection Period. The 250 days-period is a statutory maximum period. The Board of Directors may determine a shorter timeframe. No works council consultation is required for invoking the Reflection Period.

During the Reflection Period, the General Meeting may not vote on shareholder proposals to:

i) appoint, suspend or dismiss Board Members; and

ii) amend the provisions on these specific subjects in the Articles of Association.

The Shareholders do, however, have the right to discuss in the General Meeting the appointment, suspension or dismissal of Board Members or the amendment of the Articles of Association. If these proposals are put on the agenda at the initiative of the Board of Directors, the General Meeting can vote on them. Accordingly, upon individual defective performance of a board member, the (other members of) the boards can continue to proceed with seeking dismissal of such board member. During the Reflection Period, the Board of Directors must gather all relevant information necessary for a careful decision making process. In this context, the Board of Directors must consult with Shareholders representing at least 3% of the Company's issued share capital at the time the Reflection Period was invoked, and with the group's works council, if applicable. Formal statements expressed by these stakeholders during such consultations must be published on the Company's website to the extent these stakeholders have approved that publication.

The Reflection Period, if invoked, ends upon the occurrence of the earlier of (i) the expiration of 250 days from (a) in case of Shareholders using their shareholder proposal right, the day after the expiry of the deadline for making such proposal, (b) in case of Shareholders using their right to request a General Meeting, the day when they obtain court authorisation to do so, or (c) in case of a hostile offer being made, the first day thereafter, (ii) the day after the hostile offer has been declared unconditional, or (iii) the Board of Directors voluntarily terminating the Reflection Period.

In addition, Shareholders representing at least 3% of the Company's issued share capital may request the Enterprise Chamber for early termination of the Reflection Period. The Enterprise Chamber must rule in favour of the request if the Shareholders can demonstrate that (i) the Board of Directors, in light of the circumstances at hand when the Reflection Period was invoked, could not reasonably have come to the conclusion that the relevant shareholder proposal or hostile offer constituted a material conflict with the interests of the Company and its business, (ii) the Board of Directors cannot reasonably believe that a continuation of the Reflection Period would contribute to careful policy-making, and (iii) if other defensive measures have been activated during the Reflection Period and not terminated or suspended at the relevant Shareholders' request within a reasonable period following the request (i.e., no 'stacking' of defensive measures).

Ultimately one week following the last day of the Reflection Period, the Board of Directors must publish a report in respect of its policy and conduct of affairs during the Reflection Period on the Company's website. This report must remain available for inspection by Shareholders and others with meeting rights under Dutch law at the Company's office and must be tabled for discussion at the next General Meeting.

8.11 Insider trading

According to the Market Abuse Regulation ((EU) No. 596/2014, "**MAR**"), as implemented through the Norwegian Securities Trading Act, subscription for, purchase, sale or exchange of financial instruments that are admitted to trading, or subject to an application for admission to trading on a Norwegian Regulated Market or a Norwegian Multilateral Trading Facility, or incitement to such dispositions, must not be undertaken by anyone who has inside information. Inside information is defined in Article 7(1)(a) of the MAR and refers to information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments. Information that is likely to have a significant effect on the price shall be understood to mean information that a reasonable investor would be likely to use as part of the basis of his or her investment decisions. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions. Breach of insider trading obligations may be sanctioned and lead to criminal charges.

9 TAXATION

9.1 Tax Warning

Potential investors and sellers of Shares should be aware that they may be required to pay stamp taxes or other documentary taxes or fiscal duties or charges in accordance with the laws and practices of the country where the Shares are transferred or other jurisdictions. In addition, payments of dividends on the Shares, or profits realised in respect of the Shares, may be subject to taxation, including withholding taxes, in the jurisdiction of the Company, in the jurisdiction of the holder of Shares, or in other jurisdictions in which the holder of Shares is required to pay taxes. Any such tax consequences may have an impact on the income received from the Shares. Prospective investors should carefully consider the tax consequences of investing in the Shares and consult their own tax adviser about their own tax situation. Finally, potential investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time, with or without retroactive effect. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

9.2 Dutch taxation

9.2.1 *General*

The following summary outlines certain material Dutch tax consequences of the acquisition, holding, redemption and disposal of Shares, but does not purport to be a comprehensive description of all Dutch tax considerations that may be relevant. For purposes of Dutch tax law, a holder of Shares may include an individual or entity who does not have the legal title of these Shares, but to whom nevertheless the Shares or the income thereof is attributed based on specific statutory provisions or on the basis of such individual or entity having an interest in the Shares or the income thereof. This summary is intended as general information only and each prospective investor should consult a professional tax adviser with respect to the tax consequences of the acquisition, holding, redemption and disposal of Shares.

This summary is based on tax legislation, published case law, treaties, regulations and published policy, in each case as in force as of the date of this Information Document, and it does not take into account any developments or amendments thereof after that date whether or not such developments or amendments have retroactive effect. This summary does therefore not take into account the amendments to the Withholding Tax Act 2021 introducing a conditional withholding tax for certain dividend distributions to low-tax jurisdictions and in certain abusive situations (*Wet invoering conditionele bronbelasting op dividenden*) as these amendments are not yet in effect at the date of this Information Document. Once these amendments become effective on January 1, 2024, dividends paid to certain entities considered related to the Company may be subject to an additional Dutch withholding tax equal to the highest corporate income tax rate at the time of the dividend payment.

This summary does not address the Dutch corporate and individual income tax consequences for:

i) investment institutions (*fiscale beleggingsinstellingen*);

ii) pension funds, exempt investment institutions (*vrijgestelde beleggingsinstellingen*) or other Dutch tax resident entities that are not subject to or exempt from Dutch corporate income tax;

iii) corporate holders of Shares which qualify for the participation exemption (*deelnemingsvrijstelling*) or would qualify for the participation exemption had the corporate holders of Shares been resident in the Netherlands or which qualify for participation credit (*deelnemingsverrekening*). Generally speaking, a shareholding is considered to qualify as a participation for the participation exemption or participation credit if it represents an interest of 5% or more of the nominal paid-up share capital;

iv) holders of Shares holding a substantial interest (*aanmerkelijk belang*) or deemed substantial interest (*fictief aanmerkelijk belang*) in the Company and holders of Shares of whom a certain related person holds a substantial interest in the Company. Generally speaking, a substantial interest in the Company arises if a person, alone or, where such person is an individual, together with his or her partner (statutory defined term), directly or indirectly, holds or is deemed to hold (a) an interest of 5% or more of the total issued capital of the Company or 5% or more of the issued capital of a certain class of shares of the Company, (b) rights to acquire, directly or indirectly, such interest or (c) certain profit-sharing rights in the Company;

v) persons to whom the Shares and the income from the Shares are attributed based on the separated private assets (*afgezonderd particulier vermogen*) provisions of the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*) or the Dutch Gift and Inheritance Tax Act 1956 (*Successiewet 1956*);

vi) entities which are a resident of Aruba, Curacao or Sint Maarten that have an enterprise which is carried on through a permanent establishment or a permanent representative on Bonaire, Sint Eustatius or Saba and the Shares are attributable to such permanent establishment or permanent representative;

vii) holders of Shares which are not considered the beneficial owner (*uiteindelijk gerechtigde*) of these Shares or the benefits derived from or realised in respect of these Shares; and

viii) individuals to whom Shares or the income therefrom are attributable to employment activities which are taxed as employment income in the Netherlands.

Where this summary refers to the Netherlands, or Dutch, such reference is restricted to the part of the Kingdom of the Netherlands that is situated in Europe and the legislation applicable in that part of the Kingdom.

9.2.2 *Dividend withholding tax*

9.2.2.1 Withholding requirement

The Company is required to withhold 15% Dutch dividend withholding tax in respect of dividends paid on the Shares. Generally, the Dutch dividend withholding tax will not be borne by the Company, but will be withheld from the gross dividends paid on the Shares. In the Dutch Dividend Withholding Tax Act 1965 (*Wet op de dividendbelasting 1965*), dividends are defined as the proceeds from Shares, which include:

i) direct or indirect distributions of profit, regardless of their name or form;

ii) liquidation proceeds, proceeds on redemption of the Shares and, as a rule, the consideration for the repurchase of the Shares by the Company in excess of its average paid-in capital recognised for Dutch dividend withholding tax purposes, unless a particular statutory exemption applies;

iii) the nominal value of Shares issued to a holder of the Shares or an increase of the nominal value of the Shares, insofar as the (increase in the) nominal value of the Shares is not funded out of the Company's paid-in capital as recognised for Dutch dividend withholding tax purposes; and

iv) partial repayments of paid-in capital recognised for Dutch dividend withholding tax purposes, if and to the extent there are qualifying profits (*zuivere winst*), unless the General Meeting has resolved in advance to make such repayment and provided that the nominal value of the Shares concerned has been reduced by an equal amount by way of an amendment of the Articles of Association and the paid-in capital is recognised as capital for Dutch dividend withholding tax purposes. The term "qualifying profits" includes anticipated profits that have yet to be realised.

The issuance of Shares pursuant to the exercise of a Warrant should in principle not give rise to Dutch dividend withholding tax, provided that (i) the exercise price paid in cash is at least equal to the par value of the Shares issuable upon the exercise of such Warrant, or (ii) the par value of the Shares issuable upon the exercise of such Warrant is charged against the Company's share premium reserve recognized for Dutch dividend withholding tax purposes. It cannot be excluded that any payments made by the Company to the holder of a Warrant, including in connection with the redemption, repurchase, or full or partial cash settlement of a Warrant, are subject to Dutch dividend withholding tax at a rate of 15%. However, to date no authoritative case law of the Dutch courts has been made publicly available on this matter. If any Dutch dividend withholding tax due is not effectively withheld for the account of the relevant holder of a Warrant, Dutch dividend withholding tax will in principle be due by the Company on a grossed-up basis, meaning that the Dutch dividend withholding tax basis will be multiplied by 100/85.

9.2.2.2 Residents of the Netherlands

If a holder of Shares is a resident or deemed to be a resident of the Netherlands for Dutch corporate or individual income tax purposes, Dutch dividend withholding tax which is withheld with respect to proceeds from the Shares will generally be creditable for Dutch corporate income tax or Dutch income tax purposes.

Such holder of Shares subject to Dutch corporate income tax is only allowed to credit the Dutch dividend withholding tax incurred in that year against the Dutch corporate income tax due in that same year. Insofar as the Dutch dividend withholding tax exceeds the Dutch corporate income tax due, the excess withholding tax can be carried forward indefinitely and is generally available to be offset against a positive balance of Dutch corporate income tax payable in future years.

9.2.2.3 Non-residents of the Netherlands

If a holder of Shares is a resident of a country other than the Netherlands and if a treaty for the avoidance of double taxation with respect to taxes on income is in effect between the Netherlands and that country (the **Tax Treaty**), and such holder is a resident for the purposes of such Tax Treaty, such holder may, depending on the terms of that particular treaty, qualify for full or partial relief at source or for a refund in whole or in part of the Dutch dividend withholding tax. In 2017 the Netherlands signed the Multilateral Instrument (**MLI**). Since the entry into force of the MLI in July 2019, the MLI applies to the Covered Tax Agreements concluded by the Netherlands. A Covered Tax Agreement is an agreement for the avoidance of double taxation that is in force between parties to the MLI and for which both parties have made a notification that they wish to modify the agreement using the MLI. The Principle Purpose Test (**PPT**) is part of the MLI in the majority of these Covered Tax Agreements. The PPT disallows treaty benefits if obtaining treaty benefits is the main reason or one of the main reasons for an arrangement or transaction, unless the granting of these treaty benefits is in line with the spirit and intent of the relevant treaty provision. For completeness' sake, where a reference is made to a Tax Treaty, such Tax Treaty is assumed to include the MLI where applicable.

A refund of the Dutch dividend withholding tax is available to entities resident in another Member State, Norway, Iceland, or Liechtenstein provided (i) these entities are not subject to corporate income tax there and (ii) these entities would not be subject to Dutch corporate income tax, if these entities would be tax resident in the Netherlands for corporate income tax purposes and (iii) these entities are not comparable to investment institutions (*fiscale beleggingsinstellingen*) or exempt investment institutions (*vrijgestelde beleggingsinstellingen*). Furthermore, a similar refund of Dutch dividend withholding tax may be available to entities resident in other countries, under the additional condition that (i) the Shares are considered portfolio investments for purposes of Section 63 (taking into account Section 64) of the Treaty on the functioning of the European Union and (ii) the Netherlands can exchange information with this other country in line with the international standards for the exchange of information.

A (partial) refund of Dutch dividend withholding tax is available to a holder of Shares resident in another EU member state, Norway, Iceland or Liechtenstein if (i) this holder of Shares is not subject to Dutch individual income tax or Dutch corporate income tax with respect to the income from the Shares and (ii) such Dutch dividend withholding tax is higher than the Dutch individual income tax or Dutch corporate income tax would have been had this holder of Shares been tax resident in the Netherlands, after taking into account a possible refund based on the Dutch Dividend Withholding Tax Act 1965 (*Wet op de dividendbelasting 1965*) or a refund based on a treaty for the avoidance of double taxation with respect to taxes on income and (iii) no credit based on a treaty for the avoidance of double taxation with respect to taxes on income is granted in the state in which the holder of Shares is tax resident, for the full amount of Dutch dividend withholding tax withheld and (iv) this holder of Shares does not have a similar function as an investment institution (*fiscale beleggingsinstelling*) or exempt investment institution (*vrijgestelde beleggingsinstelling*). Furthermore, a similar refund of Dutch dividend withholding tax may be available to a holder of Shares resident in another country, under the additional conditions that (A) the Shares are considered portfolio investments for purposes of Section 63 (taking into account Section 64) of the Treaty on the functioning of the European Union and (B) the Netherlands can exchange information with this other country in line with the international standards for the exchange of information and (C) no credit based on a treaty for the avoidance of double taxation with respect to taxes on income is granted in the state in which the holder of Shares is tax resident, for the full amount of Dutch dividend withholding tax withheld and (D) this holder of Shares does not have a similar function as an investment institution (*fiscal beleggingsinstelling*) or exempt investment institution (*vrijgestelde beleggingsinstelling*).

9.2.2.4 Beneficial owner

A recipient of proceeds from the Shares will not be entitled to any exemption, reduction, refund or credit of Dutch dividend withholding tax if such recipient is not considered to be the beneficial owner of such proceeds. The recipient will not be considered the beneficial owner of these proceeds, if, in connection with such proceeds, the recipient has paid a consideration as part of a series of transactions in respect of which it is likely:

i) that the proceeds have in whole or in part accumulated, directly or indirectly, to a person or legal entity that would:

   A. as opposed to the recipient paying the consideration, not be entitled to an exemption from dividend withholding tax; or

   B. in comparison to the recipient paying the consideration, to a lesser extent be entitled to a reduction or refund of dividend withholding tax; and

ii) that such person or legal entity has, directly or indirectly, retained or acquired an interest in Shares, profit-sharing certificates or loans, comparable to the interest it had in similar instruments prior to the series of transactions being initiated.

9.2.2.5 Dutch dividend withholding tax upon redistribution of foreign dividends

The Company must pay to the Dutch tax authorities all Dutch dividend withholding tax it withholds on dividends it distributed with respect to the Shares. Provided certain conditions are met, the Company may apply a reduction with respect to the dividend withholding tax that it has to pay to the Dutch tax authorities. This reduction can be applied if the Company distributes dividends that stem from dividends the Company itself has received from certain qualifying non-Dutch subsidiaries, provided these dividends the Company has received are exempt from Dutch corporate income tax and were subject to a withholding tax of at least 5% upon distribution to the Company. The reduction is applied to the Dutch dividend withholding tax that the Company must pay to the Dutch tax authorities and not to the amount of the Dutch dividend withholding tax that the Company must withhold. The reduction is equal to the lesser of:

i) 3% of the amount of the dividends distributed by the Company that are subject to Dutch dividend tax; and

ii) 3% of the gross amount of the dividends received during a certain period from the qualifying non-Dutch subsidiaries.

9.2.3 *Corporate and individual income tax*

9.2.3.1 Residents of the Netherlands

If a holder of Shares is a resident of the Netherlands or deemed to be a resident of the Netherlands for Dutch corporate income tax purposes and is fully subject to Dutch corporate income tax or is only subject to Dutch corporate income tax in respect of an enterprise to which the Shares are attributable, income derived from the Shares and gains realised upon the redemption or disposal of the Shares are generally taxable in the Netherlands (at up to a maximum rate of 25.8%).

If an individual is a resident of the Netherlands or deemed to be a resident of the Netherlands for Dutch individual income tax purposes, income derived from the Shares and gains realised upon the redemption or disposal of the Shares are taxable at the progressive rates (at up to a maximum rate of 49.5%) under the Dutch Income Tax Act 2001, if:

i) the individual is an entrepreneur (*ondernemer*) and has an enterprise to which the shares are attributable, or the individual has, other than as a shareholder, a co-entitlement to the net worth of an enterprise (*medegerechtigde*), to which enterprise the Shares are attributable; or

ii) such income or gains qualify as income from miscellaneous activities (*resultaat uit overige werkzaamheden*), which includes activities with respect to the Shares that exceed regular, active portfolio management (*normaal, actief vermogensbeheer*).

If neither condition (i) nor condition (ii) above applies to the holder of the Shares (and this person is not listed as excluded person in the list above), taxable income with regard to the Shares will be determined on the basis of a deemed return on income from savings and investments (*sparen en beleggen*), rather than on the basis of income actually received or gains actually realised. This deemed return on income from savings and investments is fixed at a percentage of the individual's yield basis (*rendementsgrondslag*) at the beginning of the calendar year (1 January), insofar as the individual's yield basis exceeds a certain threshold (*heffingvrij vermogen*). The individual's yield basis is determined as the fair market value of certain qualifying assets held by the individual less the fair market value of certain qualifying liabilities on 1 January. The fair market value of the Shares will be included as an asset in the individual's yield basis. The deemed return percentage to be applied to the yield basis increases progressively depending on the amount of the yield basis. The deemed return on income from savings and investments is taxed at a rate of 32%.

Based on a decision of the Dutch Supreme Court (*Hoge Raad*) of 24 December 2021, the system of taxation based on a deemed return may under specific circumstances contravene with the European Convention on Human Rights. In reaction to this case law, a new law has recently been passed that amends the regime for the taxation of benefits from savings and investments. For 2023 the deemed benefit rate that covers, amongst others, the income from shares is (preliminary) determined at 6.17% of the asset value in 2023 (generally the fair market value of the shares on January 1, 2023 less a certain threshold). This deemed benefit is taxed at the rate of 32% in 2023. As such, actual benefits derived from or in connection with the Shares, if neither condition (i) nor condition (ii) above applies to the holder of the Shares (and this person is not listed as excluded person in the list above), are in principle not subject to Dutch individual income tax in 2023.

9.2.3.2 Non-residents of the Netherlands

If a person is neither a resident of the Netherlands nor is deemed to be a resident of the Netherlands for Dutch corporate or individual income tax purposes, such person is not liable to Dutch income tax in respect of incomed derived from the Shares and gains realised upon the redemption or disposal of the Shares, unless:

i) The person is not an individual and such person (1) has an enterprise that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands to which permanent establishment or a permanent representative the Shares are attributable, or (2) is, other than by way of securities, entitled to a share in the profits of an enterprise or a co-entitlement to the net worth of an enterprise, which is effectively managed in the Netherlands and to which enterprise the Shares are attributable.

ii) The person is an individual and such individual (1) has an enterprise or an interest in an enterprise that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands to which permanent establishment or permanent representative the Shares are attributable, or (2) realises income or gains with respect to the Shares that qualify as income from miscellaneous activities in the Netherlands which include activities with respect to the Shares that exceed regular, active portfolio management, or (3) is, other than by way of securities, entitled to a share in the profits of an enterprise that is effectively managed in the Netherlands and to which enterprise the Shares are attributable.

Income derived from the Shares as specified under (i) is subject to Dutch corporate income tax at up to a maximum rate of 25.8%. Income derived from the Shares as specified under (ii)(1) and (ii)(2) by an individual is subject to individual income tax at progressive rates up to a maximum rate of 49.5%. Income derived from a share in the profits of an enterprise as specified under (ii)(3) that is not already included under (1) or (2) will be taxed on the basis of a deemed return on income from savings and investments (as described above under "*Residents of the Netherlands*").

9.2.3.3 Gift and inheritance tax

Dutch gift or inheritance taxes will not be levied on the occasion of the transfer of the Shares by way of gift by, or on the death of a holder of the Shares, unless:

i) the holder of the Shares is, or is deemed to be, resident in the Netherlands for the purpose of the relevant provisions; or

ii) the transfer is construed as an inheritance or gift made by, or on behalf of, a person who, at the time of the gift or death, is or is deemed to be resident in the Netherlands for the purpose of the relevant provisions.

9.2.3.4 Value added tax

No Dutch value added tax will arise in respect of payments in consideration for the issue of the Shares or in respect of a cash payment made under the Shares, or in respect of a transfer of Shares.

9.2.3.5 Other taxes and duties

No registration tax, customs duty, transfer tax, stamp duty, capital tax or any other similar documentary tax or duty will be payable in the Netherlands by a holder of Shares in respect of or in connection with the subscription, issue, placement, allocation, delivery or transfer of the Shares.

9.2.3.6 Residence

A holder of Shares will not become or be deemed to become a resident of the Netherlands solely by reason of holding these Shares.

9.3 Norwegian taxation

9.3.1 *Introduction*

This Section 9.3 describes certain tax rules in Norway applicable to shareholders and warrant holders who are resident in Norway for tax purposes ("**Norwegian Shareholders**"). The statements herein regarding taxation, including applicable tax rates for 2023, are based on the laws in force in Norway as of the date of this Information Document and are subject to any changes in law occurring after such date, which changes could be made on a retrospective basis. The statements only apply to shareholders who are beneficial owners of the Shares and Warrants. Please note that for the purpose of the summary below, references to Norwegian Shareholders refers to the tax residency rather than the nationality of the shareholder.

This summary assumes that the Company is i) genuinely established and carries out genuine economic activity in the Netherlands and ii) tax resident in the Netherlands (i.e. not tax resident in Norway), and hence that the Company/the Shares and Warrants meet the requirements under Norwegian Tax Act to be object under the Norwegian tax exemption method.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Shares and Warrants. The summary does not concern tax issues for the Company and the summary only focuses on the shareholder categories explicitly mentioned below. Special rules may apply to shareholders who are considered transparent entities for tax purposes, for non-resident shareholders holding shares through a Norwegian permanent establishment and for shareholders that have ceased or cease to be resident in Norway for tax purposes.

Investors are advised to consult their own tax advisors concerning the overall tax consequences of their ownership of Shares and Warrants.

9.3.2 *Taxation of dividends*

Norwegian corporate shareholders (i.e. limited liability companies and similar entities) ("**Norwegian Corporate Shareholders**") are comprised by the Norwegian participation exemption method. Under the exemption method, only 3% of dividend income on the Shares shall be subject to tax as ordinary income at a flat rate of 22% (25% for financial institutions subject to the Norwegian financial tax) implying that such dividends are effectively taxed at a rate of 0.66% (0.75% for financial institutions).

Dividends distributed to Norwegian individual shareholders (i.e. other shareholders than Norwegian Corporate Shareholders) ("**Norwegian Individual Shareholders**") are grossed up with a factor of 1.72 before taxed as ordinary income (22% flat rate, resulting in an effective tax rate of 37.84%) to the extent the dividend exceeds a tax-free allowance.

The tax-free allowance is calculated on a share-by-share basis for each individual shareholder on the basis of the cost price of each of the Shares multiplied by a risk-free interest rate. The risk-free interest rate is based on the effective rate of interest on treasury bills (Nw.: *statskasseveksler*) with three months maturity plus 0.5 percentage points (for 2021), after tax. The tax-free allowance is calculated for each calendar year and is allocated solely to Norwegian Individual Shareholders holding Shares at the expiration of the relevant calendar year. Norwegian Individual Shareholders who transfer Shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated tax-free allowance one year exceeding the dividend distributed on the Share ("unused allowance") may be carried forward and set off against future dividends received on (or gains upon realisation of, see below) the same Share. Any unused allowance will also be added to the basis of computation of the tax-free allowance on the same Share the following year.

Norwegian Individual Shareholders may claim credits against Norwegian tax for Dutch dividend income tax which is i) finally assessed in accordance with the tax treaty between Norway and the Netherlands and ii) documented to have been levied on the shareholder and paid in the Netherlands. The maximum dividend withholding tax rate for dividend under the tax treaty is 15% (zero rate if the recipient is a corporation holding minimum 10% of the Shares). The maximum tax credit is the lower of the i) tax actually paid in the Netherlands and ii) the calculated Norwegian tax on the dividend. Special requirements that apply to filing of tax credit claims should be observed.

The Shares will not qualify for Norwegian share saving accounts (Nw.: *aksjesparekonto*) for Norwegian Individual Shareholders as the Shares are admitted to trading on the Euronext Growth Oslo (and not Oslo Børs/Euronext Expand).

9.3.3 *Taxation of capital gains*

Sale, redemption, exercise or other disposal of Shares and Warrants is considered as a realisation for Norwegian tax purposes.

Capital gains generated by Norwegian Corporate Shareholders through a realisation of Shares and Warrants are comprised by the Norwegian participation exemption and therefore tax exempt. Net losses from realisation of

Shares and costs incurred in connection with the purchase and realisation of such Shares and Warrants are not tax deductible for Norwegian Corporate Shareholders.

Norwegian Individual Shareholders are taxable in Norway for capital gains derived from realisation of Shares and Warrants and have a corresponding right to deduct losses. This applies irrespective of how long the Shares have been owned by the individual shareholder and irrespective of how many Shares that are realized. Gains are taxable as ordinary income in the year of realisation and losses can be deducted from ordinary income in the year of realisation.

Any gain or loss on Shares (not Warrants) is grossed up with a factor of 1.72 before taxed at a rate of 22% (resulting in an effective tax rate of 37.84%). Gain or loss is calculated per Share, as the difference between the consideration received for the Share and the Norwegian Individual Shareholder's cost price for the Share, including costs incurred in connection with the acquisition or realisation of the Share. Any unused tax-free allowance connected to a Share may be deducted from a capital gain on the same Share, but may not lead to or increase a deductible loss. Further, unused tax-free allowance related to a Share cannot be set off against gains from realisation of other Shares.

If a Norwegian shareholder realizes Shares acquired at different points in time, the Shares that were first acquired will be deemed as first sold (the "first in first out"-principle) upon calculating taxable gain or loss. Costs incurred in connection with the purchase and sale of Shares may be deducted in the year of sale.

A shareholder who ceases to be tax resident in Norway due to domestic law or tax treaty provisions may become subject to Norwegian exit taxation of capital gains related to Shares and Warrants in certain circumstances.

9.3.4 *Net wealth tax*

The value of Shares and Warrants is taken into account for net wealth tax purposes in Norway. The marginal tax rate is 1% for net wealth exceeding a threshold of NOK 1,700,000 and 1.1% for net wealth exceeding a threshold of NOK 20,000,000.

The value of the Shares for assessment purposes is as a starting point equal to 80% of the presumed *sales* value of each share on 1 January of the tax assessment year. However, the taxpayer may demand the value for tax assessment purposes to be based on 80% of the total *tax* value of the Company, provided that the taxpayer, on the balance of probabilities, is able to document such tax value.

The value of the Warrants is for assessment purposes equal to 100% of the presumed sales value of each Warrant on 1 January of the tax assessment year

Norwegian limited liability companies and similar entities are exempted from net wealth tax.

9.3.5 *Transfer taxes etc. VAT*

No transfer taxes, stamp duty or similar taxes are currently imposed in Norway on purchase, disposal or redemption of shares. Further, there is no VAT on transfer of shares.

9.4 The Company's responsibility for the withholding of taxes

The Company is responsible for and shall deduct, report and pay any applicable withholding tax.

10 ADDITIONAL INFORMATION

10.1 Admission to trading on Euronext Growth Oslo

The Company applied for the Admission to Trading on Euronext Growth Oslo on 28 April 2023. The first day of the Admission to Trading is expected to be 12 May 2023.

10.2 Auditors

The Company's independent auditor is Crowe Peak Audit & Assurance B.V., with registration number 13000413 and registered address Jan Leentvaarlaan 50, 3065DC, Rotterdam, The Netherlands.

CNGF's independent auditor is Deloitte LLP UK, with registration number C009201919 and registered address 1 New Street Square, London EC4A 3HQ, UK.

RTFS's independent auditor is Price Bailey LLP UK, with registration number C001098093 and registered address Tennyson House, Cambridge Business Park, Cambridge, CB4 OWZ, UK.

Other than the CNGF Audited Financial Statements, the RTFS Audited Financial Statements and Refuels Special Purpose Financial Statements attached hereto as Appendices B, C and E, Crowe Peak Audit & Assurance B.V., Deloitte LLP UK and Price Bailey LLP UK, have not audited, reviewed or produced any report on any other information provided in this Information Document.

10.3 Advisors

Arctic Securities AS, with business registration number 991 125 175 and registered business address Haakon VIIs gate 5, 0161 Oslo, Norway, and Pareto Securities AS, with business registration number 956 632 374 and registered address Dronning Mauds gate 3, 0250 Oslo, are acting as Managers and Euronext Growth Advisors.

Wikborg Rein Advokatfirma AS, with business registration number 916 782 195 and registered address Dronning Mauds gate 11, 0250 Oslo, Norway, is acting as legal counsel to the Company and Advokatfirmaet BAHR AS, with business registration number 919 513 063 and registered address Tjuvholmen allé 16, 0252 Oslo, Norway, is acting as legal counsel to the Managers. Allen & Overy LLP, offices in London and Amsterdam, is acting as UK and Dutch legal counsel to the Company.

11 DEFINITIONS AND GLOSSARY OF TERMS

Admission to Trading	The admission to trading of the Company's Shares on Euronext Growth Oslo, expected to take place on 12 May 2023
Articles of Association	The articles of association of the Company as they read as of the date of this Information Document
Bio-CNG	Renewable biomethane
Board of Directors or **Board Members**	The board of directors of the Company
Board Rules	The Company's rules regarding working methods and decision-making process of the Board of Directors as they read as of the date of this Information Document
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CNG	Compressed natural gas
CNGF	The Company's 100% owned subsidiary, CNG Fuels Ltd., with business registration number 09274291
CNGF Audited Financial Statements	Audited financial statements for CNGF for the two financial years ended 31 March 2021 and 31 March 2022, in accordance with IFRS as adopted by the UK, audited by Deloitte LLP UK
CNGF Unaudited Interim Report	Unaudited interim report for CNGF for the six months ended 30 September 2022 in accordance with IAS 34
CNGI	CNG Investments Limited, with business registration number 10366545
CNGI Shareholders	The shareholders of CNGI prior to the RTFS Acquisition
Company or **Refuels**	Refuels N.V., a Dutch public limited liability company with business registration number 86821938 and registered business address at Evert van de Beekstraat 1-104, The Base B, 1118CL Amsterdam, Netherlands
EPC Contract	Engineering, construction and commissioning agreement
EU	The European Union
EUR	Euro, the single currency of member states of the EU participating in the European Monetary Union having adopted the euro as its lawful currency
Euronext Growth Advisors or **Managers**	Arctic Securities AS and Pareto Securities AS
Euronext Growth Oslo	A multilateral trading facility operated by Oslo Børs ASA as one of several Euronext Growth Markets under Euronext
Euronext Growth Rule Book	The Euronext Rule Book I and the Euronext Rule Book II for Euronext Growth Oslo, collectively
Financial Information	The CNGF Audited Financial Statements, the RTFS Audited Financial Statements, the CNGF Unaudited Interim Report, the Refuels Special Purpose Financial Statements and the Pro Forma Financial Statements
FIA	The framework investment agreement entered into between CNGF, Foresight Holding and JVCo, dated 4 December 2020 and amended by deed of amendment on 7 September 2022
Foresight Holding	CNG Foresight Holding Limited, with business registration number 12962818
Foresight Loan	The loan agreement entered into between CNGF and Foresight Holding on 7 September 2022
GBP	British pound sterling, the lawful currency of the United Kingdom
Group	The Company and its consolidated subsidiaries as described in Section 4.2.
HGV	Heavy goods vehicle
HMRC	The HM Revenue and Customs
Information Document	This Information Document dated 12 May 2023
IP	Intellectual property
ISIN	International Securities Identification Number
JVCo	The joint venture company, CNG Foresight Limited, with business registration number 12966109
JVCo SHA	The shareholders' agreement entered into between CNGF, Foresight Holding and JVCo, dated 4 December 2020 and amended by deed of amendment on 7 September 2022
LNG	Liquified natural gas
Management	The members of the Company's executive management
MAR	The Market Abuse Regulation ((EU) No. 596/2014)
New Option Plan	The proposed option plan for the Company's employees, directors and officers

NOK	Norwegian Kroner, the lawful currency of Norway
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) domiciled in Norway for tax purposes
Norwegian Individual Shareholders	Norwegian Shareholders other than Norwegian Corporate Shareholders
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended (Nw.: *verdipapirhandelloven*)
Norwegian Shareholders	Shareholders who are resident in Norway for tax purposes
OEM	Original Equipment Manufacturers
Private Placement	The private placement consisting of the issuance of 2,141,486 new Shares, each with a par value of EUR 0.01, at a subscription price of NOK 24.84 per Share, raising gross proceeds of approximately EUR 4,604,195 (equivalent to NOK 53,194,512)
Pro Forma Financial Statements	Unaudited pro forma statement for the Company of (i) financial position as if the Acquisition had taken place on 31 March 2022, and (ii) financial income for the financial year ended 31 March 2022 as if the Acquisition had taken place on 1 April 2021
Regulated Market	A market for financial instruments within the scope of Article 4(1)(21) of the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments
REF	Renewable Energy Fuels B.V., with business registration number 61000396
Refuels Special Purpose Financial Statements	Audited special purpose financial statements for the Company for the period since its incorporation on 28 June 2022 and until 30 November 2022, in accordance with IFRS as adopted by the EU, audited by Crowe Peak Audit & Assurance B.V.
RTFC	Renewable Transport Fuel Certificates
RTFO	Renewable Transport Fuel Obligation
RTFS	Renewable Transport Fuel Services Ltd., a private limited company incorporated under the laws of England and Wales, with business registration number 10726249
RTFS Acquisition	The Company's (indirect) acquisition of 49.5% of the shares in RTFS
RTFS Audited Financial Statements	Audited financial statements for RTFS for the two financial years ended 31 March 2021 and 31 March 2022, in accordance with IFRS as adopted by the UK, audited by Price Bailey LLP UK
RTFS Loan	The loan agreement entered into between CNGF and RTFS on 30 December 2021
RTFS SPA	The sale and purchase agreement entered into between CNGF and CNGI, RTFS, dated 13 January 2023.
Share(s)	The shares of the Company, consisting as of the date of this Information Document of 60,815,872 ordinary shares, each with a par value of EUR 0.01
Share Exchange	The share exchange carried out by the Company on 9 May 2023, by way of 1) the Company buying back its currently issued shares, and 2) the Company acquiring all the shares in CNGF from its shareholders in exchange for 50 new Shares per CNGF share, resulting in the Company becoming the sole shareholder of CNGF
United States or US	The United States of America
United Kingdom or UK	The United Kingdom
USD	United States dollar, the lawful currency of the United States
VPS Registrar	DNB Bank ASA
VPS	The Norwegian Central Securities Depository (Nw.: *Verdipapirsentralen ASA*)
Warrant(s)	The warrants allocated to the investors in the Private Placement, as further described in Section 8.4.

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Appendix A – Articles of Association

Final version – effective as per 9 May 2023

ARTICLES OF ASSOCIATION

OF

REFUELS N.V.

ALLEN & OVERY

Allen & Overy LLP

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ARTICLES OF ASSOCIATION:

CHAPTER 1. DEFINITIONS

Article 1. Definitions and Construction.

1.1 In these Articles of Association, the following terms have the following meanings:

Board means the board *(het bestuur)* of the Company.

Book Entry System means any book entry system in the country where the Shares are listed from time to time.

Company means the company the internal organization of which is governed by these Articles of Association.

Director means a member of the Board and refers to both an Executive Director and a Non-Executive Director.

Executive Director means a Director appointed as Executive Director in accordance with Article 14.1.

External Auditor has the meaning ascribed to that term in Article 25.1.

General Meeting or **General Meeting of Shareholders** means the body of the Company consisting of those in whom as shareholder or otherwise the voting rights on shares are vested or a meeting of such persons (or their representatives) and other persons entitled to attend the General Meeting of Shareholders.

Non-Executive Director means a Director appointed as Non-Executive Director in accordance with Article 14.1.

Share means a share in the capital of the Company.

Shareholder means a holder of one or more Shares.

1.2 In addition, certain terms not used outside the scope of a particular Article are defined in the Article concerned.

1.3 A message **in writing** means a message transmitted by letter, by telecopier, by e-mail or by any other means of electronic communication provided the relevant message or document is legible and reproducible, and the term **written** is to be construed accordingly.

1.4 References to **Articles** refer to articles which are part of these Articles of Association, except where expressly indicated otherwise.

1.5 Unless the context otherwise requires, words and expressions contained and not otherwise defined in these Articles of Association bear the same meaning as in the Dutch Civil Code. References in these Articles of Association to the law are references to provisions of Dutch law as it reads from time to time.

CHAPTER 2. NAME, OFFICIAL SEAT AND OBJECTS.

Article 2. Name and Official Seat.

2.1 The Company's name is:

Refuels N.V.

2.2 The official seat of the Company is in Amsterdam, the Netherlands.

2.3 The Board can establish and close branches, agencies, representative offices and administrative offices both in the Netherlands and abroad.

Article 3. Objects.

The objects of the Company are:

(a) to incorporate, to participate in any way whatsoever in, to manage, to supervise businesses and companies;
(b) to finance businesses and companies;
(c) to borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness as well as to enter into agreements in connection with aforementioned activities;
(d) to render advice and services to businesses and companies with which the Company forms a group and to third parties;
(e) to grant guarantees, to bind the Company and to pledge its assets for obligations of businesses and companies with which it forms a group and on behalf of third parties;
(f) to acquire, alienate, manage and exploit registered property and items of property in general;
(g) to trade in currencies, securities and items of property in general;
(h) to perform any and all activities of an industrial, financial or commercial nature,

and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

CHAPTER 3. SHARE CAPITAL AND SHARES

Article 4. Authorised Capital and Shares.

4.1 The authorised capital of the Company amounts to one million eight hundred thousand euro (EUR 1,800,000).

4.2 The authorised capital is divided into one hundred eighty million (180,000,000) Shares, having a nominal value of one eurocent (EUR 0.01) each.

4.3 All Shares will be registered Shares. The Board may determine that for the purpose of trading and transfer of Shares at a foreign stock exchange Shares shall be recorded in the Book Entry System, such in accordance with the requirements of the relevant foreign stock exchange.

Article 5. Register of Shareholders.

5.1 The Company must keep a Register of Shareholders. The register may consist of various parts which may be kept in different places and each may be kept in more than one copy and in more than one place as determined by the Board.

5.2 Holders of Shares are obliged to furnish their names and addresses to the Company in writing if and when so required pursuant to the requirements of law and the requirements of regulation applicable to the Company. The names and addresses, and, in so far as applicable, the other particulars as referred to in Section 2:85 of the Dutch Civil Code, will be recorded in the Register of Shareholders. The Board will supply anyone recorded in the register on request and free of charge with an extract from the register relating to his right to Shares.

5.3 The register will be kept up to date. The Board will set rules with respect to the signing of registrations and entries in the Register of Shareholders.

5.4 Section 2:85 of the Dutch Civil Code applies to the register of Shareholders.

Article 6. Resolution to Issue Shares; Conditions of Issuance.

6.1 Shares may be issued pursuant to a resolution of the General Meeting. This competence concerns all non-issued Shares of the Company's authorised capital, except insofar as the competence to issue Shares is vested in the Board in accordance with Article 6.2 hereof.

6.2 Shares may be issued pursuant to a resolution of the Board, if and insofar as the Board is designated to do so by the General Meeting. Such designation can be made each time for a maximum period of five years and can be extended each time for a maximum period of five years. A designation must determine the number of Shares of each class concerned which may be issued pursuant to a resolution of the Board. A resolution of the General Meeting to designate the Board as a body of the Company authorised to issue Shares can only be withdrawn at the proposal of the Board.

6.3 A resolution of the General Meeting to issue Shares or to designate the Board as the body of the Company authorised to do so can only take place at the proposal of the Board.

6.4 The foregoing provisions of this Article 6 apply by analogy to the granting of rights to subscribe for Shares, but do not apply to the issuance of Shares to a person exercising a right to subscribe for Shares previously granted.

6.5 The body of the Company resolving to issue Shares must determine the issue price and the other conditions of issuance in the resolution to issue.

Article 7. Pre-emptive Rights.

7.1 Upon the issuance of Shares, each holder of Shares will have pre-emptive rights in proportion to the aggregate nominal value of his Shares. A Shareholder will not have pre-emptive rights in respect of Shares issued against a non-cash contribution. Nor will the Shareholder have pre-emptive rights in respect of Shares issued to employees of the Company or of a group company *(groepsmaatschappij)*.

7.2 Prior to each individual issuance of Shares, pre-emptive rights may be restricted or excluded by a resolution of the General Meeting. However, with respect to an issue of Shares pursuant to a resolution of the Board, the pre-emptive rights can be restricted or excluded pursuant to a resolution of the Board if and insofar as the Board is designated to do so by the General Meeting. The provisions of Articles 6.1 and 6.2 apply by analogy.

7.3 A resolution of the General Meeting to restrict or exclude the pre-emptive rights or to designate the Board as a body of the Company authorised to do so can only be adopted at the proposal of the Board.

7.4 If a proposal is made to the General Meeting to restrict or exclude pre-emptive rights, the reason for such proposal and the choice of the intended issue price must be set forth in the proposal in writing.

7.5 A resolution of the General Meeting to restrict or exclude pre-emptive rights or to designate the Board as the body of the Company authorised to do so requires a majority of not less than two-thirds of the votes cast, if less than one-half of the Company's issued capital is represented at the meeting.

7.6 When rights are granted to subscribe for Shares, the holders of Shares will have pre-emptive rights in respect thereof; the foregoing provisions of this Article 7 apply by analogy. Holders of Shares will have no pre-emptive rights in respect of Shares issued to a person exercising a right to subscribe for Shares previously granted.

Article 8. Payment on Shares.

8.1 Upon issuance of a Share, the full nominal value thereof must be paid-up, as well as the difference between the two amounts if the Share is subscribed for at a higher price, without prejudice to the provisions of section 2:80 subsection 2 of the Dutch Civil Code.

8.2 Payment for a Share must be made in cash insofar as no contribution in any other form has been agreed on.

8.3 If the Board so decides, Shares can be issued at the expense of any reserve.

8.4 The Board is authorised to enter into legal acts relating to non-cash contributions and the other legal acts referred to in section 2:94 of the Dutch Civil Code without the prior approval of the General Meeting.

8.5 Payments for Shares and non-cash contributions are furthermore subject to the provisions of sections 2:80, 2:80a, 2:80b and 2:94b of the Dutch Civil Code.

Article 9. Treasury Shares.

9.1 When issuing Shares, the Company may not subscribe for its own Shares.

9.2 The Company is entitled to acquire its own fully paid-up Shares, or depositary receipts for Shares, with due observance of the relevant statutory provisions.

9.3 Acquisition for valuable consideration is permitted only if the General Meeting has authorised the Board to do so. Such authorization will be valid for a period not exceeding eighteen months. The General Meeting must determine in the authorization the number of Shares or depositary receipts for Shares which may be acquired, the manner in which they may be acquired and the limits within which the price must be set.

9.4 The Company may, without authorization by the General Meeting, acquire its own Shares for the purpose of transferring such Shares to employees of the Company or of a group company *(groepsmaatschappij)* under a scheme applicable to such employees, provided such Shares are quoted on the price list of a stock exchange.

9.5 Article 9.3 does not apply to Shares or depositary receipts for Shares which the Company acquires by universal succession in title.

9.6 No voting rights may be exercised with respect to any Share held by the Company or by a subsidiary *(dochtermaatschappij)*, or any Share for which the Company or a subsidiary *(dochtermaatschappij)* holds the depositary receipts. No payments will be made on Shares which the Company holds in its own share capital.

9.7 The Company is authorised to alienate Shares held by the Company, or depositary receipts for Shares, pursuant to a resolution of the Board.

9.8 Treasury Shares and depositary receipts for Shares are furthermore subject to the provisions of sections 2:89a, 2:95, 2:98, 2:98a, 2:98b, 2:98c, 2:98d and 2:118 of the Dutch Civil Code.

Article 10. Reduction of the Issued Capital.

10.1 The General Meeting may, but only at the proposal of the Board, resolve to reduce the Company's issued capital:

(a) by cancellation of Shares; or

(b) by reducing the nominal value of Shares by amendment of these Articles of Association.

The Shares in respect of which such resolution is passed must be designated therein and provisions for the implementation of such resolution must be made therein.

10.2 A resolution to cancel Shares can only relate to Shares held by the Company itself or of which it holds the depositary receipts.

10.3 Reduction of the nominal value of Shares, with or without repayment, must be made in the same amount with respect to all Shares.

10.4 A reduction of the issued capital of the Company is furthermore subject to the provisions of sections 2:99 and 2:100 of the Dutch Civil Code.

Article 11. Transfer of Shares.

11.1 The transfer of rights a Shareholder holds with regard to Shares included in the Book Entry System must take place in accordance with the provisions of the regulations applicable to the relevant Book Entry System.

11.2 The transfer of Shares not included in the Book Entry System requires an instrument intended for such purpose and, save when the Company itself is a party to such legal act, the written acknowledgement by the Company of the transfer. The acknowledgement must be made in the instrument or by a dated statement of acknowledgement on the instrument or on a copy or extract thereof and signed as a true copy by a civil law notary or the transferor. Official service of such instrument or such copy or extract on the Company is considered to have the same effect as an acknowledgement.

11.3 A transfer of Shares from the Book Entry System is subject to the restrictions of the provisions of the regulations applicable to the relevant Book Entry System and is further subject to approval of the Board.

Article 12. Usufruct, Pledge and Depositary Receipts with respect to Shares.

12.1 The provisions of Articles 11.1 and 11.2 apply by analogy to the creation or transfer of a right of usufruct in Shares. Whether the voting rights attached to the Shares on which a right of usufruct is created, are vested in the Shareholder or the usufructuary, is determined in accordance with section 2:88 of the Dutch Civil Code. Shareholders, with or without voting rights, and the usufructuary with voting rights are entitled to attend the General Meeting of Shareholders. A usufructuary without voting rights is not entitled to attend the General Meeting of Shareholders.

12.2 The provisions of Articles 11.1 and 11.2 also apply by analogy to the pledging of Shares. Shares may also be pledged as an undisclosed pledge: in such case, section 3:239 of the Dutch Civil Code applies by analogy. No voting rights and/or the right to attend the General Meeting of Shareholders accrue to the pledgee of Shares.

12.3 Holders of depositary receipts for Shares are not entitled to attend the General Meeting of Shareholders.

CHAPTER 4. THE BOARD.

Article 13. Composition of the Board.

13.1 The total number of Directors, as well as the number of Executive Directors and Non-Executive Directors, is determined by the Board.

13.2 Only individuals can be Non-Executive Directors.

Article 14. Appointment, Suspension and Removal of Directors.

14.1 Directors will be appointed by the General Meeting of Shareholders. Directors will be appointed either as an Executive Director or as a Non-Executive Director.

14.2 The Board will nominate one or more candidates for each vacant seat.

14.3 A resolution of the General Meeting to appoint a Director other than in accordance with a nomination by the Board, requires an absolute majority of the votes cast representing at least one-third of the Company's issued capital. If a proposal to appoint a person not nominated by the Board is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the Company's issued capital, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the part of the Company's issued capital represented.

14.4 At a General Meeting of Shareholders, votes in respect of the appointment of a Director can only be cast for candidates named in the agenda of the meeting or explanatory notes thereto.

14.5 A nomination to appoint a Director will state the candidate’s age and the positions he holds or has held, insofar as these are relevant for the performance of the duties of a Director. The nomination must state the reasons on which they are based.

14.6 A nomination will also state the candidate’s term of office. The term of office of Directors may not exceed a maximum period of four years at a time. A Director who ceases office in accordance with the previous provisions is immediately eligible for reappointment.

14.7 Each Director may be suspended or removed by the General Meeting at any time. A resolution of the General Meeting to suspend or remove a Director other than pursuant to a proposal by the Board requires an absolute majority of the votes cast representing at least one-third of the Company's issued capital. If a resolution as referred to in the previous sentence is supported by an absolute majority of the votes cast, but this majority does not represent at least one-third of the Company's issued capital, a new meeting can be convened in which the resolution can be adopted by an absolute majority of the votes cast, irrespective of the part of the Company's issued capital represented. An Executive Director may also be suspended by the Board. A suspension by the Board may at any time be discontinued by the General Meeting of Shareholders.

14.8 Any suspension may be extended one or more times, but may not last longer than three months in the aggregate. If, at the end of that period, no decision has been taken on termination of the suspension or on removal, the suspension will end.

Article 15. Remuneration of Directors.

15.1 The Company must have a policy with respect to the remuneration of Directors. This policy is determined by the General Meeting with a simple majority of the votes cast; the Board will make a proposal to that end. The Executive Directors may not participate in the discussion and decision-making process of the Board on this.

15.2 The authority to establish remuneration and other terms of service for Directors is vested in the Board, with due observance of the remuneration policy referred to in Article 15.1 and applicable provisions of law. The Executive Directors may not participate in the discussion and decision-making process of the Board with respect to the remuneration of Executive Directors.

15.3 The Board shall submit to the General Meeting of Shareholders for approval plans to issue Shares or to grant rights to subscribe for Shares to Directors. The plans shall at least indicate the number of Shares and the rights to subscribe for Shares that may be allotted to Directors and the criteria that shall apply to the allotment or any change thereto.

15.4 The absence of approvals required pursuant to Article 15.3 will not affect the authority of the Board or its members to represent the Company.

15.5 Directors are entitled to an indemnity from the Company and D&O insurance, in accordance with Article 23.

Article 16. General Duties of the Board.

16.1 The Board is entrusted with the management of the Company. In the exercise of their duties, the Directors must be guided by the interests of the Company and the business connected with it.

16.2 Each Director is responsible for the general course of affairs.

Article 17. Allocation of Duties within the Board; Company Secretary.

17.1 The duty of the Non-Executive Directors is to supervise the performance of duties by the Executive Directors as well as the general course of affairs of the Company and the business connected with it. The Non-Executive Directors are also charged with the duties assigned to them pursuant to the law and these Articles of Association.

17.2 An Executive Director, designated by the Board, will be the Chief Executive Officer. The Board may grant other titles to Directors.

17.3 The specific duties of the Chief Executive Officer and other Directors, if any, will be laid down by the Board in writing.

17.4 To the extent permitted by Dutch law, the Board may assign and delegate such duties and powers to individual Directors and/or committees. This may also include a delegation of resolution-making power, provided this is laid down in writing. A Director to whom and a committee to which powers of the Board are delegated, must comply with the rules set in relation thereto by the Board.

17.5 The Board may appoint a company secretary and is authorised to replace him at any time. The company secretary holds the duties and powers vested in him pursuant to these Articles of Association or a resolution of the Board. In absence of the company secretary, his duties and powers are exercised by his deputy, if designated by the chairman of the Board.

Article 18. Representation.

18.1 The Board is authorised to represent the Company. The Chief Executive Officer is also solely authorised to represent the Company.

18.2 The Board may appoint officers with general or limited power of representation. Each of these officers may represent the Company subject to the limitations relating to his power. Their titles shall be determined by the Board.

Article 19. Meetings; Decision-making Process.

19.1 The Board meets as often as deemed desirable by the chairman of the Board or the vice chairman of the Board. The meeting is chaired by the chairman of the Board or in his absence the vice chairman of the Board. Minutes of the proceedings at the meeting must be kept.

19.2 Board resolutions are adopted by absolute majority of the votes cast. Each Director has one vote. The Board may designate types of resolutions which are subject to requirements deviating from the foregoing. These types of resolutions and the nature of the deviation must be clearly specified and laid down in writing.

19.3 Decisions taken at a meeting of the Board will only be valid if the majority of the Directors is present or represented at the meeting. The Board may designate types of resolutions which are subject to requirements deviating from the foregoing. These types of resolutions and the nature of the deviation must be clearly specified and laid down in writing.

19.4 Meetings of the Board may be held by means of an assembly of the Directors in person in a formal meeting or by conference call, video conference or by any other means of communication, provided that all Directors participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.

19.5 For adoption of a resolution other than at a meeting, it is required that the proposal is submitted to all Directors, none of them has objected to the relevant manner of adopting resolutions and such majority of the Directors as required pursuant to Article 19.2 has expressly consented to the relevant manner of adopting resolutions.

19.6 Third parties may rely on a written declaration by the chairman of the Board, the Chief Executive Officer or the company secretary concerning resolutions adopted by the Board or a committee thereof. Where it concerns a resolution adopted by a committee, third parties may also rely on a written declaration by the chairman of such committee.

19.7 In Board meetings and with respect to the adoption of Board resolutions, a Board member may be represented only by another Board member, authorized in writing.

19.8 The Board may establish additional rules regarding its working methods and decision-making process.

Article 20. Conflicts of Interests.

20.1 A Director having a conflict of interests as referred to in Article 20.2 or an interest which may have the appearance of such a conflict of interests (both a **(potential) conflict of interests**) must declare the nature and extent of that interest to the other Directors.

20.2 A Director may not participate in deliberating or decision-making within the Board, if with respect to the matter concerned he has a direct or indirect personal interest that conflicts with the interests of the Company and the business connected with it. This prohibition does not apply if the conflict of interests exists for all Directors and the Board shall maintain its power, subject to the approval of the general meeting of shareholders.

20.3 A conflict of interests as referred to in Article 20.2 only exists if in the situation at hand the Director must be deemed to be unable to serve the interests of the Company and the business connected with it with the required level of integrity and objectivity. If a transaction is proposed in which apart from the Company also an affiliate of the Company has an interest, then the mere fact that a Director holds any office or other function with the affiliate concerned or another affiliate, whether or not it is remunerated, does not mean that a conflict of interests as referred to in Article 20.2 exists.

20.4 The Director who in connection with a (potential) conflict of interests does not exercise certain duties and powers will insofar be regarded as a Director who is unable to perform his duties (*belet*).

20.5 A (potential) conflict of interests does not affect the authority concerning representation of the Company set forth in Article 18.1.

Article 21. Vacancies and Inability to Act.

21.1 For each vacant seat on the Board, the Board can determine that it will be temporarily occupied by a person (a stand-in) designated by the Board. Persons that can be designated as such include former Directors (irrespective of the reason why they are no longer Directors).

21.2 If and as long as one or more seats on the Board are vacant, the management of the Company will be temporarily entrusted to the person or persons who (whether as a stand-in or not) do occupy a seat in the Board.

21.3 If the seats of one or more Executive Directors are vacant, the Board may temporarily entrust duties and powers of an Executive Director to a Non-Executive Director.

21.4 When determining to which extent Board members are present or represented, consent to a manner of adopting resolutions, or vote, stand-ins will be counted-in and no account will be taken of vacant seats for which no stand-in has been designated.

21.5 For the purpose of this Article 21, the seat of a Director who is unable to perform his duties (*belet*) will be treated as a vacant seat.

Article 22. Approval of Board Resolutions.

22.1 The Board requires the approval of the General Meeting for resolutions entailing a significant change in the identity or character of the Company or its business, in any case concerning:

(a) the transfer of (nearly) the entire business of the Company to a third party;

(b) entering into or terminating a long term cooperation between the Company or a subsidiary *(dochtermaatschappij)* and another legal entity or company or as a fully liable partner in a limited partnership or general partnership, if such cooperation or termination is of fundamental importance for the Company;

(c) acquiring or disposing of a participation in the capital of a company if the value of such participation is at least one third of the sum of the assets of the Company according to its balance sheet and explanatory notes or, if the Company prepares a consolidated balance sheet, its consolidated balance sheet and explanatory notes according to the last adopted annual accounts of the Company, by the Company or a subsidiary *(dochtermaatschappij)*.

22.2 The absence of approvals required pursuant to Article 22.1 will not affect the authority of the Board or its members to represent the Company.

Article 23. Indemnity and Insurance.

23.1 To the extent permissible by law, the Company will indemnify and hold harmless each Director, both former members and members currently in office (each of them, for the purpose of this Article 23 only, an **Indemnified Person**), against any and all liabilities, claims, judgments, fines and penalties (**Claims**) incurred by the Indemnified Person as a result of any expected, pending or completed action, investigation or other proceeding, whether civil, criminal or administrative (each, a **Legal Action**), of or initiated by any party other than the Company itself or a group company *(groepsmaatschappij)* thereof, in relation to any acts or omissions in or related to his capacity as an Indemnified Person. Claims will include derivative actions of or initiated by the Company or a group company *(groepsmaatschappij)* thereof against the Indemnified Person and (recourse) claims by the Company itself or a group company *(groepsmaatschappij)* thereof for payments of claims by third parties if the Indemnified Person will be held personally liable therefore.

23.2 The Indemnified Person will not be indemnified with respect to Claims in so far as they relate to the gaining in fact of personal profits, advantages or remuneration to which he was not legally entitled, or if the Indemnified Person has been adjudged to be liable for wilful misconduct *(opzet)* or intentional recklessness *(bewuste roekeloosheid)*.

23.3 The Company will provide for and bear the cost of adequate insurance covering Claims against sitting and former Directors (**D&O insurance**), unless such insurance cannot be obtained at reasonable terms.

23.4 Any expenses (including reasonable attorneys' fees and litigation costs) (collectively, **Expenses**) incurred by the Indemnified Person in connection with any Legal Action will be settled or reimbursed by the Company, but only upon receipt of a written undertaking by that Indemnified Person that he will repay such Expenses if a competent court in an irrevocable judgment has determined that he is not entitled to be indemnified. Expenses will be deemed to include any tax liability which the Indemnified Person may be subject to as a result of his indemnification.

23.5 Also in case of a Legal Action against the Indemnified Person by the Company itself or its group companies *(groepsmaatschappijen)*, the Company will settle or reimburse to the Indemnified Person his reasonable attorneys' fees and litigation costs, but only upon receipt of a written undertaking by that Indemnified Person that he will repay such fees and costs if a competent court in an irrevocable judgment has resolved the Legal Action in favour of the Company or the relevant group company *(groepsmaatschappij)* rather than the Indemnified Person.

23.6 The Indemnified Person may not admit any personal financial liability vis-à-vis third parties, nor enter into any settlement agreement, without the Company's prior written authorisation. The Company and the Indemnified Person will use all reasonable endeavours to cooperate with a view to agreeing on the defence of any Claims, but in the event that the Company and the Indemnified Person fail to reach such agreement, the Indemnified Person will comply with all directions given by the Company in its sole discretion, in order to be entitled to the indemnity contemplated by this Article 23.

23.7 The indemnity contemplated by this Article 23 does not apply to the extent Claims and Expenses are reimbursed by insurers.

23.8 This Article 23 can be amended without the consent of the Indemnified Persons as such. However, the provisions set forth herein nevertheless continues to apply to Claims and/or Expenses incurred in relation to the acts or omissions by the Indemnified Person during the periods in which this clause was in effect.

CHAPTER 5. ANNUAL ACCOUNTS; PROFITS AND DISTRIBUTIONS.

Article 24. Financial Year and Annual Accounts.

24.1 The Company's financial year runs from the first day of April until the thirty-first day of March in the following calendar year.

24.2 Annually the Board must prepare annual accounts and deposit the same for inspection by the Shareholders and other persons entitled to attend the General Meeting of Shareholders at the Company's registered office within the timeframe set by the applicable law. Within the same period, the Board must also deposit the board report for inspection by the Shareholders and other persons entitled to attend the General Meeting of Shareholders.

24.3 The annual accounts must be signed by the Directors. If the signature of one or more of them is missing, this will be stated and reasons for this omission will be given.

24.4 The Company must ensure that the annual accounts, the board report, and the information to be added by virtue of the law are kept at its office as of the day on which notice of the annual General Meeting of Shareholders is given. Shareholders and other persons entitled to attend the General Meeting of Shareholders may inspect the documents at that place and obtain a copy free of charge.

24.5 The annual accounts, the board report and the information to be added by virtue of the law are furthermore subject to the provisions of Book 2, Title 9, of the Dutch Civil Code.

24.6 The language of the annual accounts and the board report will be English.

Article 25. External Auditor.

25.1 The General Meeting of Shareholders will commission an organization in which certified public accountants cooperate, as referred to in section 2:393 subsection 1 of the Dutch Civil Code (an **External Auditor**) to examine the annual accounts drawn up by the Board in accordance with the provisions of section 2:393 subsection 3 of the Dutch Civil Code. If the General Meeting of Shareholders fails to commission the External Auditor, the commission will be made by the Board.

25.2 The External Auditor is entitled to inspect all of the Company's books and documents and is prohibited from divulging anything shown or communicated to it regarding the Company's affairs except insofar as required to fulfil its mandate. Its fee is chargeable to the Company.

25.3 The External Auditor will present a report on its examination to the Board. In this it will address at a minimum its findings concerning the reliability and continuity of the automated data processing system.

25.4 The External Auditor will report on the results of its examination, in an auditor's statement, regarding the accuracy of the annual accounts.

25.5 The annual accounts cannot be adopted if the General Meeting has not been able to review the auditor's statement from the External Auditor, which statement must have been added to the annual accounts, unless the information to be added to the annual accounts states a legal reason why the statement has not been provided.

Article 26. Adoption of the Annual Accounts and Release from Liability.

26.1 The annual accounts will be submitted to the General Meeting for adoption.

26.2 At the General Meeting of Shareholders at which it is resolved to adopt the annual accounts, it will be separately proposed that the Directors be released from liability for their respective duties, insofar as the exercise of such duties is reflected in the annual accounts or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts.

Article 27. Reserves, Profits and Distributions.

27.1 The Board may decide that the profits realised during a financial year are fully or partially appropriated to increase and/or form reserves.

27.2 The profits remaining after application of Articles 27.1 will be put at the disposal of the General Meeting for the benefit of the holders of Shares. The Board will make a proposal for that purpose. A proposal to pay a dividend to holders of Shares will be dealt with as a separate agenda item at the General Meeting of Shareholders.

27.3 Distributions from the Company's distributable reserves are made pursuant to a resolution of the Board and will not require a resolution from the General Meeting.

27.4 Provided it appears from an unaudited interim statement of assets signed by the Board that the requirement mentioned in Article 27.9 concerning the position of the Company's assets has been fulfilled, the Board may make one or more interim distributions to the holders of Shares.

27.5 The Board may decide that a distribution on Shares will not take place as a cash payment but as a payment in Shares, or decide that holders of Shares will have the option to receive a distribution as a cash payment and/or as a payment in Shares, out of the profit and/or at the expense of reserves, provided that the Board is designated by the General Meeting pursuant to Article 6.2. The Board shall determine the conditions applicable to the aforementioned choices.

27.6 The Company's policy on reserves and dividends shall be determined and can be amended by the Board. The adoption and thereafter each amendment of the policy on reserves and dividends shall be discussed and accounted for at the General Meeting of Shareholders under a separate agenda item.

27.7 No payments will be made on treasury Shares and treasury Shares shall not be counted when calculating allocation and entitlements to distributions.

27.8 Distributions may be made only insofar as the Company's equity exceeds the amount of the issued capital, increased by the reserves which must be kept by virtue of the law or these Articles of Association.

27.9 All distributions will be made to the holders of Shares in proportion to the aggregate number of the Shares held by each of them.

Article 28. Payment of and Entitlement to Distributions.

28.1 Dividends and other distributions will be made payable pursuant to a resolution of the Board within four weeks after adoption, unless the Board sets another date for payment.

28.2 A claim of a Shareholder for payment of a distribution shall be barred after five years have elapsed after the day of payment.

CHAPTER 6. THE GENERAL MEETING.

Article 29. Annual and Extraordinary General Meetings of Shareholders.

29.1 Each year, though not later than in the month of September, a General Meeting of Shareholders will be held.

29.2 The agenda of such meeting will include the following subjects for discussion or voting:

- (a) discussion of the board report;
- (b) discussion and adoption of the annual accounts;
- (c) dividend proposal (if applicable);
- (d) appointment of Directors;
- (e) appointment of an External Auditor;
- (f) other subjects presented for discussion or voting by the Board and announced with due observance of the provisions of these Articles of Association, as for instance (i) release of Directors from liability; (ii) discussion of the policy on reserves and dividends; (iii) designation of the Board as authorised to issue Shares; and/or (iv) authorisation of the Board to make the Company acquire own Shares.

29.3 Other General Meetings of Shareholders will be held whenever the Board deems such to be necessary, without prejudice to the provisions of Sections 2:108a, 2:110, 2:111 and 2:112 of the Dutch Civil Code.

Article 30. Notice and Agenda of Meetings.

30.1 Notice of General Meetings of Shareholders will be given by the Board.

30.2 Notice of the meeting must be given with due observance of the statutory notice period.

30.3 The notice of the meeting will state:

- (a) the subjects to be dealt with;
- (b) venue and time of the meeting;
- (c) the requirements for admittance to the meeting as described in Articles 34.2 and 34.3, as well as the information referred to in Article 35.3 (if applicable); and

(d) the address of the Company's website,

and such other information as may be required by law.

30.4 Further communications which must be made to the General Meeting pursuant to the law or these Articles of Association can be made by including such communications either in the notice, or in a document which is deposited at the Company's office for inspection, provided a reference thereto is made in the notice itself.

30.5 Shareholders and/or other persons entitled to attend the General Meeting of Shareholders, who, alone or jointly, meet the requirements set forth in section 2:114a subsection 2 of the Dutch Civil Code will have the right to request the Board to place items on the agenda of the General Meeting of Shareholders, provided the reasons for the request must be stated therein and the request must be received by the Chairman or the Chief Executive Officer in writing at least sixty (60) days before the date of the General Meeting of Shareholders.

30.6 The notice will be given in the manner stated in Article 36.

Article 31. Venue of Meetings.

General Meetings of Shareholders can be held in Amsterdam or Haarlemmermeer (including Schiphol Airport), at the choice of those who call the meeting.

Article 32. Chairman of the Meeting.

32.1 The General Meetings of Shareholders will be chaired by the chairman of the Board or his replacement. However, the Board may also appoint another person to chair the meeting. The chairman of the meeting will have all the powers he may deem required to ensure the proper and orderly functioning of the General Meeting of Shareholders.

32.2 If the chairmanship of the meeting is not provided for in accordance with Article 32.1, the meeting will itself elect a chairman, provided that so long as such election has not taken place, the chairmanship will be held by a Board member designated for that purpose by the Directors present at the meeting.

Article 33. Minutes.

33.1 Minutes will be kept of the proceedings at the General Meeting of Shareholders by, or under supervision of, the company secretary, which will be adopted by the chairman of the meeting and the secretary and will be signed by them as evidence thereof.

33.2 However, the chairman of the meeting may determine that notarial minutes will be prepared of the proceedings of the meeting. In that case the co-signature of the chairman will be sufficient.

Article 34. Rights at Meetings and Admittance.

34.1 Each Shareholder and each other person entitled to attend the General Meeting of Shareholders is authorised to attend, to speak at, and to the extent applicable, to exercise his voting rights in the General Meeting of Shareholders. They may be represented by a proxy holder authorised in writing.

34.2 For each General Meeting of Shareholders a statutory record date will be applied, in order to determine in which persons voting rights are vested and which persons are entitled to attend the General Meeting of Shareholders. The record date is the twenty-eighth day before the relevant General Meeting of Shareholders. The manner in which persons entitled to attend the General Meeting of Shareholders can register and exercise their rights will be set out in the notice convening the meeting.

34.3 A person entitled to attend the General Meeting of Shareholders or his proxy will only be admitted to the meeting if he has notified the Company of his intention to attend the meeting in writing at the address and by the date specified in the notice of meeting. The proxy is also required to produce written evidence of his mandate.

34.4 The Board is authorised to determine that the voting rights and the right to attend the General Meeting of Shareholders can be exercised by using an electronic means of communication. If so decided, it will be required that each person entitled to attend the General Meeting of Shareholders, or his proxy holder, can be identified through the electronic means of communication, follow the discussions in the meeting and, to the extent applicable, exercise the voting right. The Board may also determine that the electronic means of communication used must allow each person entitled to attend the General Meeting of Shareholders or his proxy holder to participate in the discussions.

34.5 The Board may determine further conditions to the use of electronic means of communication as referred to in Article 34.4, provided such conditions are reasonable and necessary for the identification of persons entitled to attend the General Meeting of Shareholders and the reliability and safety of the communication. Such further conditions will be set out in the notice of the meeting. The foregoing does, however, not restrict the authority of the chairman of the meeting to take such action as he deems fit in the interest of the meeting being conducted in an orderly fashion. Any non or malfunctioning of the means of electronic communication used is at the risk of the persons entitled to attend the General Meeting of Shareholders using the same.

34.6 The company secretary will arrange for the keeping of an attendance list in respect of each General Meeting of Shareholders. The attendance list will contain in respect of each person with voting rights present or represented: his name, the number of votes that can be exercised by him and, if applicable, the name of his representative. The attendance list will furthermore contain the aforementioned information in respect of persons with voting rights who participate in the meeting in accordance with Article 34.4 or which have cast their votes in the manner referred to in Article 35.3. The chairman of the meeting can decide that also the name and other information about other people present will be recorded in the attendance list. The Company is authorised to apply such verification procedures as it reasonably deems necessary to establish the identity of the persons entitled to attend the General Meeting of Shareholders and, where applicable, the identity and authority of representatives.

34.7 The Directors will have the right to attend the General Meeting of Shareholders in person and to address the meeting. They will have the right to give advice in the meeting. Also, the external auditor of the Company is authorised to attend and address the General Meetings of Shareholders.

34.8 The chairman of the meeting will decide upon the admittance to the meeting of persons other than those aforementioned in this Article 34.

34.9 The official language of the General Meetings of Shareholders will be English.

Article 35. Voting Rights and Adoption of Resolutions.

35.1 Each Share confers the right to cast one vote.

35.2 At the General Meeting of Shareholders, all resolutions must be adopted by an absolute majority of the votes validly cast, except in those cases in which the law or these Articles of Association require a greater majority. If there is a tie in voting, the proposal will thus be rejected.

35.3 The Board may determine that votes cast prior to the General Meeting of Shareholders by electronic means of communication or by mail, are equated with votes cast at the time of the

General Meeting. Such votes may not be cast before the record date referred to in Article 34.2. Without prejudice to the provisions of Article 34 the notice convening the General Meeting of Shareholders must state how Shareholders may exercise their rights prior to the meeting.

35.4 Blank and invalid votes will be regarded as not having been cast.

35.5 The chairman of the meeting will decide whether and to what extent votes are taken orally, in writing, electronically or by acclamation.

35.6 When determining how many votes are cast by Shareholders, how many Shareholders are present or represented, or what portion of the Company's issued capital is represented, no account will be taken of Shares for which no votes can be cast by law.

Article 36. Notices and Announcements.

36.1 Notice of General Meetings of Shareholders will be given in accordance with the requirements of law and the requirements of regulation applicable to the Company pursuant to the listing of its Shares on the relevant stock exchange in a country.

36.2 The Board may determine that Shareholders and other persons entitled to attend the General Meeting of Shareholders will be given notice of meetings exclusively by announcement on the website of the Company and/or through other means of electronic public announcement, to the extent in accordance with Article 36.1.

36.3 The foregoing provisions of this Article 36 apply by analogy to other announcements, notices and notifications to Shareholders and other persons entitled to attend the General Meeting of Shareholders.

CHAPTER 7. MISCELLANEOUS.

Article 37. Applicable Law; Dispute Resolution.

37.1 The internal organisation of the Company and all matters related therewith are governed by the laws of the Netherlands. This includes (i) the validity, nullity and legal consequences of the resolutions of the bodies of the Company; and (ii) the rights and obligations of the Shareholders and Directors as such.

37.2 To the extent permitted by law, the courts of the Netherlands have jurisdiction in matters as referred to in Article 37.1, including disputes between the Company and its Shareholders and Directors as such.

37.3 The provisions of this Article 37 with respect to Shareholders and Directors also apply with respect to persons which hold or have held rights towards the Company to acquire Shares, former Shareholders, persons which hold or have held the right to attend the General Meeting of Shareholders other than as a Shareholder, former Directors and other persons holding or having held any position pursuant to an appointment or designation made in accordance with these Articles of Association.

Article 38. Amendment of Articles of Association.

38.1 The General Meeting may pass a resolution to amend the Articles of Association with an absolute majority of the votes cast, but only on a proposal of the Board. Any such proposal must be stated in the notice of the General Meeting of Shareholders.

38.2 In the event of a proposal to the General Meeting of Shareholders to amend the Articles of Association, a copy of such proposal containing the verbatim text of the proposed amendment will be deposited at the Company's office, for inspection by Shareholders and other persons entitled to attend the General Meeting of Shareholders, until the end of the meeting. Furthermore, a copy of the proposal will be made available free of charge to Shareholders and other persons entitled to attend the General Meeting of Shareholders from the day it was deposited until the day of the meeting.

Article 39. Dissolution and Liquidation.

39.1 The Company may be dissolved pursuant to a resolution to that effect by the General Meeting. The provision of Article 38.1 applies by analogy. When a proposal to dissolve the Company is to be made to the General Meeting, this must be stated in the notice convening the General Meeting.

39.2 In the event of the dissolution of the Company by resolution of the General Meeting, the Directors will be charged with effecting the liquidation of the Company's affairs without prejudice to the provisions of section 2:23 subsection 2 of the Dutch Civil Code.

39.3 During liquidation, the provisions of these Articles of Association will remain in force to the extent possible.

39.4 The balance remaining after payment of the debts of the dissolved Company will be transferred to the holders of Shares in proportion to the aggregate number of the Shares held by each of them.

39.5 After liquidation, the Company's books and documents shall remain in the possession of the person designated for this purpose by the liquidators of the Company for the period prescribed by law.

39.6 The liquidation is otherwise subject to the provisions of Title 1, Book 2 of the Dutch Civil Code.

Article 40. Transitional provisions regarding Proposed Reorganisation prior to Listing.

40.1 In the event that the inclusion of Shares in the Book Entry System of Euronext Growth Oslo (a **Listing**) is approved by the Board and the General Meeting, the Board shall send a notice in writing to all Shareholders (the **Implementation Notice**) that it intends to propose that the Company will become the new parent of CNG Fuels Limited, a private company limited by shares under the laws of England and Wales, having its registered address at 250 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, United Kingdom, RG41 5TP, and registered with the Companies House Register under number 09274291, in the event of a contemplated Listing, whereby the Company shall have a single class of shares and rights typical of shares in listed companies on Euronext Growth Oslo (the **Proposed Reorganisation**). Upon receipt of the Implementation Notice, all Shareholders shall: (i) consent to, vote for, raise no objections to and waive any applicable rights in connection with the Proposed Reorganisation; (ii) notwithstanding any restrictions on transfers of Shares or other restrictions or approvals set out in these Articles of Association, take all necessary actions to tender their Shares required to effect the Proposed Reorganisation (the **Reorganisation Actions**).

40.2 The Shareholders shall be required to take all Reorganisation Actions with respect to the Proposed Reorganisation as are necessary and required by the Board to facilitate the Proposed Reorganisation, provided that nothing in this Article 40 shall require any Shareholder to take any unlawful action.

40.3 As security for the obligations under this Article 40, it is deemed that each Shareholder has irrevocably appointed, jointly and severally, the Company as his duly appointed agent and attorney (with the power to appoint any Director as a substitute, and to delegate to that substitute all or any powers hereby conferred, other than this power of substitution, as if he had been originally appointed by this power of attorney) to do such things in his name (including, without limitation, the completion, execution and delivery of a share exchange agreement and/or stock transfer form) as may be required or reasonably considered by the agent or attorney to be desirable to effect any transfer of Shares held by that holder required pursuant to this article 40 or generally in connection with the Listing and the Proposed Reorganisation.

40.4 This article 40 shall cease to have effect upon the completion of a Listing.

Appendix B – CNGF Audited Financial Statements

Company Registration No. 09274291 (England and Wales)

CNG FUELS LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

CNG FUELS LTD

COMPANY INFORMATION

Directors	Mr T J Baldwin Mr C M Barter Mr P E Fjeld Mr B J Gowrie-Smith Mr S P Kingsbury
Company number	09274291
Registered office	250 Wharfedale Road Winnersh Triangle Wokingham Berkshire RG41 5TP
Auditor	Deloitte LLP, Statutory Auditor 2 New Street Square London EC4A 3BZ

CNG FUELS LTD

CONTENTS

CNG FUELS LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2021

The Directors present the strategic report for CNG Fuels Ltd (the “Company”) and together with its subsidiaries (the “Group”) for the year ended 31 March 2021.

Principal activities, review of the business and future developments
The principal activity of the Company and Group continues to be that of the construction, development and operation of compressed natural gas (Bio-CNG) fuelling stations in the UK. The directors considered the results for the year and the financial position at the year-end satisfactory. The Directors do not anticipate any changes in the Company’s and Group’s principal activity going forward.

The Group caters predominantly to the high mileage Heavy Goods Vehicle (HGV) segment, where customers run regular operating cycles with predictable refuelling patterns. The business charges a fixed margin to customers on volumes of Bio-CNG dispensed and passes through the cost directly of the fluctuating wholesale natural gas price and prevailing fuel duty rates determined by HMRC.

The Group mass balances renewable biomethane from only waste feedstocks through the natural gas pipeline grid to match the quantities of Bio-CNG dispensed to provide customers with a 100% renewable and sustainable low carbon fuel for their vehicles.

The Group completed the development of a CNG station in Erdington during the period and commenced the development of a station in Newark as well as its first CNG station in Scotland, located in Eurocentral industrial estate at Bellshill. During the year it continued work on its partially developed site in Saturn Park, Knowsley and commenced trailer based refuelling operations for customers on site. The Company made capital contributions of £157,178 to the Knowsley project via its former subsidiary undertaking, CNG Station Holdings Limited, which acts as a financing and management intermediary for that development, prior to its disposal by the Group.

During the period, the business completed a significant financing transaction with Foresight Investment Group, for a funding commitment of £80m into a new company, CNG Foresight Limited. This associate investment of the Group now owns all of the previously developed CNG stations and provides for a commitment by Foresight to spend the remaining funding on the development of future CNG stations exclusively under the new company. During the year, as well as developing and operating CNG stations that the Group owns directly, CNG Fuels has developed its fourth CNG Station for EIS companies managed by the Ingenious Group, for service fees and a right of first refusal to acquire those stations at a later date. CNG Fuels has previously provided its development and operational services to these EIS funded SPVs, to develop sites operated under the CNG Fuels brand for CNG Fuels contracted customers. CNG Fuels will provide similar development and operational services to the CNG Foresight group for service fees in addition to its ownership stake in the company.

The £80m commitment is funded via shareholder loans from Foresight Investment Group into CNG Foresight. On signing of the funding commitment, CNG Fuels acquired three EIS companies managed by the Ingenious Group, which held three CNG Stations previously developed and operated by CNG Fuels. These three CNG Stations were then subsequently acquired by CNG Foresight from the CNG Fuels Group. CNG Foresight also directly acquired from CNG Fuels, an SPV holding one further fully developed CNG station and another under construction during the year.

In the prior year, the Group added to its board of directors an independent Chairman, Shaun Kingsbury, the former CEO of the Green Investment Bank to strengthen its governance and decision-making capability.

The profit for the financial year amounted to £2,447,501 (2020: loss of £1,881,656, as restated) as shown on the Group statement of comprehensive income on page 11 and the net assets of the Group amounted to £4,455,513 (2020: £291,883, as restated) as shown on the Group statement of financial position on page 12.

CNG FUELS LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

Financial risk management

The key business risks and uncertainties affecting the business relate to liquidity, credit and capital risk. These risks are outlined in the notes to the accounts, whilst other risks to the business are detailed in this report.

Covid-19

The year has been impacted both positively and negatively by the ongoing global pandemic Covid-19. The business has been negatively impacted by new station planning approvals and the construction of new stations, which have been slowed down by lockdowns and the requirements to work from home for planners, surveyors and contractors. However, due to the need for increased online shopping, both supermarket and parcel delivery customers, making up a large portion of our customer portfolio, have been extremely busy during the period requiring correspondingly more haulage activity and fuel demand.

Significant incident or failure at a station

The business supplies compressed natural gas to vehicles that run solely on that fuel, so the loss of availability of supply for customers could materially dent the confidence and slow uptake of the fuel as an alternative to diesel.

Loss of Key Employees

The business has developed an end-to-end solution for the origination, development and operation of its refuelling stations, and due to their unique nature has critical know-how dispersed through the growing workforce.

Biomethane supply materially impaired

Customers principally adopt compressed biomethane as a fuel for their carbon-saving credentials. The Company has supplied 100% of its Bio-CNG as RTFO-approved biomethane since September 2016, but any systematic impairment to the supply from sources or countries would affect the carbon saving credentials to an extent.

Ongoing Funding Risk

The business is rolling out a rapidly expanding network of Bio-CNG stations to meet growing customer demand, and the continued growth of the network is central to the customer adoption thesis. The sites are capital intensive to develop and therefore the business needs access to reliable and regular sources of funds to continue to develop the stations at an increasing rate.

CNG Fuels is in the process of expanding its funding commitment from existing providers with acceptable terms agreed, including the provision of a £2m working capital loan to cover the costs of business expansion activities.

Competition Risk

The business faces competition from diesel and other mass adoptable alternative fuels that it does not supply including Liquified Natural Gas (LNG) and HVO. These fuels have their own unique characteristics which make them attractive as alternatives, however, on balance, the business feels that market interest is trending towards Bio-CNG as the preferred fuel for the transition towards zero carbon transport.

Policy Risk

The business is supported by two principal government-implemented policies and frameworks, the Renewable Transport Fuel Obligation (RTFO) and the reduction in fuel duty on natural gas compared with diesel.

The RTFO framework is viewed as a robust piece of low carbon transport legislation with no end date and increasing obligations to supply renewable fuels continuing to increase until 2032. The business can generate Renewable Transport Fuel Certificates by supplying RTFO-approved biomethane. These, in turn, enable it to purchase growing supplies of biomethane to meet customer needs.

HMRC implemented fuel duty differential was extended in 2019 until 2032 at 24.7p/kg against 57.5p/litre of diesel, roughly a two-thirds saving of duty on an energy equivalent basis, and this differential is a direct benefit to customers to enable them to have reasonable payback period on the additional capital expenditure of buying vehicles that are more expensive to purchase than diesel equivalents.

CNG FUELS LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

Technology Risk
Biomethane uptake as an alternative to diesel relies on continued support from the original equipment manufacturers' (OEM) development of CNG heavy goods vehicles (HGVs) suitable for our customers' needs. CNG vehicles are currently produced for UK use in multiple models by two OEMs, Scania and Iveco.

Alternative fuels such as hydrogen and electrically powered vehicles are not yet ready for early adoption due to availability and cost of the vehicles and fuel supply constraints, and therefore the business does not view the adoption of these vehicles as direct competition to the uptake of CNG vehicles running on biomethane for the foreseeable future.

Sustained dislocation in input or product prices
Customers in the haulage industry are sensitive to the cost of fuel in their supply chains, so the price at which biomethane can be supplied to its HGV fleets is important to be competitive with diesel as an alternative. Sustained high gas prices, a high electricity price to compress the gas, or a low or negative gas to diesel price spread could impair the speed of uptake of the vehicles, although with adoption underway and commercial benefits to running a low carbon fleet there would likely continue to be a trend towards biomethane as the only mass adoptable alternative to diesel currently market ready.

Key performance indicators
Key Performance Indicators (KPIs) help the board assess performance against Group priorities set out during the year.

- **Volumes**: The Group grew volumes dispensed at the operating stations by 95% through the period, an increase that reflected both additional numbers of customers as well as existing customers replacing larger numbers of diesel tractor units with CNG tractor units within their annual replacement cycles.
- **Employees:** During the year the Group increased the average number of employees from 12 to 22, adding functions such as a transport manager, site construction managers and site operations engineers, land origination and financial management.
- **Station pipeline:** The Group increased its land origination ability and increased the station pipeline for future development from less than ten active investigations to more than thirty being considered and under negotiation.
- **Biomethane secured:** The business supplied 100% RTFO-approved renewable biomethane from waste feedstocks to its customers every quarter of the year, meaning no fossil natural gas was supplied at all into customers' vehicles providing them with the maximum reportable carbon savings available for the vehicles.
- **UK capacity and coverage:** The Group opened two stations during the year increasing its refuelling capacity for high mileage HGVs from 1300 to around 2000, against a total market size of around 130,000 vehicles in the segment.

Future developments
The Group has four stations in near-term development with those sites having received planning consent or submitted planning applications. In addition, interest in trialling the fuel by potential customers is increasing at a rapid rate, and the order book in the near term for these trials is full.

Approved by the board and signed on its behalf by:

DocuSigned by:
Baden Gowrie-Smith
D38EF9BB166F44A...
Mr B J Gowrie-Smith
Director

31/8/2022 | 10:00 PDT
Date: ....

CNG FUELS LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2021

The directors present their annual report and financial statements for the year ended 31 March 2021.

Principal activities
The principal activity of the group continued to be that of the construction, development and operation of compressed natural gas fuelling stations in the UK.

Results and dividends
The results for the year are set out on page 11.

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

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

Mr T J Baldwin
Mr C M Barter
Mr P E Fjeld
Mr B J Gowrie-Smith
Mr S P Kingsbury

Directors' insurance
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. This was in force throughout the financial period and still in force at the time of approving the financial statements.

Post reporting date events
After the reporting period, but prior to the date of signing this report, the following post reporting date events arose:

- The Group disposed of 2 subsidiaries, CNG Castleford Limited and CNG Avonmouth North Limited, for consideration of £300,000 each to CNG Foresight Limited.
- The Group signed an agreement to dispose of subsidiary CNG Corby Limited, for consideration of £600,000, to CNG Foresight Limited.
- The Group incorporated a number of new subsidiaries, including CNG Newton Aycliffe Limited, which was subsequently disposed of to CNG Foresight Limited, for consideration of £300,000.
- Fair value adjustments were made to a receivable relating to deferred consideration due to the Group, in relation to its disposal of CNG Station Holdings Limited. This reduction has resulted in fair value loss adjustments post reporting date to the value of £813,000.

More detail on these post reporting date events is given in the notes to the financial statements (note 36).

Future developments
Please refer to the Group's strategic report for information around the future developments of the Group.

Auditor
Deloitte LLP, Statutory Auditor were appointed as auditor and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of disclosure to auditor

Each director in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

Going concern

The business is rolling out a rapidly expanding network of Bio-CNG stations to meet growing customer demand. The sites are capital intensive to develop and therefore the business needs access to reliable and regular sources of funds to continue to develop the stations at an increasing rate. The business is in the process of expanding its funding commitment from current related parties to secure a working capital loan in the near term to support the expansion of the business. Based on a review of post year-end funding and the latest cash flow forecasts available, the directors have at the time of approving the financial statements, a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future, being at least the next 12 months from the date which these financial statements are signed. Accordingly, the going concern basis has been adopted in the presentation of these financial statements.

The directors have also considered the emerging conflict in Ukraine in their assessment of the Group's ability to continue in operational existence. Although this conflict has driven the market price of the wholesale gas up, post reporting date sales volumes continue to grow and in the short term the directors do not believe the conflict is directly or indirectly causing material impact to the Group's ability continue as a going concern.

The directors have assessed the increased inflation environment that the business is operating in post year-end. This has led to inflation across the business in energy prices and some critical equipment manufactured for both new stations and the maintenance of existing ones. Price increases are being monitored and will affect margins for the business and customers' ability to purchase fuel at higher prices and buy new vehicles to some extent as the economic outlook for the country remains unclear. The business does not have significant direct exposure to interest rate increases by the Bank of England to mitigate the high inflation.

Approved by the board and signed on its behalf by:

DocuSigned by:

Baden Gowrie-Smith

.............D38EF9BB166F44A...

Mr B J Gowrie-Smith

Director

31/8/2022 | 10:00 PDT

Date: ....

CNG FUELS LTD

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2021

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 group and parent company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, International Accounting Standard 1 requires that directors:
- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CNG FUELS LTD

Opinion

In our opinion:

- the financial statements of CNG Fuels Limited (the ‘parent company’) and its subsidiaries (the ‘group’) give a true and fair view of the state of the group’s and of the parent company’s affairs as at 31 March 2021 and of the group’s profit for the year then ended;
- the group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB);
- the parent company financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the group statement of comprehensive income;
- the group and company statement of financial position;
- the group and company statements of changes in equity;
- the group and company statement of cash flows; and
- the related notes 1 to 57.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent 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 group’s and parent 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.

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 directors' responsibilities statement, 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 group's and the parent 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 group or the parent 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. 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 group's industry and its control environment, and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the group 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, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

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 it are described below:

- Revenue recognition. Our procedures included:
  – Obtaining an understanding of the relevant controls over key controls in relation to revenue recognition and testing key controls;
  – Reviewing and assessing the commercial arrangements, to determine the correct point of revenue recognition for different agreements with customers; and
  – For a sample of revenue recognised we have determined if revenue was appropriately recognised by agreement to appropriate supporting information.

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 in-house 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 reviewing correspondence with HMRC.

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 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 group and of the parent company and their 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

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.

DocuSigned by:

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William Brooks FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

Date: 31/8/2022 | 18:21 BST

CNG FUELS LTD

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 £	2020 as restated £
Revenue	4	26,593,212	19,099,494
Cost of sales		(24,292,586)	(17,898,348)
Gross profit		2,300,626	1,201,146
Other operating income		22,585	225,514
Administrative expenses		(7,941,477)	(3,272,750)
Operating loss	5	(5,618,266)	(1,846,090)
Share of results of associates and joint ventures		126,036	-
Investment revenues	9	59	236
Finance costs	10	(464,989)	(230,771)
Other gains and losses	11	8,403,731	-
Profit/(loss) before taxation		2,446,571	(2,076,625)
Income tax income	12	930	194,969
Profit/(loss) and total comprehensive income for the year		2,447,501	(1,881,656)

Profit for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

CNG FUELS LTD

GROUP STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2021

	Notes	2021 £	2020 as restated £	as at 1 April 2019 as restated £
Non-current assets				
Property, plant and equipment	**13**	2,001,782	3,298,765	2,259,047
Investments	**14**	2,230,516	336	-
		4,232,298	3,299,101	2,259,047
Current assets				
Inventories	**18**	-	7,042	-
Trade and other receivables	**19**	9,564,623	4,237,614	1,445,960
Current tax recoverable		202,177	202,177	-
Cash and cash equivalents		3,265,589	1,853,312	2,190,282
		13,032,389	6,300,145	3,636,242
Current liabilities				
Trade and other payables	**22**	10,406,214	4,393,663	3,339,227
Borrowings	**21**	-	617,340	-
Lease liabilities	**24**	429,526	349,051	120,325
Derivative financial instruments	**26**	28,110	-	-
		10,863,850	5,360,054	3,459,552
Net current assets		2,168,539	940,091	176,690
Non-current liabilities				
Trade and other payables	**22**	165,610	-	-
Borrowings	**21**	400,000	1,589,003	1,063,794
Lease liabilities	**24**	1,291,986	2,023,643	738,500
Deferred tax liabilities	**27**	930	164,205	156,997
Long term provisions	**28**	86,798	170,458	168,023
		1,945,324	3,947,309	2,127,314
Net assets		4,455,513	291,883	308,423
Equity				
Called up share capital	**31**	7,175	6,894	6,562
Share premium account	**32**	5,423,060	3,922,247	2,152,943
Share based payment reserve		534,468	319,433	223,953
Retained earnings		(1,509,190)	(3,956,691)	(2,075,035)
Total equity		4,455,513	291,883	308,423

CNG FUELS LTD

GROUP STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 MARCH 2021

31/8/2022 | 10:00 PDT

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

DocuSigned by:

Baden Gowrie-Smith

D38EF9BB166F44A...

Mr B J Gowrie-Smith

Director

CNG FUELS LTD

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	Share capital £	Share premium account £	Other reserves £	Share based payment reserve £	Retained earnings £	Total £
Balance at 1 April 2019		6,562	2,152,943	1,466,317	-	(1,669,030)	1,956,792
Effect of prior year adjustments		-	-	(1,466,317)	223,953	(406,005)	(1,648,369)
As restated		6,562	2,152,943	-	223,953	(2,075,035)	308,423
Year ended 31 March 2020 (as restated)							
Loss and total comprehensive loss for the year		-	-	-	-	(1,881,656)	(1,881,656)
Issue of share capital	**31**	332	1,769,304	-	-	-	1,769,636
Equity settled share based payments	**30**	-	-	-	95,480	-	95,480
Balance at 31 March 2020 (as restated)		6,894	3,922,247	-	319,433	(3,956,691)	291,883
Year ended 31 March 2021:							
Profit and total comprehensive income for the year		-	-	-	-	2,447,501	2,447,501
Issue of share capital	**31**	281	1,499,742	-	-	-	1,500,023
Equity settled share based payments	**30**	-	-	-	215,035	-	215,035
Adjustment to share premium account	**32**	-	1,071	-	-	-	1,071
Balance at 31 March 2021		7,175	5,423,060	-	534,468	(1,509,190)	4,455,513

CNG FUELS LTD

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2021

		2021		2020 as restated	
	Notes	**£**	**£**	**£**	**£**
Cash flows from operating activities					
Cash generated from/(absorbed by) operations	**39**		4,121,328		(1,071,070)
Interest paid			(462,953)		(228,336)
Net cash inflow/(outflow) from operating activities			3,658,375		(1,299,406)
Investing activities					
Purchase of property, plant and equipment		(3,005,430)		(100,000)	
Proceeds on disposal of property, plant and equipment		21,000		-	
Cash acquired on purchase of subsidiaries		953,911		-	
Cash outflow on disposal of subsidiaries		(869,222)		-	
Purchase of associates		(1,773,534)		(336)	
Interest received		59		236	
Net cash used in investing activities			(4,673,216)		(100,100)
Financing activities					
Proceeds from issue of shares		1,501,094		303,319	
Proceeds from borrowings		1,663,290		1,190,097	
Repayment of borrowings		(207,619)		(150,508)	
Payment of lease liabilities		(529,642)		(280,377)	
Net cash generated from financing activities			2,427,123		1,062,531
Net increase/(decrease) in cash and cash equivalents			1,412,282		(336,975)
Cash and cash equivalents at beginning of year			1,853,307		2,190,282
Cash and cash equivalents at end of year			3,265,589		1,853,307
Relating to:					
Bank balances and short term deposits			3,265,589		1,853,312
Bank overdrafts			-		(5)

1 Accounting policies

Company information

CNG Fuels Ltd is a private company limited by shares and incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered office is 250 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TP. The Group's principal activities and nature of its operations are disclosed in the directors' report.

The Group consists of CNG Fuels Ltd and all of its subsidiaries, which are listed in note 15 of the financial statements.

1.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the United Kingdom and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

This is the first year the financial statements have been prepared under IFRS, and more information about transitional adjustments can be seen in note 40 of the notes to the Group financial statements.

The financial statements are prepared in sterling, which is the functional currency of the group. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments held at fair value. The principal accounting policies adopted are set out below.

1.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company CNG Fuels Ltd together with all entities controlled by the parent company (its subsidiaries) and the group’s share of its interests in joint ventures and associates.

All financial statements are made up to 31 March 2021. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group’s financial statements from the date that control commences until the date that control ceases.

1 Accounting policies **(Continued)**

1.4 Going concern

The business is rolling out a rapidly expanding network of Bio-CNG stations to meet growing customer demand. The sites are capital intensive to develop and therefore the business needs access to reliable and regular sources of funds to continue to develop the stations at an increasing rate. The business is in the process of expanding its funding commitment from current related parties to secure a working capital loan in the near term to support the expansion of the business. Based on a review of post year-end funding and the latest cash flow forecasts available, the directors have at the time of approving the financial statements, a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future, being at least the next 12 months from the date which these financial statements are signed. Accordingly, the going concern basis has been adopted in the presentation of these financial statements.

The directors have also considered the emerging conflict in Ukraine in their assessment of the Group’s ability to continue in operational existence. Although this conflict has driven the market price of the wholesale gas up, post reporting date sales volumes continue to grow and in the short term the directors do not believe the conflict is directly or indirectly causing material impact to the Group’s ability continue as a going concern.

The directors have assessed the increased inflation environment that the business is operating in post year-end. This has led to inflation across the business in energy prices and some critical equipment manufactured for both new stations and the maintenance of existing ones. Price increases are being monitored and will affect margins for the business and customers’ ability to purchase fuel at higher prices and buy new vehicles to some extent as the economic outlook for the country remains unclear. The business does not have significant direct exposure to interest rate increases by the Bank of England to mitigate the high inflation.

1.5 Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The group recognises revenue when it transfers control of a product or satisfies the performance obligations of services delivered to a customer.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

The group recognises revenue from the following major sources:

- Sales of natural gas
- Sales of biomethane
- Reiumbursement of operating costs
- Station management fees
- EPC contracts

The nature, timing of satisfaction of performance obligations and significant payment terms of the group's major sources of revenue are as follows:

Sales of natural gas

Natural gas sales relate to charges for the cost of natural gas drawn by customers. Natural gas costs are market driven which change monthly. Natural Gas revenue is recognised at the point of sale and customers are invoiced monthly. Revenues relating to natural gas are presented gross of fuel duty tax chargeable to customers and payable to HMRC, in line with industry standard accounting practices relating to production taxes.

Sales of biomethane

Biomethane revenue is derived from the sale of biomethane to customers. Biomethane costs are market driven which change monthly. Biomethane revenue is recognised at the point of sale and customers are invoiced monthly.

1 Accounting policies **(Continued)**

Reiumbursement of operating costs

Revenue relating to the reimbursement of operating costs is derived from recharges of costs incurred by the Group in its servicing and management of Stations operated by entities outside of the group. Recharges are made at cost and invoiced to customers monthly as the costs are incurred by the Group.

Station management fees

Revenue relating to the Station Management fees is derived from charges levied by the Group to entities it is engaged to operate and manage Stations for. Revenue is recognised as the service is delivered to the customer on a monthly basis.

EPC contracts

EPC contract revenue relates to services delivered by the Group to customers for the Engineering, Procurement and Construction (EPC) of Compressed Natural Gas (CNG) dispensing stations in the UK. The Group recognises EPC revenue as specific milestones in the EPC process are satisfied, as specified within the underlying contracts in place with the customer to which the development is being delivered.

1.6 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

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

Freehold land and buildings	Not depreciated
Leasehold land and buildings	Straight line over 12 and 20 years
Plant and equipment	Straight line on cost over 10 and 15 years
Computers	Straight line on cost over 4 years
Motor vehicles	Straight line on cost over 4 years

Assets in the course of construction are not depreciated.

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

1.7 Non-current investments

In the separate financial statements of the parent Company, interests in subsidiaries, associates, joint ventures and other unlisted investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

In the consolidated financial statements of the Group, other unlisted investments continue to be held as per the policy detailed above. Interests in associates and joint ventures are measured initially at cost and then subsequently recognise the Group's share of profits as permitted under the equity method detailed in IAS 28.

A subsidiary is an entity controlled by the parent company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the group holds a long-term interest and has significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

1 Accounting policies **(Continued)**

Entities in which the group has a long term interest and shares joint control under a contractual arrangement are classified as joint ventures.

Other unlisted investments are those made in entities where neither control, significant influence or a joint control arrangement exists, due to the percentage of voting share capital owned by the group being below the threshold required to demonstrate such control or significant influence.

1.8 Impairment of tangible assets

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

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

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

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

1.9 Inventories

Inventories are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

1.10 Cash and cash equivalents

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

1.11 Financial assets

Financial assets are recognised in the group's statement of financial position when the group becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

1 Accounting policies **(Continued)**

Financial assets at fair value through profit or loss

When any of the above-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognized initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Impairment of financial assets

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision. The expected loss rates are based on the Group's historical credit losses experienced over the three year period to the year end. Other factors such as the wider economic environment that the Group and its customers operate in are also considered, with any impairments recorded in the statement of comprehensive income within administrative expenses.

Derecognition of financial assets

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

1.12 Financial liabilities

The group recognises financial debt when the group becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as measured at fair value through profit or loss when the financial liability is held for trading. A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of selling or repurchasing it in the near term, or
- on initial recognition it is part of a portfolio of identified financial instruments that are managed together and has a recent actual pattern of short-term profit taking, or
- it is a derivative that is not a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at fair value through profit or loss are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

1 Accounting policies **(Continued)**

Derecognition of financial liabilities

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

1.13 Equity instruments

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

1.14 Derivatives

The Group enters into foreign exchange forward contracts in order to manage its exposure to foreign exchange risk. These are held as financial instruments at fair value through profit and loss as they represent instruments held for trading purposes of the business rather than that held for speculative investments, and there is an demonstrable traded market for such instruments, which gives rise to a monetary value of such derivatives.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are classified as current.

1.15 Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1 Accounting policies **(Continued)**

1.16 Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

1.17 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee’s services are received.

Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.18 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.19 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted which are calculated by a series of commercial business valuations using models including discounted cash flows. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

1.20 Leases

At inception, the group assesses whether a contract is, or contains, a lease within the scope of IFRS 16. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Where a tangible asset is acquired through a lease, the group recognises a right-of-use asset and a lease liability at the lease commencement date. Right-of-use assets are included within property, plant and equipment, apart from those that meet the definition of investment property.

1 Accounting policies (Continued)

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs and an estimate of the cost of obligations to dismantle, remove, refurbish or restore the underlying asset and the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of other property, plant and equipment. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are unpaid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the cost of any options that the group is reasonably certain to exercise, such as the exercise price under a purchase option, lease payments in an optional renewal period, or penalties for early termination of a lease.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in: future lease payments arising from a change in an index or rate; the group's estimate of the amount expected to be payable under a residual value guarantee; or the group's assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of rental premises that have a lease term of 12 months or less, or for leases of low-value assets including IT equipment. The payments associated with these leases are recognised in profit or loss on a straight-line basis over the lease term.

1.21 Grants

Government grants are recognised when there is reasonable assurance that the grant conditions will be met and the grants will be received.

1.22 Foreign exchange

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

2 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised standards and interpretations have been adopted by the group and have an effect on the current period or a prior period or may have an effect on future periods:

- Amendment to IFRS 16, ‘Leases’ – Covid-19 related rent concessions
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following standards and interpretations, which have not yet been applied in these financial statements, were in issue but not yet:

2 Adoption of new and revised standards and changes in accounting policies (Continued)

- Amendments to IFRS 3, 'Business combinations', IAS 16,' Property, plant and equipment', and IAS 37 'Provisions, contingent liabilities and contingent assets'
- IAS 17 and some annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16
- Amendments to IAS 1 Presentation of financial statements' on classification of liabilities

The directors anticipated that the adoption of these standard and the interpretations in future period will have no material impact on the financial statements of the company.

3 Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

There were no critical accounting judgements identified.

Key sources of estimation uncertainty

Depreciation, amortisation and residual values

Property, plant and equipment assets are depreciated over their estimated economic useful lives, taking into account residual values where appropriate. The actual useful lives of assets and their estimated residual values are considered annually and can vary based on a number of factors. The assessment of residual values consider the condition, remaining useful live and projected disposal value of the asset.

4 Revenue

	2021	**2020 as restated**
	£	**£**
Revenue analysed by class of business		
Natural gas	6,812,022	4,255,289
Biomethane	10,034,637	5,805,129
Reimbursement of operating costs	2,648,298	827,215
Station management fees	289,717	99,075
EPC contracts	6,808,538	8,112,786
	26,593,212	19,099,494

	2021	**2020 as restated**
	£	**£**
Revenue analysed by geographical market		
United Kingdom	26,593,212	19,099,494

4 Revenue (Continued)

	2021	2020
	£	£
Other significant revenue		
Grants received	-	225,514

5 Operating loss

	2021	2020 as restated
	£	£
Operating loss for the year is stated after charging/(crediting) the following administrative expenses:		
Exchange losses	58,691	7,990
Research and development costs	322,267	630,376
Government grants	-	(225,514)
Fees payable to the company's auditor for the audit of the company's financial statements	100,000	-
Depreciation of property, plant and equipment	314,095	399,669
Depreciation of right-of-use assets	136,308	67,667
Profit on disposal of property, plant and equipment	(20,804)	-
Cost of inventories recognised as an expense	24,246,866	17,823,550
Share-based payments	215,035	95,480

6 Auditor's remuneration

	2021	2020
Fees payable to the company's auditor and associates:	£	£
For audit services		
Audit of the financial statements of the group and company	100,000	-

No fees were paid to the Group's auditor with respect to non-audit remuneration.

7 Employees

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

	2021 Number	2020 Number
Management	3	2
Administrative	19	11
Total	22	13

7 Employees (Continued)

Their aggregate remuneration comprised:

	2021	2020
	£	£
Wages and salaries	1,712,626	1,011,477
Social security costs	174,937	108,233
Pension costs	28,245	14,479
	1,915,808	1,134,189

8 Directors' remuneration

	2021	2020
	£	£
Remuneration for qualifying services	379,533	339,533
Company pension contributions to defined contribution schemes	2,626	2,632
	382,159	342,165

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2020 - 2).

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

	2021	2020
	£	£
Remuneration for qualifying services	175,600	168,725
Company pension contributions to defined contribution schemes	1,313	1,316

9 Investment income

	2021	2020
	£	£
Interest income		
Financial instruments measured at amortised cost:		
Bank deposits	59	236

10 Finance costs

	2021	2020 as restated
	£	£
Interest on bank overdrafts and loans	123,553	102,955
Interest on lease liabilities	158,579	91,381
Other interest payable	180,821	34,000
Total interest expense	462,953	228,336
Unwinding of discount on provisions	2,036	2,435
	464,989	230,771

11 Other gains and losses

	2021	2020
	£	£
Gains and losses upon disposal of subsidiaries	8,402,514	-
Change in the fair value of derivative liabilities	(28,110)	-
Gains arising on the release of financial liabilities owed by the Group	29,327	-
	8,403,731	-

Gains on the disposal of subsidiaries relate to the accounting profit recognised upon disposal of the following former subsidiary undertakings of the Group:

- Hams Warrington Limited. The entire issued share capital of that entity was disposed of for consideration of £6,083,395 on 4 December 2020. The Group recognised accounting gains upon disposal of £140,140 in relation to the sale of this subsidiary.
- Lavant Down Northampton Limited. The entire issued share capital of that entity was disposed of for consideration of £3,950,000 on 4 December 2020. The Group recognised accounting losses upon disposal of £458,172 in relation to the sale of this subsidiary.
- Oxford Erdington Limited. The entire issued share capital of that entity was disposed of for consideration of £6,475,000 on 4 December 2020. The Group recognised accounting gains upon disposal of £551,246 in relation to the sale of this subsidiary.
- CNG Eurocentral Limited. The entire issued share capital of that entity was disposed of for consideration of £300,000 on 17 February 2021. The Group recognised accounting gains upon disposal of £299,900 in relation to the sale of this subsidiary.
- CNG Station Holdings Limited, along with its subsidiaries CNG Knowsley Limited and CNG Leyland Limited. The entire issued share capital of CNG Station Holdings Limited was disposed of for consideration of £7,724,286 on 4 December 2020. The Group recognised accounting gains upon disposal of £7,869,400 in relation to the sale of this subsidiary.

The accounting gains and losses upon disposals of the subsidiaries listed above are in relation to any difference between consideration received and the net assets or liabilities of the subsidiaries disposed.

Changes in the fair value of derivative liabilities relate to the fair value movement recognised on forward foreign exchange contract derivative instruments.

Gains arising on the release of financial liabilities owed by the Group relate to the write off of informal intercompany loans owed by Group undertakings to non-Group companies.

12 Income tax expense

	2021	2020 as restated
	£	£
Current tax		
UK corporation tax on profits for the current period	-	(202,177)
Deferred tax		
Origination and reversal of temporary differences	(930)	7,208
Total tax credit	(930)	(194,969)

The charge for the year can be reconciled to the loss per the income statement as follows:

	2021	2020 as restated
	£	£
Profit / (loss) before taxation	2,446,571	(2,076,625)
Expected tax charge/(credit) based on a corporation tax rate of 19.00% (2020: 19.00%)	464,848	(394,559)
Effect of expenses not deductible in determining taxable profit	752,191	32,479
Income not taxable	(23,948)	-
Gains not taxable	(1,601,865)	-
Change in unrecognised deferred tax assets	461,959	205,961
Group relief	(64,302)	-
Depreciation on assets not qualifying for tax allowances	27,717	15,006
Effect of Research and development tax credit enhanced expenditure	-	(86,994)
Other allowable deductions	(17,530)	(6,271)
Effect of changing tax rates used for deferred tax provisions	-	39,409
Taxation credit for the year	(930)	(194,969)

In the March 2021 Budget it was announced that legislation will be introduced in Finance Bill 2021 to increase the main rate of UK corporation tax from 19% to 25%, effective 1 April 2023 . The expected future impact of this will be an increase in current tax charges for any profits taxed at the main rate.

The Group has tax adjusted losses carried forward of £6,463,226 (2020: £4,335,528) and timing differences relating to accelerated capital allowances of £nil (2020: £656,820), for which a deferred tax asset of £1,101,830 (2020: £669,058) has not been recognised.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

13 Property, plant and equipment

	Freehold land and buildings	Leasehold land and buildings	Assets under construction	Plant and equipment	Computers	Motor vehicles	Total
	£	£	£	£	£	£	£
Cost							
At 1 April 2019 - as restated	-	501,471	-	1,963,325	395	282,079	2,747,270
Additions - as restated	-	465,269	-	160,800	-	880,985	1,507,054
At 31 March 2020 - as restated	-	966,740	-	2,124,125	395	1,163,064	4,254,324
Additions	903,890	610,330	2,472,237	17,786,884	-	126,526	21,899,867
Disposals	(818,890)	(1,386,544)	(2,472,237)	(18,567,677)	(395)	(83,260)	(23,329,003)
At 31 March 2021	85,000	190,526	-	1,343,332	-	1,206,330	2,825,188
Accumulated depreciation and impairment							
At 1 April 2019	-	-	-	377,372	99	110,752	488,223
Charge for the year - as restated	-	46,320	-	197,348	99	223,569	467,336
At 31 March 2020 - as restated	-	46,320	-	574,720	198	334,321	955,559
Charge for the year	-	43,819	-	121,055	-	285,529	450,403
Eliminated on disposal	-	(59,033)	-	(440,065)	(198)	(83,260)	(582,556)
At 31 March 2021	-	31,106	-	255,710	-	536,590	823,406
Carrying amount							
At 31 March 2021	85,000	159,420	-	1,087,622	-	669,740	2,001,782
At 31 March 2020 - as restated	-	920,420	-	1,549,405	197	828,743	3,298,765
At 31 March 2019	-	501,471	-	1,585,953	296	171,327	2,259,047

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

13 Property, plant and equipment (Continued)

Included within property, plant and equipment are assets held under hire purchase contracts with net book values of £898,022 (2020: £833,301).

Property, plant and equipment includes right-of-use assets, as follows:

Right-of-use assets	**2021**	**2020**
	£	**£**
Net values		
Land	159,420	920,420
Motor vehicles	303,949	304,827
	463,369	1,225,247
Additions	701,941	1,292,914
Depreciation charge for the year		
Land	43,819	46,320
Motor vehicles	92,489	21,347
	136,308	67,667

14 Investments

	Current		**Non-current**	
	2021	**2020**	**2021**	**2020**
	£	**£**	**£**	**£**
Investments in associates	-	-	1	-
Investments in joint ventures	-	-	2,230,181	-
Other investments	-	-	334	336
	-	-	2,230,516	336

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

14 Investments **(Continued)**

Movements in non-current investments

	Shares in associates	Shares in joint ventures	Other investments	Total
	£	£	£	£
Cost or valuation				
At 1 April 2020	-	-	336	336
Additions	1	2,104,145	1	2,104,147
Share of joint venture profit	-	126,036	-	126,036
Disposals	-	-	(3)	(3)
At 31 March 2021	1	2,230,181	334	2,230,516
Carrying amount				
At 31 March 2021	1	2,230,181	334	2,230,516
At 31 March 2020	-	-	336	336

During the year, the Company made investments in the following associates and joint ventures:

- Renewable Transport Fuel Services Limited (RTFS): £2,104,145 on 13 July 2020
- CNG Foresight Limited: £1 on 4 December 2020

The Group's appropriate share of joint venture profit of £126,036 in relation to RTFS has been recognised during the year under the equity method of accounting permitted by IAS 28.

15 Subsidiaries

Details of the company's subsidiaries at 31 March 2021 are as follows:

15 Subsidiaries (Continued)

Name of undertaking	Registered office	Principal activities	Class of shares held	% Held Direct	% Held Indirect
CNG Avonmouth North Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Crewe Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Operation of a compressed natural gas filling station	Ordinary	100.00	-
CNG Larkhall Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Castleford Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Corby Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Warrington Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Northampton Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Erdington Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Milton Keynes Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
Hams Infrastructure Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Provision of consultancy and financing services	Ordinary	100.00	-
Hams Infrastructure Services Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	-	100.00
Lavant Down Agricultural Services Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Provision of consultancy and financing services	Ordinary	100.00	-
Lavant Down Washington Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Management services to group entities	Ordinary	-	100.00
Oxford Infrastructure Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Provision of consultancy and financing services	Ordinary	100.00	-
Oxford Larkhall Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Management services to group entities	Ordinary	-	100.00

The following subsidiaries were either trading or were not dormant for parts of the year and have claimed exemption under section 479A of the Companies Act 2006 not to be audited individually for the year ended 31 March 2021:

- Hams Infrastructure Limited
- Lavant Down Agricultural Services Limited
- Lavant Down Washington Limited
- Oxford Infrastructure Limited
- Oxford Larkhall Limited
- CNG Crewe Ltd

CNG Fuels Ltd as parent of the group has given a statutory guarantee under section 479C of the Companies Act 2006, guaranteeing all of the outstanding liabilities to which the subsidiary is subject to at the year end.

16 Associates

Details of the group's associates at 31 March 2021 are as follows:

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

16 Associates **(Continued)**

Name of undertaking	**Registered office**	**Principal activities**	**Class of shares held**	**% Held Direct**	**% Held Voting**
CNG Foresight Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Parent of a group that supplies compressed natural gas	Ordinary	50.00	49.00

Associate investments are accounted for using the equity method in these consolidated financial statements as set out within the Group's accounting policies.

CNG Foresight Limited represents an investment whereby the Group exerts significant influence but does not control the entity. The 50% holding of Ordinary shares represent 49% of voting rights, per the terms of the Articles of Association of CNG Foresight Limited.

CNG Foresight Limited draws its accounts up to 31 March and during the period from incorporation of this associate on 21 October 2020 to its first year end of 31 March 2021, the associate paid no dividends to the Group and recorded a total comprehensive loss of £1,321,827. The Group's unrecognised share of the associate's loss during the year was 50% of this at £660,914.

A summary of the financial position of this associate at 31 March 2021 is as follows, no comparative information is available due to this being the first period end of the associate):

- Non-current assets: £33,127,703
- Current assets: £3,646,775
- Current liabilities: £5,296,545
- Non-current liabilities: £32,799,758
- Net liabilities and total equity at 31 March 2021: £1,321,825

The carrying amount of the Group's interest in this associate is £1 being the nominal share value of the equity holding of the associate.

17 Joint ventures

Details of the group's joint ventures at 31 March 2021 are as follows:

Name of undertaking	**Registered office**	**Principal activities**	**Interest held**	**% Held Direct**	**% Held Voting**
Renewable Transport Fuel Services Limited	55 Station Road, Beaconsfield, England, HP9 1QL	Supplier of Biomethane	Ordinary	30.00	30.00

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

17 Joint ventures (Continued)

Joint venture investments are accounted for using the equity method in these consolidated financial statements as set out within the Group's accounting policies.

Renewable Transport Fuel Services Limited (RTFS) represents an investment whereby the Group shares joint control with 2 other shareholders, but does not individually exert control over the entity.

RTFS has previously drawn its statutory financial statements up to 31 December but will file to 31 March from 2022 onwards. The Group's interest in this joint venture commenced upon its acquisition of the 30% Ordinary shareholding on 13 July 2020. During the period to 31 March 2021, the joint venture paid no dividends to the Group and recorded a total comprehensive profit of £420,121. The Group's has recognised its share of profits in line with its 30% holding, which is £126,036.

A summary of the financial position of this joint venture at 31 March 2021 is as follows:

- Current assets: £4,983,411
- Current liabilities: £3,200,150
- Non-current liabilities: £8,981
- Net assets and total equity at 31 March 2021: £1,774,280

The carrying amount of the Group's interest in this joint venture is £2,230,181, for which a reconciliation can be seen in note 14.

18 Inventories

	2021 £	2020 £
Raw materials	-	4,429
Work in progress	-	2,613
	-	7,042

19 Trade and other receivables

	2021 £	2020 £
Trade receivables	1,586,589	1,869,954
Provision for bad and doubtful debts	(150,000)	-
	1,436,589	1,869,954
Amounts owed by related parties	1,820,374	-
Other receivables	102,787	1,161,142
Prepayments	284,885	751,241
Accrued income	5,919,988	455,277
	9,564,623	4,237,614

19 Trade and other receivables (Continued)

Amounts owed by related parties consist of deferred consideration due from CNG Foresight Limited, for the disposal of two of the Group's former subsidiaries CNG Station Holdings Limited and Oxford Erdington Limited. The fair value of these receivables at the year end was £1,250,000 and £250,000 respectively. The remaining £320,374 relates to informal intercompany loans which are unsecured, repayable on demand and do not bear interest.

Included within trade receivables are £960,202 of debts due from related parties conducted under standard payment terms.

Included within trade receivables are £150,000 of debts which have been fully provided against (2020: £nil). Trade receivables outstanding at the reporting date, for which no provision for bad and doubtful debts has been made, can be analysed with respect to balances past due as follows:

- Current within terms: £970,706
- Within 1 month past due: £465,883

All such debts have since been settled post year end.

20 Trade receivables - credit risk

Fair value of trade receivables

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

Movement in the allowances for doubtful debts	2021	2020
	£	£
Existing provisions recognised in Group upon acquisition of subsidiaries	150,000	-

At 31 March 2021, trade receivables are shown net of an allowance for doubtful debts of £150,000 (2020: £nil). Write-offs relating to bad debts amounted to £3,007 during the year (2020: £259), while reversals and new provisions were all £nil during the year (2020: £nil), with the allowance for doubtful debts being an existing provision arising upon the acquisition of subsidiaries during the year.

The expected credit loss rate applied to trade receivables is based on the Group's historical credit losses experienced over the three year period to 31 March 2021, which are materially nil in the case of ongoing operations. As such, management has not elected to provide for any expected credit losses arising against trade receivables outstanding at the period end. The directors have considered the nature of the relationship with the Group's primary trade receivable, CNG Foresight Limited Group, in their assessment of the credit risk of this customer, and judge it to be remote.

The £150,000 allowance for doubtful debts relates to legacy balances contained within acquisitions made during the year. The balances against which the provisions relate are fully provided for and are not receivables that have arisen as part of the Group's main revenue streams or ongoing trading activities. As such, these balances have not been considered as part of the Group's overall expected credit loss modelling considerations.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

21 Borrowings

	Current		Non-current	
	2021	**2020**	**2021**	**2020**
	£	**£**	**£**	**£**
Borrowings held at amortised cost:				
Bank overdrafts	-	5	-	-
Other loans	-	617,335	400,000	1,589,003
	914,146	617,340	400,000	1,589,003

	2021	2020
	£	**£**
Secured borrowings included above:		
Other loans	-	1,806,338

Other loans of £400,000 (2020: £400,000) included within non-current borrowings relate to loan notes provided to the Group by non-bank lenders, which are unsecured and are not due to be repaid within 12 months of the statement of financial position date. The loan notes bear interest at an 8.5% fixed rate.

The secured debts within other loans of £nil (2020: £1,806,338) were held by one of the Group's former subsidiaries, CNG Station Holdings Limited. These loans were secured by way of fixed and floating charges against all the undertaking, property and other assets of CNG Stattion Holdings Limited and the assets of its subsidiaries CNG Leyland Limited and CNG Knowsley Limited. CNG Station Holdings Limited and its subsidiary undertakings have been disposed of during the year.

The secured debts outstanding at the previous year end were for term loan facilities, secured by way of fixed and floating charges, held by GCP Asset Backed Income (UK) Limited, against all the undertaking, property and other assets of CNG Station Holdings Limited and the assets of its subsidiaries CNG Leyland Limited and CNG Knowsley Limited. The charges contain a negative pledge restricting the Chargor from, except with prior written consent of the Security Agent, creating or permitting to subsist any security on, or in relation to, any charged asset other than any security created by this charge. Interest is charged at 7.5% per annum on each interest payment date on outstanding loans. Repayments are due on the basis of a percentage of the outstanding principal on the relevant repayment dates. Final maturity of the facility will arise in January 2025.

22 Trade and other payables

	Current		Non-current	
	2021	**2020**	**2021**	**2020**
	£	**£**	**£**	**£**
Trade payables	4,999,859	1,594,285	-	-
Amounts owed to related parties	698,400	-	-	-
Accruals	2,318,886	1,773,881	-	-
Deferred consideration	165,000	-	165,610	-
Social security and other taxation	2,213,882	1,010,159	-	-
Other payables	10,187	15,338	-	-
	10,406,214	4,393,663	165,610	-

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

22 Trade and other payables (Continued)

Included within trade payables are amounts owed to related parties of £3,541,623 conducted under standard payment terms.

Amounts owed to related parties consist of informal intercompany loans due to CNG Foresight Limited Group. These loans are unsecured, carry no interest and are repayable on demand.

Deferred consideration relates to amounts payable upon the purchase of the associate investment Renewable Transport Fuel Services Limited. The balances payable were unsecured, interest free, and were settled in February and April 2022 respectively.

23 Liquidity risk

The following table details the remaining contractual maturity for the group's financial liabilities with agreed repayment periods. The contractual maturity is based on the earliest date on which the group may be required to pay.

	Less than 1 month	1 – 3 months	3 months to 1 year	1 – 5 years	5+ years	Total
	£	£	£	£	£	£
At 31 March 2020						
Trade and other payables	1,659,349	954,225	6,208	-	-	2,619,782
Borrowings	5	80,817	740,828	1,384,693	-	2,206,343
	1,659,354	1,035,042	747,036	1,384,693	-	4,826,125
At 31 March 2021						
Trade and other payables	4,493,378	2,951,163	642,787	165,610	-	8,252,938
Borrowings				400,000		400,000
Derivatives	-	-	28,110	-	-	28,110
	4,493,378	2,951,163	670,897	565,610	-	8,681,048

Liquidity risk management

Responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

24 Lease liabilities

Maturity analysis	**2021** **£**	**2020** **£**
Within one year	455,365	416,635
In two to five years	1,240,433	1,516,248
In over five years	115,500	1,025,000
Total undiscounted liabilities	1,811,298	2,957,883
Less future finance charges and effect of discounting	(89,786)	(585,189)
Lease liabilities in the financial statements	1,721,512	2,372,694

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

	2021 **£**	**2020** **£**
Current liabilities	429,526	349,051
Non-current liabilities	1,291,986	2,023,643
	1,721,512	2,372,694

Amounts recognised in profit or loss include the following:	**2021** **£**	**2020** **£**
Interest on lease liabilities	158,579	91,381

As a result of the adoption of IFRS, the Group has applied IFRS 16 Leases as the standard to which it recognises and accounts for its leasing arrangements. Leases of land under long term agreements are now recognised as right of use assets, depreciated over the term of the lease and corresponding lease liabilities recognised for the present value of future payments due under the lease. The Group also recognises right of use assets in respect of long term leases for the hire of motor vehicles.

Other leasing information is included in note 25.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

25 Other leasing information

Lessee

Operating lease payments represent rentals payable by the group for serviced office tenancy agreements. Agreements are not for longer than 12 months with rentals fixed at the outset. These leases are exempt from treatment under IFRS 16 Leases, due to their short term nature.

Amounts recognised in profit or loss as an expense during the period in respect of lease arrangements are as follows:

	2021 £	2020 £
Expense relating to short-term leases	137,255	44,718

Set out below are the future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities:

Land and buildings	2021 £	2020 £
Within one year	79,800	9,900

Included within land and buildings costs committed to are serviced office tenancy agreements committed to after the balance sheet date but before the date of signing this report.

Information relating to lease liabilities is included in note 24.

26 Derivative financial instruments

	2021 £	2020 £
Derivative liabilities relating to foreign currency contracts	28,110	-
	28,110	-

At the year end, the Group held Derivative liability positions relating to forward contracts for foreign currency of £28,110 (2020: £nil).

27 Deferred taxation

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

	Accelerated capital allowances	Tax losses	Provisions	Total
	£	£	£	£
Deferred tax liability at 1 April 2019	188,297	(15,447)	(15,853)	156,997
Deferred tax movements in prior year				
Charge/(credit) to profit or loss	30,403	(17,854)	(5,341)	7,208
Deferred tax liability at 1 April 2020	218,700	(33,301)	(21,194)	164,205
Deferred tax movements in current year				
Charge/(credit) to profit or loss	(930)	-	-	(930)
Disposal of subsidiaries	(218,700)	33,301	21,194	(164,205)
Acquisition of subsidiaries	1,860	-	-	1,860
Deferred tax liability at 31 March 2021	930	-	-	930

During the year, a prior period error was identified where deferred tax liabilities were not previously recognised in the statement of financial position with corresponding charges to taxation through the income statement. Corrections have now been made to reflect the impact on tax charges in the income statement and provisions for liabilities and equity at 1 April 2019 and at 31 March 2020 .

Any deferred tax asset arising on tax adjusted losses the subsidiary of the Group had at the reporting dates are offset against deferred tax liabilities arising on accelerated capital allowances (ACAs) accordingly on the face of the statement of financial position. This is due to the fact any tax implications arising on disposal of assets for which ACAs have been claimed, can directly be offset against eligible trading losses for purposes of calculating any corporation liability for the period in which a liability may arise.

Deferred tax assets on provisions related to the timing differences provided for on the carrying value of provisions relating to decommissioning liabilities, of which more detail can be seen in the notes to these financial statements.

The corporation tax rate used to calculate deferred tax at 1 April 2019 was 19%, whereas all subsequent periods have been calculated using 25%, being the corporation tax rate substantively enacted and the prevailing rate expected to apply upon reversal of such timing differences.

28 Provisions for liabilities

	2021	2020 as restated
	£	£
Decommissioning provisions	86,798	170,458

All provisions are expected to be settled after more than 12 months from the reporting date.

28 Provisions for liabilities (Continued)

Movements on provisions:	Decommissioning provision £
At 1 April 2020	170,458
Unwinding of discount	2,036
Disposal of subsidiaries carrying provisions	(85,696)
At 31 March 2021	86,798

Decommissioning provisions relate to obligations arising from terms included in the lease of the land upon which one of the Group's assets is situated. The Group has an obligation to remove equipment and restore the site to its original condition when the lease commenced and the provision reflects the present value of the expected future cash flows to carry out such work. Economic outflows relating to this provision are expected to arise no earlier than the end of the lease, currently being June 2031. A degree of uncertainty exists as to the timing of such outflows, due to the anticipated renewal of land leases beyond current and optional renewal terms.

Due to the timing of the expected outflow the provision relates to, the present value of the provision has been calculated by inflating forecast costs at 2% per annum, being the UK's long term inflation rate target. The inflated future outflow has then been discounted back to present value using a discount rate of 1.3%, derived from the rate applicable to borrowing instruments available over comparable time periods.

29 Retirement benefit schemes

Defined contribution schemes	2021 £	2020 £
Charge to profit or loss in respect of defined contribution schemes	28,245	14,479

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

At the year end, £2,548 of pension charges in relation to a defined contribution scheme were accrued (2020: £1,478).

30 Share-based payment transactions

At the balance sheet date, the Group had a number of share option agreements in place with employees. Options are exercisable at points in time and at prices as agreed in the executed agreements. The vesting period of these options vary between one to five years. If the options remain unexercised after a period of ten years from the date of the agreement, the options expire. Options are forfeited if a qualifying exit event as specified in the agreements occurs. The options are to be settled in equity.

For employee share options, the fair value of equity instruments granted is assessed at the date of the grant of options. This value is established by using commercial business valuations, included discounted cash flows, which consider a range of factors in arriving at the allocation of fair value to the quantity of the options which have been granted and subsequently vest over time. With respect to volatility, considerations factored into pricing models are limited due to lack of observable market data for comparable listed entities, although models used by their nature factor in a certain degree of volatility with regards to the future performance of the Group.

30 Share-based payment transactions **(Continued)**

	Number of share options		Weighted average exercise price	
	2021	2020	2021	2020
			£	£
Outstanding at 1 April 2020	35,062	35,062	0.01	0.01
Granted in the period	34,517	-	53.34	-
Outstanding at 31 March 2021	69,579	35,062	26.47	0.01
Exercisable at 31 March 2021	28,778	18,337	3.40	0.01

The options outstanding at 31 March 2021 had an exercise price ranging from £0.01 to £53.34 (2020: £0.01 only), and a weighted average remaining contractual life of 8 years (2020: 8 years).

Expenses		
Related to equity settled share based payments	215,035	95,480

31 Share capital

	2021	2020	2021	2020
Ordinary share capital	**Number**	**Number**	**£**	**£**
Issued and fully paid				
Ordinary of 1p each	717,557	689,435	7,175	6,894
	717,557	689,435	7,175	6,894

The company has one class of Ordinary shares which are each entitled to one vote in any circumstance. Each share is entitled pari passu to dividend payments or any other distribution, or to participate in a distribution arising from a winding up of the company.

Reconciliation of movements during the year:

	Number
At 1 April 2020	689,435
Issue of fully paid shares	28,122
At 31 March 2021	717,557

During the year, the company issued 28,122 Ordinary shares of £0.01 each at a premium of £53.33 per share.

32 Share premium account

	2021	2020
	£	£
At the beginning of the year	3,922,247	2,152,943
Issue of new shares	1,499,742	1,769,304
Adjustments to share premium	1,071	-
At the end of the year	5,423,060	3,922,247

During the year, a historic understatement of the value of share premium of £1,071 was identified and corrected within the share premium account.

28,122 Ordinary shares of £0.01 each were allotted during the year at a premium of £53.33 per share.

In the prior year, 33,214 Ordinary shares of £0.01 each were allotted at a premium of £53.33 per share. The correction referred to above reflects an accounting true-up of increases to the share premium account in respect of this and earlier share issues.

33 Acquisitions of subsidiaries

On 4 December 2020, the Group acquired 100 percent of the issued capital of Hams Infrastructure Limited. This acquisition also included the acquired entity's subsidiaries, Hams Infrastructure Services Limited and Hams Warrington Limited. This acquisition was accounted for as an asset acquisition, rather than a business combination under criteria specified in IFRS 3 Business Combinations.

Total consideration paid for the acquisition was £5,860,286, which was satisfied by the issuance of loan notes. The loan notes were subsequently settled on the same date as the acquisition. The net cash acquired as a result of this acquisition of assets was £210,064, which was solely attributable to cash and cash equivalents acquired.

On 4 December 2020, the Group acquired 100 percent of the issued capital of Lavant Down Agricultural Services Limited. This acquisition also included the acquired entity's subsidiaries, Lavant Down Washington Limited and Lavant Down Northampton Limited. This acquisition was accounted for as an asset acquisition, rather than a business combination under criteria specified in IFRS 3 Business Combinations.

Total consideration paid for the acquisition was £5,737,914, which was satisfied by the issuance of loan notes. The loan notes were subsequently settled on the same date as the acquisition. The net cash acquired as a result of this acquisition of assets was £171,326, which was solely attributable to cash and cash equivalents acquired.

On 4 December 2020, the Group acquired 100 percent of the issued capital of Oxford Infrastructure Limited. This acquisition also included the acquired entity's subsidiaries, Oxford Larkhall Limited and Oxford Erdington Limited. This acquisition was accounted for as an asset acquisition, rather than a business combination under criteria specified in IFRS 3 Business Combinations.

Total consideration paid for the acquisition was £5,928,693, which was satisfied by the issuance of loan notes. The loan notes were subsequently settled on the same date as the acquisition. The net cash acquired as a result of this acquisition of assets was £572,521, which was solely attributable to cash and cash equivalents acquired.

34 Business disposals

On 17 February 2021 the group disposed of its 100% holding in CNG Eurocentral Limited. Included in these financial statements are profits of £nil arising from the group's interests in CNG Eurocentral Limited up to the date of its disposal.

Net assets of business disposed of	**£**
Property, plant and equipment	253,990
Trade and other receivables	50,100
Trade and other payables	(303,990)
	100
Gain on disposal	299,900
Total consideration	300,000

The consideration was satisfied by:	**£**
Cash	300,000

Net cash inflow arising on disposal	**£**
Cash consideration received	300,000
Cash and cash equivalents disposed of	-
	300,000

On 4 December 2020 the group disposed of its 100% holding in CNG Station Holdings Limited. Included in these financial statements are profits of £614,550 arising from the group's interests in CNG Station Holdings Limited up to the date of its disposal. This disposal includes CNG Station Holding Limited's subsidiary undertakings, CNG Leyland Limited and CNG Knowsley Limited.

Net assets of business disposed of	**£**
Cash and cash equivalents	609,191
Property, plant and equipment	4,212,906
Trade and other receivables	4,354,547
Trade and other payables	(4,848,476)
Obligations under finance leases	(741,817)
Borrowings	(3,481,571)
Provisions	(85,696)
Deferred tax	(164,205)
	(145,121)
Gain on disposal	7,869,407
Total consideration	7,724,286

34 Business disposals **(Continued)**

The consideration was satisfied by:	£
Deferred consideration	1,250,000
Loan notes	6,474,286
	7,724,286

Net cash outflow on disposal	**£**
Cash consideration received	-
Cash and cash equivalents disposed of	(609,191)
	(609,191)

On 4 December 2020 the group disposed of its 100% holding in Lavant Down Northampton Limited. Included in these finanical statements are profits of £nil arising from the group's interest in Lavant Down Northampton Limited up to the date of its disposal.

Net assets of business disposed of	**£**
Cash and cash equivalents	55,435
Property, plant and equipment	4,806,221
Trade and other receivables	269,371
Trade and other payables	(170,881)
Obligations under finance leases	(453,862)
Provisions	(98,112)
	4,408,172
Loss on disposal	(458,172)
Total consideration	3,950,000

The consideration was satisfied by:	£
Loan notes	3,950,000
	3,950,000

Net cash outflow arising on disposal	**£**
Cash consideration received	-
Cash and cash equivalents disposed of	(55,435)
	(55,435)

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NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

34 Business disposals **(Continued)**

On 4 December 2020 the group disposed of its 100% holding in Hams Warrington Limited. Included in these finanical statements are profits of £nil arising from the group's interest in Hams Warrington Limited up to the date of its disposal.

Net assets of business disposed of	**£**
Cash and cash equivalents	71,212
Property, plant and equipment	7,324,999
Trade and other receivables	610,259
Trade and other payables	(2,063,215)
	5,943,255
Gain on disposal	140,140
Total consideration	6,083,395

The consideration was satisfied by:	**£**
Loan notes	6,083,395

Net cash outflow arising on disposal	**£**
Cash consideration received	-
Cash and cash equivalents disposed of	(71,212)
	(71,212)

On 4 December 2020 the group disposed of its 100% holding in Oxford Erdington Limited. Included in these finanical statements are profits of £nil arising from the group's interest in Oxford Erdington Limited up to the date of its disposal.

Net assets of business disposed of	**£**
Cash and cash equivalents	433,385
Property, plant and equipment	6,148,133
Trade and other receivables	97,696
Trade and other payables	(440,316)
Obligations under finance leases	(200,239)
Provisions	(114,904)
	5,923,755
Gain on disposal	551,245
Total consideration	6,475,000

34 Business disposals (Continued)

The consideration was satisfied by:	£
Deferred consideration	250,000
Loan notes	6,225,000
	6,475,000

Net cash outflow arising on disposal	**£**
Cash consideration received	-
Cash and cash equivalents disposed of	(433,385)
	(433,385)

35 Capital risk management

During the year, the Group had a term loan borrowing facility with GCP Asset Backed Income (UK) Limited (also known as Gravis), under which the agreement required a former subsidiary of the Group, CNG Station Holdings Limited, to maintain certain ratios of the following:

- Default loan life cover of 1.20:1.
- Lock-up debt service cover of 1.40:1
- Default debt service cover of 1.1:1

The subsidiary has complied with these capital requirements during the year reported up to the date of its disposal from the Group on 4 December 2020.

36 Events after the reporting date

CNG Fuels Ltd Group disposed of its subsidiary CNG Avonmouth North Limited on 16 April 2021. The Group received £300,000 in consideration.

CNG Fuels Ltd Group disposed of its subsidiary CNG Castleford Limited on 26 October 2021. The Group received £300,000 in consideration.

CNG Fuels Ltd Group completed an agreement for the disposal of its subsidiary CNG Corby Limited in late August 2022. The Group will receive £600,000 in consideration under the terms of the agreement.

CNG Newton Aycliffe Limited was incorporated as a subsidiary of the Group on 21 April 2021. The Group disposed of this subsidiary on 20 July 2022, receiving £300,000 in consideration.

Within these financial statements, deferred consideration receivable of £1,250,000 has been recognised at the year end in relation to the Group's disposal of CNG Station Holdings Limited. This consideration is contingent on costs in relation to the development of CNG Knowsley Limited's asset completing within the budgeted EPC milestones. Deferred consideration of £1,250,000 represented the fair value as at the statement of financial position date. However, subsequent to the year end, cost overruns have been incurred and the fair value of the deferred consideration receivable is now estimated to be £437,000, a reduction of £813,000 from the original deferred consideration due. The revision to deferred consideration is considered to be a non-adjusting post balance sheet event and will be reflected in future financial statements.

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NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

37 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including directors, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

	2021	2020
	£	£
Short-term employee benefits	379,533	339,533
Post-employment benefits	2,626	2,632
	382,159	342,165

Other transactions with related parties

During the year the group entered into the following transactions with related parties:

	Sale of goods		Purchase of goods	
	2021	2020	2021	2020
	£	£	£	£
Associates	4,182,569	-	-	-
Joint ventures	-	-	8,699,171	-
	4,182,569	-	8,699,171	-

	Sales of former group subsidiaries	
	2021	2020
	£	£
Associates	24,532,681	-

Sale to related parties in the year relate to revenues invoiced to CNG Foresight Limited (and its subsidiaries), an associate of the Group. These transactions were conducted at market rate and are derived from contracts in place covering the fulfilment of EPC Developments, reimbursement of operating costs and station management fees provided by the Group.

Purchase of goods from joint ventures in which the Group is a joint venturer (Renewable Transport Fuel Services Limited) relate to the procurement of Biomethane supplies for the Group. These purchases were conducted at market rate.

Sales of former Group subsidiaries relate to the consideration received from CNG Foresight Limited for the disposal of a number of the Group's former subsidiary undertakings. These transactions were conducted on an arm's length basis, derived from independent valuations established by the purchaser, to which the Group had no influence over.

37 Related party transactions (Continued)

The following amounts were outstanding at the reporting end date:

Amounts due to related parties	2021 £	2020 £
Associates	2,057,516	-
Joint ventures	2,182,507	-
	4,240,023	-

Amounts owed to related parties consist of trade payable and informal intercompany loan balances, which bear no interest and are unsecured. In the case of trade payable balances, these are due within the supplier's standard credit terms. Informal intercompany loans are repayable on demand.

The following amounts were outstanding at the reporting end date:

Amounts due from related parties	2021 £	2020 £
Associates	2,780,576	-

Amounts owed by related parties consist of trade receivable and informal intercompany loan balances, which bear no interest and are unsecured. In the case of trade receivable balances, these are due within the Group's standard credit terms. Informal intercompany loans are repayable on demand.

38 Controlling party

CNG Fuels Ltd is owned by a number of shareholders and individually no shareholder can exert control.

39 Cash generated from/(absorbed by) operations

	2021	2020 as restated
	£	£
Profit/(loss) for the year after tax	2,447,501	(1,881,656)
Adjustments for:		
Share of results of associates and joint ventures	(126,036)	-
Taxation credited	(930)	(194,969)
Finance costs	464,989	230,771
Investment income	(59)	(236)
Gain on disposal of property, plant and equipment	(20,804)	-
Depreciation and impairment of property, plant and equipment	450,403	467,336
Other gains and losses	(8,403,731)	-
Equity settled share based payment expense	215,035	95,480
Movements in working capital:		
Decrease/(increase) in inventories	7,042	(7,042)
Decrease/(increase) in trade and other receivables	19,021,393	(2,791,654)
(Decrease)/increase in trade and other payables	(9,933,475)	3,010,900
Cash generated from/(absorbed by) operations	4,121,328	(1,071,070)

40 IFRS Transition adjustments

The Group has adopted International Financial Reporting Standards (IFRS) for the preparation of these financial statements. This is the first time of adoption of IFRS and the date of transition is 1 April 2019.

Previously, the parent Company of the Group prepared its financial statements in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

Adjustments to the financial statements arising due to the adoption of IFRS have been made to the statement of financial position, statement of comprehensive income and the statement of cash flows of the Group. No recognition or reversal of impairment losses arose upon transition.

The Group has applied the modified retrospective approach as permitted under IFRS 1 in its adoption of IFRS 16 Leases, whereby the adopted is permitted to measure the lease liability at the present value of the remaining lease payments at the date of transition, rather than the inception of the lease in question.

No other adjustments arising upon transition to IFRS arose, other than those detailed below.

40 IFRS Transition adjustments **(Continued)**

Reconciliation of equity

	Notes	1 April 2019 £	31 March 2020 £
Equity as previously reported		1,956,792	1,179,524
Adjustments to prior year (note 41)		(1,648,369)	(881,718)
As restated		308,423	297,806
Adjustments arising from transition to IFRS:			
Transition upon adoption of IFRS 16 - Leases	1	-	(5,923)
Equity as restated		308,423	291,883

Reconciliation of loss for the financial period

	Notes	2020 £
Loss as previously reported		(1,080,587)
Adjustments to prior year (note 41)		(795,146)
As restated		(1,875,733)
Adjustments arising from transition to IFRS:		
Transition upon adoption of IFRS 16 - Leases	1	(5,923)
Loss as restated		(1,881,656)

Notes to reconciliations

1. Transition to IFRS 16 - Leases
As a result of the adoption of IFRS, the Group is now applying IFRS 16 Leases and has carried out an assessment of any leases in effect at the date of transition and later, which require accounting for under the standard. The adjustments above relate to the transitional accounting effect of recognising a lease for land upon which one of the Group's assets is situated and leases relating to the long term hire of motor vehicles.

Amounts restated as a result of the adoption of IFRS 16 impacting the year to 31 March 2020 were as follows:
- An increase in property, plant and equipment additions at cost of £1,292,914
- An increase in lease liabilities carried forward of £1,231,170
- An increase in depreciation charged for year and accumulated depreciation carried forward of £67,667
- An increase in finance costs charged of £49,433
- A decrease in administrative expenses of £111,177
- A decrease in equity carried forward of £5,923

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

41 Prior period adjustment

During the year, a number of accounting errors in the prior year were identified and corrected by way of prior period adjustments. Details of the corrections made and impact on the financial statements are detailed below.

Reconciliation of changes in equity

	Notes	1 April 2019 £	31 March 2020 £
Equity as previously reported		1,956,792	1,179,524
Adjustments to prior year			
R&D	1	-	(215,923)
Sales and cost of sales cut off	2	-	(462,790)
Share options (effect on retained earnings)	3	(223,953)	(319,433)
Share options (effect on share based payment reserve)	3	223,953	319,433
Decommissioning provisions	4	(25,055)	(38,800)
Deferred taxation	5	(156,997)	(164,205)
Shareholder loan received in advance of share issuance	6	(1,466,317)	-
Fuel duty tax presentation correction	7	-	-
Equity as adjusted before transition adjustments		308,423	297,806
Analysis of the effect upon equity			
Share based payment reserve		223,953	319,433
Other reserves		(1,466,317)	-
Retained earnings		(406,005)	(1,201,151)
		(1,648,369)	(881,718)

Reconciliation of changes in (loss)/profit for the previous financial period

	Notes	2020 £
Loss as previously reported		(1,080,587)
Adjustments to prior year		
R&D	1	(215,923)
Sales and cost of sales cut off	2	(462,790)
Share options	3	(95,480)
Decommissioning provisions	4	(13,745)
Deferred taxation	5	(7,208)
Shareholder loan received in advance of share issuance	6	-
Fuel duty tax presentation correction	7	-
Loss as adjusted before transition adjustments		(1,875,733)

41 Prior period adjustment **(Continued)**

Notes to reconciliation

1. Research and development cost re-classification

Costs previously treated as capital expenditure within property, plant and equipment, have been re-classified as revenue expenditure within administrative expenses relating to research and development activities. Depreciation thereon has been reversed. Finally, the repayable corporation tax credit in relation to the subsequent R&D claim has been recognised as a credit to the income statement and corresponding receivable.

Amounts restated as a result of this prior year adjustment impacting the year to 31 March 2020 were as follows:
• An increase in administrative expenses (R&D expenditure) of £464,555
• An decrease in administrative expenses (depreciation) of £46,455
• An increase in taxation credits of £202,177
• A increase in tax receivables of £202,177
• A decrease in property, plant and equipment additions at cost of £464,555
• A decrease in property, plant and equipment accumulated depreciation of £46,455
• A decrease in total equity of £215,923

2. Sales and cost of sales cut off corrections

An error was identified whereby revenues and cost of sales that related to the year ended 31 March 2020 were not accrued to the financial statements for that accounting period. A correction has been made to recognise these revenues and costs in the comparative income statement.

Amounts restated as a result of this prior year adjustment impacting the year to 31 March 2020 were as follows:
• An increase in revenue of £140,968
• An increase in cost of sales of £603,758
• An increase in accrued income of £140,968
• An increase in accrued expenses of £603,758
• A decrease in total equity of £462,790

3. Share option accounting

A prior period error was identified whereby share based payment expenses were not recognised for share options in place with employees. A charge has been made to the comparative income statement to reflect the vesting of the shares in proportion with the fair value of total equity instruments granted.

Amounts restated as a result of this prior year adjustment impacting the statement of financial position at 1 April 2019 were as follows:
• An increase to other reserves of £223,953
• A decrease in retained earnings £223,953
• No change to total equity

Amounts restated as a result of this prior year adjustment impacting the year to 31 March 2020 were as follows:
• An increase in administrative expenses relating to equity settled share based payments of £95,480
• An increase to other reserves of £319,433
• A decrease in retained earnings £319,433
• No change to total equity

41 Prior period adjustment **(Continued)**

4. Decommissioning provisions recognised

During the year a prior period error was identified in that appropriate decommissioning liabilities were not recognised in respect of obligations the Group is party to, to restore its leasehold property assets to their original condition upon the end of the lease. The appropriate increase in cost to property, plant and equipment and accompanying depreciation thereon is now accounted for as a prior year adjustment, along with the corresponding long term provision for the liability.

Amounts restated as a result of this prior year adjustment impacting the statement of financial position at 1 April 2019 were as follows:
• An increase in property, plant and equipment cost brought forward of £163,758
• An increase in property, plant and equipment accumulated depreciation brought forward of £20,790
• An increase in non current provisions for liabilities brought forward of £168,023
• A decrease in total equity brought forward of £25,055

Amounts restated as a result of this prior year adjustment impacting the year to 31 March 2020 were as follows:
• An increase in property, plant and equipment cost carried forward of £163,758
• An increase in property, plant and equipment accumulated depreciation carried forward of £32,100
• An increase in depreciation charged of £11,310
• An increase in finance costs charged of £2,435
• An increase in non current provisions for liabilities carried forward of £170,458
• A decrease in total equity carried forward of £38,800

5. Recognition of deferred taxation provisions

During the year, a prior period error was identified where deferred taxation liabilities were not recognised within provisions for liabilities. Adjustments have now been made to reflect the impact of recognition of the appropriate deferred tax liabilities at the prevailing rates of tax applicable to that point in time.

Amounts restated as a result of this prior year adjustment impacting the statement of financial position at 1 April 2019 were as follows:
• An increase in deferred tax provisions for liabilities of £156,997
• A decrease in total equity brought forward of £156,997

Amounts restated as a result of this prior year adjustment impacting the year to 31 March 2020 were as follows:
• An increase in deferred tax provisions for liabilities of £164,205
• An increase in deferred taxation charges recognised in the income statement of £7,208
• A decrease in total equity carried forward of £164,205

6. Shareholder loan received in advance of share issuance

During the year, a prior period error was identified where a shareholder loan was received in the year ended 31 March 2019, which was subsequently settled via a share issuance in the year ended 31 March 2020. The cash received was previously accounted for as a component of equity within other reserves. A correction has been made to reflect these funds received in advance as trade and other payables at 1 April 2019, rather than a component of equity. The result of this adjustment has no impact on the statement of financial position, income statement or statement of cash flows for the comparative year to and as at 31 March 2020. The impact on equity brought forward at 1 April 2019 is a reduction of other reserves of £1,466,317 and a corresponding increase to current liabilities for trade and other payables. This restatement has also resulted in a restatement of the statement of changes in equity for the year ended 31 March 2020, being a reduction in other movements within other reserves of £1,466,317.

7. Fuel duty tax presentation correction

41 Prior period adjustment **(Continued)**

During the year, a prior period error was identified where fuel duty tax payable was collected from customers and paid over to HMRC, representing a 'production tax' which should be presented gross within the Group's income statement, with corresponding revenues and cost of sales. In the prior year, this was previously presented net and as such a prior period adjustment is presented within these financial statements to correct the historic understatement of revenues and direct costs with respect to fuel duty collected in the year ended 31 March 2020. The impact to the income statement presented was an increase in revenues and cost of sales, of £1,867,787, with no change resulting to the loss as previously reported. Accruals for fuel duty due on sales made in March 2020, previously booked to the accounts in April 2020, have also been adjusted, with the corresponding accrued income receivable owed from customers to whom the fuel duty tax is invoiced to and collected from. Adjustments to the statement of financial position at 31 March 2020 are an increase in accrued income and an increase in other taxes payable of £208,243. There was no change to total equity at 1 April 2019 or 31 March 2020 as a result of these adjustments.

CNG FUELS LTD

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2021

	Notes	2021 £	2020 as restated £	As at 1 April 2019 as restated £
Non-current assets				
Property, plant and equipment	**46**	1,584,651	1,197,902	417,501
Investments	**47**	19,262,466	2,667	2,034
		20,847,117	1,200,569	419,535
Current assets				
Inventories	**48**	-	2,613	-
Trade and other receivables	**49**	9,584,030	4,796,237	2,688,815
Current tax recoverable		202,177	202,177	-
Cash and cash equivalents		3,203,121	1,310,781	1,568,931
		12,989,328	6,311,808	4,257,746
Current liabilities				
Trade and other payables	**51**	10,267,754	5,070,699	4,016,854
Borrowings	**50**	-	400,000	-
Lease liabilities	**52**	417,281	312,338	98,341
Derivative financial instruments		28,110	-	-
		10,713,145	5,783,037	4,115,195
Net current assets		2,276,183	528,771	142,551
Non-current liabilities				
Trade and other payables	**51**	165,610	-	-
Borrowings	**50**	18,222,462	-	-
Lease liabilities	**52**	1,136,103	1,122,258	259,013
		19,524,175	1,122,258	259,013
Net assets		3,599,125	607,082	303,073
Equity				
Called up share capital	**54**	7,175	6,894	6,562
Share premium account		5,423,060	3,922,247	2,152,943
Share based payment reserve		534,468	319,433	223,953
Retained earnings		(2,365,578)	(3,641,492)	(2,080,385)
Total equity		3,599,125	607,082	303,073

As permitted by s408 Companies Act 2006, the company has not presented its own income statement and related notes. The company's profit for the year was £1,275,914 (2020 - £1,561,107 loss).

CNG FUELS LTD

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 MARCH 2021

31/8/2022 | 10:00 PDT

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

DocuSigned by:

Baden Gowrie-Smith

..............D38EF9BB166F44A...

Mr B J Gowrie-Smith

Director

Company Registration No. 09274291

CNG FUELS LTD

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	Share capital £	Share premium account £	Other reserves £	Share based payment reserve £	Retained earnings £	Total £
Balance at 1 April 2019		6,562	2,152,943	1,466,317	-	(1,856,432)	1,769,390
Effect of prior year adjustments		-	-	(1,466,317)	223,953	(223,953)	(1,466,317)
As restated		6,562	2,152,943	-	223,953	(2,080,385)	303,073
Year ended 31 March 2020 (as restated)							
Loss and total comprehensive loss for the year		-	-	-	-	(1,561,107)	(1,561,107)
Issue of share capital	**54**	332	1,769,304	-	-	-	1,769,636
Equity settled share based payments	**29**	-	-	-	95,480	-	95,480
Balance at 31 March 2020 (as restated)		6,894	3,922,247	-	319,433	(3,641,492)	607,082
Year ended 31 March 2021:							
Profit and total comprehensive income for the year		-	-	-	-	1,275,914	1,275,914
Issue of share capital	**54**	281	1,499,742	-	-	-	1,500,023
Equity settled share based payments	**29**	-	-	-	215,035	-	215,035
Adjustment to share premium account	**31**	-	1,071	-	-	-	1,071
Balance at 31 March 2021		7,175	5,423,060	-	534,468	(2,365,578)	3,599,125

CNG FUELS LTD

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 £	2021 £	2020 as restated £	2020 as restated £
Cash flows from operating activities					
Cash generated from/(absorbed by) operations	**55**		2,881,451		(775,836)
Interest paid			(298,886)		(82,103)
Net cash inflow/(outflow) from operating activities			2,582,565		(857,939)
Investing activities					
Purchase of property, plant and equipment		(268,919)		(90,000)	
Proceeds on disposal of property, plant and equipment		21,000		-	
Purchase of subsidiaries		-		(400)	
Proceeds on disposal of subsidiaries		300,000		100	
Purchase of associates		(1,773,536)		(333)	
Purchase of investments		(1)		-	
Interest received		59		-	
Dividends received		-		500,000	
Net cash (used in)/generated from investing activities			(1,721,397)		409,367
Financing activities					
Proceeds from issue of shares		1,501,094		398,799	
Payment of lease liabilities		(469,922)		(208,377)	
Net cash generated from financing activities			1,031,172		190,422
Net increase/(decrease) in cash and cash equivalents			1,892,340		(258,150)
Cash and cash equivalents at beginning of year			1,310,781		1,568,931
Cash and cash equivalents at end of year			3,203,121		1,310,781

42 Accounting policies

Company information

CNG Fuels Ltd is a private company limited by shares and incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered office is 250 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TP. The Company's principal activities and nature of its operations are disclosed in the directors' report.

42.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the United Kingdom and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The Company applies accounting policies consistent with those applied by the Group. To the extent that an accounting policy is relevant to both Group and parent Company financial statements, please refer to the Group financial statements for disclosure of the relevant accounting policy.

43 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised Standards and Interpretations have been adopted by the company and have an effect on the current period or a prior period or may have an effect on future periods:

- Amendment to IFRS 16, ‘Leases’ – Covid-19 related rent concessions
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not yet been applied in these financial statements, were in issue but not yet:

- Amendments to IFRS 3, ‘Business combinations’, IAS 16,’ Property, plant and equipment’, and IAS 37 ‘Provisions, contingent liabilities and contingent assets’
- IAS 17 and some annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16
- Amendments to IAS 1 Presentation of financial statements’ on classification of liabilities

The directors anticipated that the adoption of these standard and the interpretations in future period will have no material impact on the financial statements of the company.

44 Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

There were no critical accounting judgements identified.

Key sources of estimation uncertainty

Depreciation, amortisation and residual values

The annual depreciation and amortisation charge for tangible and intangible assets are sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. The directors have reviewed the asset lives and associated the residual values of all intangible and tangible fixed assets and have concluded the asset lives and the residual values are appropriate.

45 Employees

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

	2021 Number	2020 Number
Management	3	2
Administrative	19	11
Total	22	13

Their aggregate remuneration comprised:

	2021 £	2020 £
Wages and salaries	1,712,626	1,011,477
Social security costs	174,937	108,233
Pension costs	28,245	14,479
	1,915,808	1,134,189

CNG FUELS LTD

NOTES TO THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

46 Property, plant and equipment

	Freehold land and buildings	Plant and equipment	Computers	Motor vehicles	Total
	£	£	£	£	£
Cost					
At 1 April 2019	-	316,350	395	282,079	598,824
Additions	-	160,800	-	880,985	1,041,785
At 31 March 2020	-	477,150	395	1,163,064	1,640,609
Additions	85,000	537,706	-	126,526	749,232
Disposals	-	-	(395)	(83,260)	(83,655)
At 31 March 2021	85,000	1,014,856	-	1,206,330	2,306,186
Accumulated depreciation and impairment					
At 1 April 2019	-	70,472	99	110,752	181,323
Charge for the year	-	37,716	99	223,569	261,384
At 31 March 2020	-	108,188	198	334,321	442,707
Charge for the year	-	76,757	-	285,529	362,286
Eliminated on disposal	-	-	(198)	(83,260)	(83,458)
At 31 March 2021	-	184,945	-	536,590	721,535
Carrying amount					
At 31 March 2021	85,000	829,911	-	669,740	1,584,651
At 31 March 2020	-	368,962	197	828,743	1,197,902
At 31 March 2019	-	245,878	296	171,327	417,501

Included within property, plant and equipment are assets held under hire purchase contracts with net book values of £898,022 (2020: £833,301).

Property, plant and equipment includes right-of-use assets, as follows:

Right-of-use assets	2021	2020
	£	£
Net values		
Motor vehicles	303,949	304,827
Additions	91,611	326,174
Depreciation charge for the year		
Motor vehicles	92,489	21,347

47 Investments

	Current 2021	2020	Non-current 2021	2020
	£	£	£	£
Investments in subsidiaries	-	-	17,157,986	2,334
Investments in associates	-	-	1	-
Investments in joint ventures	-	-	2,104,145	-
Other investments	-	-	334	333
	-	-	19,262,466	2,667

Investment in subsidiary undertakings

Details of the company's principal operating subsidiaries are included in the notes to the group financial statements.

Movements in non-current investments

	Shares in subsidiaries	Shares in associates	Other investments	Shares in joint ventures	Total
	£	£	£	£	£
Cost or valuation					
At 1 April 2020	2,334	-	333	-	2,667
Additions	17,526,993	1	1	2,104,145	19,631,140
Capital contributions made to subsidiary	157,178	-	-	-	157,178
Disposals	(157,378)	-	-	-	(157,378)
At 31 March 2021	17,529,127	1	334	2,104,145	19,633,607
Impairment					
At 1 April 2020	-	-	-	-	-
Impairment losses	(371,141)	-	-	-	(371,141)
At 31 March 2021	(371,141)	-	-	-	(371,141)
Carrying amount					
At 31 March 2021	17,157,986	1	334	2,104,145	19,262,466
At 31 March 2020	2,334	-	333	-	2,667

47 Investments (Continued)

During the year, the Company made investments in the following associates and joint ventures:
- Renewable Transport Fuel Services Limited: £2,104,145 on 14 July 2020
- CNG Foresight Limited: £1 on 4 December 2020

Capital contributions were also made to the Company's former subsidiary undertaking, CNG Station Holdings Limited, whereby a loan due from the subsidiary of £157,178 was forgiven.

The Company disposed of the following subsidiaries which were carried at costs of:
- CNG Eurocentral Limited, disposed on 17 February 2021, with an investment carrying value of £100
- CNG Station Holdings Limited, disposed on 4 December 2020, with an investment carrying value of £157,278

During the year, the Company carried out impairment reviews of its subsidiary investments and concluded the investment in Lavant Down Agricultural Services Limited was impaired, with an impairment loss of £371,141 recognised through the income statement to reflect its recoverable value.

48 Inventories

	2021 £	2020 £
Work in progress	-	2,613

49 Trade and other receivables

	2021 £	2020 £
Trade receivables	1,424,292	1,770,744
Amounts owed by subsidiary undertakings	311,135	-
Amounts owed by fellow group undertakings	-	1,538,933
Amounts owed by related parties	1,570,274	-
Other receivables	102,787	386,108
Prepayments and accrued income	6,175,542	1,100,452
	9,584,030	4,796,237

Amounts owed by subsidiaries, group undertakings and related parties consist of informal intercompany loans, which are unsecured, do not bear interest and are repayable on demand.

50 Borrowings

	Current		Non-current	
	2021 £	2020 £	2021 £	2020 £
Borrowings held at amortised cost:				
Other loans	-	400,000	400,000	-
Loans from subsidiary undertakings	-	-	17,822,462	-
	-	400,000	18,222,462	-

50 Borrowings **(Continued)**

Other loans of £400,000 (2020: £400,000) included within non-current borrowings relate to informal loans provided to the group by non-bank lenders, which are not secured and are not due to be repaid within12 months of the balance sheet date.

Loans from subsidiary undertakings consist of loan note instruments which are unsecured and carry fixed rate interest at 4% per annum, which is capitalised annually. The loan notes mature December 2030.

51 Trade and other payables

	Current		Non-current	
	2021	2020	2021	2020
	£	£	£	£
Trade payables	4,999,859	1,472,743	-	-
Amounts owed to subsidiary undertakings	775	-	-	-
Amounts owed to fellow group undertakings	-	1,204,335	-	-
Amounts owed to related parties	578,794	-	-	-
Accruals	2,299,257	1,380,328	-	-
Deferred consideration	165,000	-	165,610	-
Social security and other taxation	2,213,882	1,010,159	-	-
Other payables	10,187	3,134	-	-
	10,267,754	5,070,699	165,610	-

Amounts owed to subsidiaries, group undertakings and related parties consist of informal intercompany loans, which are unsecured, do not bear interest and are repayable on demand.

52 Lease liabilities

	2021	2020
Maturity analysis	£	£
Within one year	433,365	324,635
In two to five years	1,152,433	1,148,248
Total undiscounted liabilities	1,585,798	1,472,883
Less future finance charges and effect of discounting	(32,414)	(38,287)
Lease liabilities in the financial statements	1,553,384	1,434,596

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

	2021	2020
	£	£
Current liabilities	417,281	312,338
Non-current liabilities	1,136,103	1,122,258
	1,553,384	1,434,596

CNG FUELS LTD

NOTES TO THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

52 Lease liabilities (Continued)

Assets held under hire purchase contracts are secured against the assets to which they relate.

53 Share-based payment transactions

The company information for share-based payments is the same as the group information and is shown in note 30.

54 Share capital

Refer to note 31 of the group financial statements.

55 Cash generated from/(absorbed by) operations

	2021	2020
	£	£
Profit/(loss) for the year after tax	1,275,914	(1,561,107)
Adjustments for:		
Taxation charged/(credited)	-	(202,177)
Finance costs	526,941	82,103
Investment income	(59)	(500,000)
Gain on disposal of property, plant and equipment	(20,803)	-
Depreciation and impairment of property, plant and equipment	362,286	261,384
Other gains and losses	(7,467,657)	-
Equity settled share based payment expense	215,035	95,480
Movements in working capital:		
Decrease/(increase) in inventories	2,613	(2,613)
Decrease/(increase) in trade and other receivables	2,936,493	(2,107,422)
Increase in trade and other payables	5,050,688	3,158,516
Cash generated from/(absorbed by) operations	2,881,451	(775,836)

56 IFRS Transition adjustments

The Company has adopted International Financial Reporting Standards (IFRS) for the preparation of these financial statements. This is the first time of adoption of IFRS and the date of transition is 1 April 2019.

Previously, the financial statements of the Company were prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

Adjustments to the financial statements arising due to the adoption of IFRS have been made to the statement of financial position, statement of comprehensive income and the statement of cash flows of the Company. No recognition or reversal of impairment losses arose upon transition.

The Company has applied the modified retrospective approach as permitted under IFRS 1 in its adoption of IFRS 16 Leases, whereby the adopted is permitted to measure the lease liability at the present value of the remaining lease payments at the date of transition, rather than the inception of the lease in question.

No other adjustments arising upon transition to IFRS arose, other than those detailed below.

During the year, the Company has adopted IFRS 16 - Leases for its accounting of any leases it is party to. This has resulted in contracts for the leasing of motor vehicles, previously recognised as operating leases through the income statement, being restated for as right-of-use assets on the statement of financial position. The impact of this on the comparative year is as follows:

- An increase in administrative expenses relating to depreciation charges on right-of-use assets of £21,347
- An increase in finance costs of £6,075
- A decrease in administrative expenses relating to motor vehicle leasing charges £39,177.
- An increase in profit and total equity at 31 March 2020 of £11,755.

Total equity as previously reported at the date of transition has not changed as a result of IFRS transition adjustments, but is affected by prior period adjustments as detailed in the subsequent note.

57 Prior period adjustment

During the year, a number of accounting errors in the prior year were identified and corrected by way of prior period adjustments. Details of the corrections made and the impact to the Company financial statements are detailed below.

The following adjustments detailed in note 41 to Group financial statements are made in respect to the Company:

- 1: R&D
- 2: Sales and cost of sales cut off
- 3: Share options
- 6: Shareholder loan received in advance of share issuance
- 7: Fuel duty tax presentation

The following adjustments had an impact on total equity of the Company at 1 April 2019:

- 3: a reduction in retained earnings of £223,953 and an increase in share based payment reserves of the same amount
- 6: a reduction in other reserves of £1,466,317.
- These adjustments resulted in a net decrease to total equity of £1,466,317 at 1 April 2019.

Adjustments 1, 2 and 3 had the following impact on total equity at 31 March 2020:

- 1: a reduction in retained earnings of £215,923
- 2: a reduction in retained earnings of £462,790
- 3: a reduction in retained earnings of £319,433 and an increase in share based payment reserves of the same amount
- These adjustments resulted in a net decrease to total equity of £678,713 at 31 March 2020

Company registration number 09274291 (England and Wales)

CNG FUELS LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

CNG FUELS LTD

COMPANY INFORMATION

Directors	Mr T J Baldwin Mr C M Barter Mr P E Fjeld Mr B J Gowrie-Smith Mr S P Kingsbury
Company number	09274291
Registered office	250 Wharfedale Road Winnersh Triangle Wokingham Berkshire RG41 5TP
Auditor	Deloitte LLP, Statutory Auditor 2 New Street Square London EC4A 3BZ

CNG FUELS LTD

CONTENTS

CNG FUELS LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The Directors present the strategic report for CNG Fuels Ltd (the “Company”) and its subsidiaries (the “Group”) for the year ended 31 March 2022.

Principal activities, review of the business and future developments
The principal activity of the Company and Group continues to be that of the construction, development and operation of compressed natural gas (Bio-CNG) fuelling stations in the UK. The directors consider the results for the year and the financial position at the year end to be satisfactory. The Company is still in its growth stage of the life cycle of the business and it is acknowledged that this will be a period of high expenditure. Despite this the directors take confidence from a 60% increase in the number of operating CNG fuelling stations and a 64% increase in gas volume distributed in the year from last year. The Directors do not anticipate any changes in the Company’s and Group’s principal activity going forward.

The Company caters predominantly to the high mileage Heavy Goods Vehicle (HGV) segment, where customers run regular operating cycles with predictable refuelling patterns. The business charges a fixed margin to customers on volumes of Bio-CNG dispensed and passes through the cost directly of the fluctuating wholesale natural gas price and prevailing fuel duty rates determined by HMRC.

The Company mass balances renewable biomethane from only waste feedstocks through the natural gas pipeline grid to match the quantities of Bio-CNG dispensed to provide customers with a 100% renewable and sustainable low carbon fuel for their vehicles. RTFS is the primary supplier of Biomethane to CNG Fuels, supplying on a back to back nil mark up basis and has done so since late 2016.

The Company develops sites for CNG stations to a ‘shovel ready’ state at which point it sells them to CNG Foresight Limited, its associate company which is jointly held. Accordingly, CNG Foresight owns the majority of the previously developed CNG stations as well as those under construction at the end of the accounting period. The development of each site is then managed by the Company as the contractor under fixed price EPC agreements with CNG Foresight, with the latter company utilising funds provided by the Foresight Investment Group, an unrelated third party. Once completed the Company operates the stations on behalf of CNG Foresight for an ongoing service fee in addition to its ownership stake in the associate company. The Foresight Investment Group has agreed to provide funding of up to £80m (increased to £100m subsequent to year end) to CNG Foresight in relation to this site development programme and during the year deployed an additional £18.2m of such funds, taking the total advanced to date up to £45.1m.

The Company completed development and commenced operations at several locations during the year. CNG stations funded and owned by jointly held CNG Foresight opened in; Bellshill (Eurocentral), being Scotland’s first Bio-CNG refuelling station; Avonmouth which was the largest biomethane refuelling station for trucks in the world. The Company completed development and commenced operations for a site in Newark which is owned by an EIS company and managed by the Ingenious Group. The Company also commenced development of a station in Castleford, another site funded through the CNG Foresight entity. During the year it continued work on its partially developed site in Saturn Park, Knowsley, which grew its trailer based refuelling operations for multiple fleet customers on site including the local Liverpool City Council refuse fleet.

The Company took ownership of the UKs first two high powered 6x2 Iveco made CNG tractor units for customers to run additional trials, expanding the possible operational applications of Bio-CNG haulage and the customer market size.

Results and dividends
The loss for the financial year amounted to £3,083,282 (2021: profit of £2,447,501) as shown on page 12 and the net assets of the Group amounted to £1,826,440 (2021: £4,455,513) as shown on page 13.

Revenue has increased significantly in the year due to an increase of natural gas distribution of 64% combined with a dramatic increase in the market price of natural gas throughout the 2022 financial year. The natural gas cost has risen at the same rate as the revenue, and therefore this is not a driver of movement in the result for the year. The 2021 profit was driven primarily by the significant accounting profit on disposal of CNG Station Holdings Ltd, and other gains upon disposals of subsidiaries. Although 2 subsidiaries have been disposed in the current year, the gains are not as substantial as in the comparative year. The decline in net assets are primarily the impact of the total comprehensive loss for the year.

Principal risks and uncertainties

The primary commercial business risks and uncertainties affecting the Group relate to considerations specified below. In addition to these risks, the Group is also exposed to cash flow, credit, liquidity and foreign exchange risk. Details of management policies to mitigate these risks are detailed in notes 20, 24 and 27 to the financial statements.

COVID-19

The year has been impacted both positively and negatively by the ongoing global pandemic COVID-19. The business has been negatively impacted by new station planning approvals and the construction of new stations, which have been slowed down by lockdowns and the requirements to work from home for planners, surveyors and contractors. However, due to the need for increased online shopping, both supermarket and parcel delivery customers, making up a large portion of our customer portfolio, have been extremely busy during the period requiring correspondingly more haulage activity and fuel demand.

Significant incident or failure at a station

The business supplies compressed natural gas to vehicles that run solely on that fuel, so the loss of availability of supply for customers could materially dent the confidence and slow uptake of the fuel as an alternative to diesel.

Loss of key employees

The business has developed an end-to-end solution for the origination, development and operation of its refuelling stations, and due to their unique nature has critical know-how dispersed through the growing workforce.

Biomethane supply materially impaired

Customers principally adopt compressed biomethane as a fuel for their carbon-saving credentials. The Company has supplied 100% of its Bio-CNG as RTFO-approved biomethane since September 2016, but any systematic impairment to the supply from sources or countries would affect the carbon saving credentials to an extent.

Ongoing Funding Risk

The business is rolling out a rapidly expanding network of Bio-CNG stations to meet growing customer demand, and the continued growth of the network is central to the customer adoption thesis. The sites are capital intensive to develop and therefore the business needs access to reliable and regular sources of funds to continue to develop the stations at an increasing rate.

Competition Risk

The business faces competition from diesel and other mass adoptable alternative fuels that it does not supply including Liquified Natural Gas (LNG) and HVO. These fuels have their own unique characteristics which make them attractive as alternatives, however, on balance, the business feels that market interest is trending towards Bio-CNG as the preferred fuel for the transition towards zero carbon transport.

Policy Risk

The business is supported by two principal government-implemented policies and frameworks, the Renewable Transport Fuel Obligation (RTFO) and the reduction in fuel duty on natural gas compared with diesel.

The RTFO framework is viewed as a robust piece of low carbon transport legislation with no end date and increasing obligations to supply renewable fuels continuing to increase until 2032. The business can generate Renewable Transport Fuel Certificates by supplying RTFO-approved biomethane. These, in turn, enable it to purchase growing supplies of biomethane to meet customer needs.

An HMRC implemented fuel duty differential was extended in 2019 until 2032 at 24.7p/kg against 57.5p/litre of diesel, roughly a two-thirds saving of duty on an energy equivalent basis, and this differential is a direct benefit to customers to enable them to have reasonable payback period on the additional capital expenditure of buying vehicles that are more expensive to purchase than diesel equivalents.

Technology Risk
Biomethane uptake as an alternative to diesel relies on continued support from the original equipment manufacturers (OEM) development of CNG heavy goods vehicles (HGVs) suitable for our customers' needs. CNG vehicles are currently produced for UK use in multiple models by two OEMs, Scania and Iveco.

Alternative fuels such as hydrogen and electrically powered vehicles are not yet ready for early adoption due to availability and cost of the vehicles and fuel supply constraints, and therefore the business does not view the adoption of these vehicles as direct competition to the uptake of CNG vehicles running on biomethane for the foreseeable future.

Sustained dislocation in input or product prices
Customers in the haulage industry are sensitive to the cost of fuel in their supply chains, so the price at which biomethane can be supplied to its HGV fleets is important to be competitive with diesel as an alternative. Sustained high gas prices, a high electricity price to compress the gas, or a low or negative gas to diesel price spread could impair the speed of uptake of the vehicles, although with adoption underway and commercial benefits to running a low carbon fleet there would likely continue to be a trend towards biomethane as the only mass adoptable alternative to diesel currently market ready.

Ukraine Russia Conflict
The Ukraine-Russian conflict which commenced during the accounting period has led to significant dislocation of energy and commodity markets worldwide. These have led to a substantial increase in natural gas and electricity prices in the United Kingdom, whilst the UK and Europe look for alternative suppliers for their energy needs. Energy prices, including diesel and natural gas as competitive fuels have been volatile and will remain so for the duration of the conflict. Sanctions against Russia and curtailing of Ukraine's ability to produce and export regular goods and commodities have led to some supply chain disruptions to equipment providers and truck manufacturers and these will continue to be intermittent in nature until the resolution of the conflict. The business is working with suppliers of energy and equipment to mitigate the effects of volatility in pricing and supply chain issues to the extent possible.

Inflation
A combination of COVID-19 and the Ukraine-Russia conflict, and a period of sustained low interest rates globally has led to an increased inflation environment that the business operated in for the final four months of the accounting period and is ongoing post-accounting period. This has led to inflation across the business in energy prices and some critical equipment manufactured for both new stations and the maintenance of existing ones. Price increases are being monitored and will affect margins for the business and customers' ability to purchase fuel at higher prices and buy new vehicles to some extent as the economic outlook for the country remains unclear. The business does not have significant direct exposure to interest rate increases by the Bank of England to mitigate the high inflation.

Key performance indicators
Key Performance Indicators (KPIs) help the board assess performance against Group priorities set out during the year.

- **Volumes:** The Company grew volumes dispensed at the operating stations by 64% through the period, an increase that reflected both additional numbers of customers as well as existing customers replacing larger numbers of diesel tractor units with CNG tractor units within their annual replacement cycles.
- **Employees:** During the year the Company increased the average number of employees from 22 to 38, adding substantially to the land origination team, as well as several HGV drivers to strengthen the businesses mobile refuelling capabilities and an in-house counsel to strengthen corporate governance.
- **Station pipeline:** The Company increased the size of the station pipeline for future development from around thirty active investigations to more than one hundred being considered and under negotiation.
- **Biomethane secured:** The business supplied 100% RTFO-approved renewable biomethane from waste feedstocks to its customers every quarter of the year, meaning no fossil natural gas was supplied at all into customers' vehicles providing them with the maximum reportable carbon savings available for the vehicles.
- **UK capacity and coverage:** The Company opened two stations during the year increasing its refuelling capacity for high mileage HGVs from 2000 to around 3500, against a total market size of around 130,000 vehicles in the segment.

CNG FUELS LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

Future developments
The principal activities of the Company and the Group are expected to remain unchanged going forward.

The Company has commenced operations at a site in Castleford and the development of two additional sites in Newton Aycliffe and Corby. Foresight investment group have also committed an additional £20m in funding into CNG Foresight Limited (the Group's associate), for the purpose of developing new CNG stations.

Approved by the board and signed on its behalf by:

DocuSigned by:
Baden Gowrie-Smith
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Mr B J Gowrie-Smith
Director

Date: 14/10/2022 | 11:13 PDT

CNG FUELS LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The directors present their annual report and financial statements for the year ended 31 March 2022.

Principal activities

The principal activity of the group continued to be that of the construction, development and operation of compressed natural gas fuelling stations in the UK.

Results and dividends

The results for the year are set out on page 12.

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

Directors

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

Mr T J Baldwin
Mr C M Barter
Mr P E Fjeld
Mr B J Gowrie-Smith
Mr S P Kingsbury

Directors' insurance

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. This was in force throughout the financial period and still in force at the time of approving the financial statements.

Post reporting date events

After the reporting date, but prior to the date of signing this report, the following events occurred:

- The Group disposed of 2 subsidiaries, CNG Corby Limited and CNG Newton Aycliffe Limited, for consideration of £600,000 and £300,000 respectively to CNG Foresight Limited.
- The CNG Knowsley site passed all final tests to begin operations and the Group became entitled to the deferred consideration receivable at the amount stated within these financial statements.

More detail on these post balance sheet date events is given in the notes to the financial statements (note 37).

Future developments

Please refer to the Group's strategic report for information around the future developments of the Group.

Auditor

The auditor, Deloitte LLP, Statutory Auditor, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditor

Each director in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

Going concern

The business is rolling out a rapidly expanding network of Bio-CNG stations to meet growing customer demand. The sites are capital intensive to develop and therefore the business needs access to reliable and regular sources of funds to continue to develop the stations at an increasing rate. The directors are aware that the ongoing development of Bio-CNG stations in the associate venture is contingent on the availability of the current facility of £100m from the Foresight Investment Group. The business has successfully expanded its funding commitment from current related parties to secure a working capital loan to support the expansion of the business. Based on the success of this post year-end funding and the latest cash flow forecasts available, the directors have at the time of approving the financial statements, a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future, being at least the next 12 months from which these financial statements are signed. Accordingly, the going concern basis has been adopted in the presentation of these financial statements.

The directors have also considered the emerging conflict in Ukraine in their assessment of the Group's ability to continue in operational existence. Although this conflict has driven the market price of the wholesale gas up, post reporting date sales volumes continue to grow and in the short term the directors do not believe the conflict is directly or indirectly causing material worry to the Group's ability continue as a going concern.

The directors have assessed the increased inflation environment that the business is operating in post year-end. This has led to inflation across the business in energy prices and some critical equipment manufactured for both new stations and the maintenance of existing ones. Price increases are being monitored and will affect margins for the business and customers' ability to purchase fuel at higher prices and buy new vehicles to some extent as the economic outlook for the country remains unclear. The business does not have significant direct exposure to interest rate increases by the Bank of England to mitigate the high inflation.

Approved by the board and signed on its behalf by:

DocuSigned by:

Baden Gowrie-Smith

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Mr B J Gowrie-Smith

Director

14/10/2022 | 11:13 PDT

Date: ....

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2022

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 group and parent company financial statements in accordance with United Kingdom adopted International Accounting Standards. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

CNG FUELS LTD

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CNG FUELS LTD

Opinion

In our opinion:

- the financial statements of CNG Fuels Ltd (the ‘parent company’) and its subsidiaries (the ‘group’) give a true and fair view of the state of the group’s and of the parent company’s affairs as at 31 March 2022 and of the group’s loss for the year then ended;
- the group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the group statement of comprehensive income;
- the group and parent statements of financial position;
- the group and parent company statements of changes in equity;
- the group and parent company statements of cash flows; and
- the related notes 1 to 57

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent 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 group’s and parent 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.

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 directors’ responsibilities statement, 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 group’s and the parent 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 group or the parent 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. This description forms part of our auditor’s report.

CNG FUELS LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF CNG FUELS LTD

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

We obtained an understanding of the legal and regulatory frameworks that the group 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 the UK Companies Act and UK tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

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

- Revenue recognition in respect of Engineering, Procurement and Construction ('EPC') contracts. Our procedures included:
- Obtaining an understanding of the relevant internal controls in relation to the revenue recognition of EPC contracts and testing the design and implementation of these controls;
- Reviewing and assessing the commercial EPC contracts to determine the appropriate point of revenue recognition for different contracts with customers; and
- For a sample of EPC revenue transactions recognised, testing of revenue was appropriately recognised by agreement to appropriate supporting information, including third party certificates in respect completion of milestones.

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 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 and reviewing correspondence with HMRC.

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 group and of the parent company and their 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

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.

DocuSigned by:

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William Brooks FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

Date: 14/10/2022 | 19:30 BST

CNG FUELS LTD

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £	2021 £
Revenue	**4**	69,012,239	26,593,212
Cost of sales		(66,484,220)	(24,292,586)
Gross profit		2,528,019	2,300,626
Other operating income		11,131	22,585
Gains on disposals of subsidiaries	**5**	599,800	8,402,514
Administrative expenses		(6,707,934)	(7,941,477)
Operating (loss)/profit	**5**	(3,568,984)	2,784,248
Share of results of associates and joint ventures	**14**	1,451,596	126,036
Investment revenues	**9**	20	59
Finance costs	**10**	(174,489)	(464,989)
Other gains and losses	**11**	(792,355)	1,217
(Loss)/profit before taxation		(3,084,212)	2,446,571
Income tax income	**12**	930	930
(Loss)/profit and total comprehensive (loss)/income for the year		(3,083,282)	2,447,501

The (loss)/profit for the financial year is all attributable to the owners of the parent company.

Total comprehensive (loss)/income for the year is all attributable to the owners of the parent company.

In the prior year, gains of £8,402,514 arising on the disposal of subsidiaries were originally presented within other gains and losses, rather than within operating activities. The comparative presented has been adjusted to better reflect the Group's ongoing operating business model and has not resulted in a restatement of the prior year result or total equity.

CNG FUELS LTD

GROUP STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2022

	Notes	2022 £	2021 £
Non-current assets			
Property, plant and equipment	**13**	2,181,912	2,001,782
Investments	**14**	3,351,502	2,230,516
		5,533,414	4,232,298
Current assets			
Inventories	**18**	40,103	-
Trade and other receivables	**19**	16,831,921	9,564,623
Current tax recoverable		-	202,177
Cash and cash equivalents		3,083,279	3,265,589
		19,955,303	13,032,389
Current liabilities			
Trade and other payables	**23**	20,990,838	10,406,214
Borrowings	**22**	1,158,382	-
Lease liabilities	**25**	502,766	429,526
Derivative financial instruments	**26**	7,466	28,110
		22,659,452	10,863,850
Net current (liabilities)/assets		(2,704,149)	2,168,539
Non-current liabilities			
Trade and other payables	**23**	-	165,610
Borrowings	**22**	-	400,000
Lease liabilities	**25**	914,899	1,291,986
Deferred tax liabilities	**28**	-	930
Long term provisions	**29**	87,926	86,798
		1,002,825	1,945,324
Net assets		1,826,440	4,455,513
Equity			
Called up share capital	**32**	7,175	7,175
Share premium account	**33**	5,423,060	5,423,060
Share based payment reserve	**34**	988,677	534,468
Retained deficit		(4,592,472)	(1,509,190)
Total equity		1,826,440	4,455,513

14/10/2022 | 11:13 PDT

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

DocuSigned by:

Baden Gowrie-Smith

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Mr B J Gowrie-Smith

Director

CNG FUELS LTD

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	Share capital	Share premium account	Share based payment reserve	Retained deficit	Total
		£	£	£	£	£
Balance at 1 April 2020		6,894	3,922,247	319,433	(3,956,691)	291,883
Year ended 31 March 2021:						
Profit and total comprehensive income for the year		-	-	-	2,447,501	2,447,501
Issue of share capital	**32**	281	1,499,742	-	-	1,500,023
Share based payments	**31**	-	-	215,035	-	215,035
Adjustment to share premium account		-	1,071	-	-	1,071
Balance at 31 March 2021		7,175	5,423,060	534,468	(1,509,190)	4,455,513
Year ended 31 March 2022:						
Loss and total comprehensive loss for the year		-	-	-	(3,083,282)	(3,083,282)
Share based payments	**31**	-	-	454,209	-	454,209
Balance at 31 March 2022		7,175	5,423,060	988,677	(4,592,472)	1,826,440

CNG FUELS LTD

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £	2022 £	2021 £	2021 £
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	40		(778,036)		4,121,328
Interest paid			(140,211)		(462,953)
Income taxes refunded			202,177		-
Net cash (outflow)/inflow from operating activities			(716,070)		3,658,375
Investing activities					
Purchase of property, plant and equipment		(612,318)		(3,005,430)	
Proceeds on disposal of property, plant and equipment		85,000		21,000	
Cash acquired on purchase of subsidiaries		-		953,911	
Cash inflow/(outflow) on disposal of subsidiaries		600,000		(869,222)	
Purchase of associates		-		(1,773,534)	
Dividends received from joint ventures		330,610		-	
Interest received		20		59	
Net cash generated from/(used in) investing activities			403,312		(4,673,216)
Financing activities					
Proceeds from issue of shares		-		1,501,094	
Proceeds from borrowings		750,000		1,663,290	
Repayment of borrowings		(33,150)		(207,619)	
Payment of lease liabilities		(586,601)		(529,642)	
Net cash generated from financing activities			130,249		2,427,123
Net (decrease)/increase in cash and cash equivalents			(182,509)		1,412,282
Cash and cash equivalents at beginning of year			3,265,589		1,853,307
Cash and cash equivalents at end of year			3,083,080		3,265,589
Relating to:					
Bank balances and short term deposits			3,083,279		3,265,589
Bank overdrafts			(199)		-

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

Company information

CNG Fuels Ltd is a private company limited by shares and incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered office is 250 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TP. The Group's principal activities and nature of its operations are disclosed in the directors' report.

The Group consists of CNG Fuels Ltd and all of its subsidiaries, which are listed in note 15 of the financial statements.

1.1 Accounting convention

The financial statements have been prepared in accordance with United Kingdom adopted International Financial Reporting Standards (IFRS) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of all the entities in the Group. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments held at fair value. The principal accounting policies adopted are set out below.

1.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company CNG Fuels Ltd together with all entities controlled by the parent company (its subsidiaries) and the group’s share of its interests in joint ventures and associates.

All financial statements are made up to 31 March 2022. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group’s financial statements from the date that control commences until the date that control ceases.

1 Accounting policies **(Continued)**

1.4 Going concern

The business is rolling out a rapidly expanding network of Bio-CNG stations to meet growing customer demand. The sites are capital intensive to develop and therefore the business needs access to reliable and regular sources of funds to continue to develop the stations at an increasing rate. The directors are aware that the ongoing development of Bio-CNG stations in the associate venture is contingent on the availability of the current facility of £100m from the Foresight Investment Group. The business has successfully expanded its funding commitment from current related parties to secure a working capital loan to support the expansion of the business. Based on the success of this post year-end funding and the latest cash flow forecasts available, the directors have at the time of approving the financial statements, a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future, being at least the next 12 months from which these financial statements are signed. Accordingly, the going concern basis has been adopted in the presentation of these financial statements.

The directors have also considered the emerging conflict in Ukraine in their assessment of the Group’s ability to continue in operational existence. Although this conflict has driven the market price of the wholesale gas up, post reporting date sales volumes continue to grow and in the short term the directors do not believe the conflict is directly or indirectly causing material worry to the Group’s ability continue as a going concern.

The directors have assessed the increased inflation environment that the business is operating in post year-end. This has led to inflation across the business in energy prices and some critical equipment manufactured for both new stations and the maintenance of existing ones. Price increases are being monitored and will affect margins for the business and customers’ ability to purchase fuel at higher prices and buy new vehicles to some extent as the economic outlook for the country remains unclear. The business does not have significant direct exposure to interest rate increases by the Bank of England to mitigate the high inflation.

1.5 Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The group recognises revenue when it transfers control of a product or satisfies the performance obligations of services delivered to a customer.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

The Group recognises revenue from the following major sources:

- Sales of natural gas
- RTFC revenue
- Reimbursement of operating costs
- Station management fees
- EPC contracts

The nature, timing of satisfaction of performance obligations and significant payment terms of the group's major sources of revenue are as follows:

Sales of natural gas

Natural gas sales relate to charges for the cost of natural gas drawn by customers. Natural gas prices are market driven which fluctuate monthly due to a range of micro and macro economic factors. Prices rose throughout the year due to geopolitical issues, exaggerated further by the war in Ukraine. Natural Gas revenue is recognised at the point of sale and customers are invoiced monthly. The point of sale is the point at which gas is dispensed to the customer. Revenues relating to natural gas are presented gross of fuel duty tax chargeable to customers and payable to HMRC, in line with industry standard accounting practices relating to production taxes. The Group records sales of natural gas on a gross basis as it is the principal in the relationship with the customer. The Group then passes the revenue earned under customer contracts on to the entities owning the respective operating fuel stations, which are legal entities within the CNG Foresight Limited group (the Group's associate), at zero mark up.

1 Accounting policies **(Continued)**

RTFC revenue

Renewable transport fuel certificates (RTFC) revenue arises from the sale of such certificates to customers with revenue being recognised at the point the certificate is delivered to the client. There is no right of return or warranty on the RTFC, hence revenue is recognised in full without possible provision immediately after the transfer of control of the certificate. This revenue stream was presented as 'Sales of biomethane' in the prior year financial statements.

Reimbursement of operating costs

Revenue relating to the reimbursement of operating costs is derived from recharges of costs incurred by the Group in its servicing and management of fuel stations owned by the respective legal entities within the CNG Foresight Limited group (the Group's associate), and other third party fuel stations. Recharges are made at cost and invoiced to customers monthly as the costs are incurred by the Group.

Station management fees

Revenue relating to the Station Management fees is derived from charges levied by the Group to entities for which it is engaged to operate and manage Stations. Revenue is recognised as the services are delivered to customers on a monthly basis. Customers in this respect are fuel stations owned by the respective legal entities within the CNG Foresight Limited group (the Group's associate), and other third party fuel stations.

EPC contracts

EPC contract revenue relates to services delivered by the Group to customers, principally entities within the CNG Foresight Limited group (the Group's associate), for the Engineering, Procurement and Construction (EPC) of Compressed Natural Gas (CNG) dispensing stations in the UK. The Group recognises EPC revenue as specific milestones in the EPC process are satisfied, as specified within the underlying contracts in place with the customer to which the development is being delivered. Any revenue invoiced in advance of a milestone being fulfilled is deferred accordingly. The revenue recognition basis is consistent with the output basis method as permitted by IFRS 15.

1.6 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

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

Freehold land and buildings	Not depreciated
Leasehold land and buildings	Straight line over 12 and 20 years
Plant and equipment	Straight line on cost over 10 and 15 years
Motor vehicles	Straight line on cost over 4 years

Assets in the course of construction are not depreciated.

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

1 Accounting policies **(Continued)**

1.7 Non-current investments

In the separate financial statements of the parent Company, interests in subsidiaries, associates, joint ventures and other unlisted investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

In the consolidated financial statements of the Group, other unlisted investments continue to be held as per the policy detailed above. Interests in associates and joint ventures are measured initially at cost and then subsequently recognise the Group's share of profit and other comprehensive income, as permitted under the equity method detailed in IAS 28.

A subsidiary is an entity controlled by the parent company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the group holds a long-term interest and has significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the group has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities (joint ventures).

Other unlisted investments are those made in entities where neither control, significant influence or a joint control arrangement exists, due to the percentage of voting share capital owned by the group being below the threshold required to demonstrate such control or significant influence.

1.8 Impairment of property, plant and equipment

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

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

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

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

1.9 Inventories

Inventories are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition.

1 Accounting policies **(Continued)**

Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

1.10 Cash and cash equivalents

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

1.11 Financial assets

Financial assets are recognised in the group's statement of financial position when the group becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

Financial assets at fair value through profit or loss

When any of the below-mentioned conditions for classification of financial assets held at amortised cost are not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognized initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Impairment of financial assets

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision. The expected loss rates are based on the Group's historical credit losses experienced over the three year period to the year end. Other factors such as the wider economic environment the Group and its customers operate in are also considered, with any impairments recorded in the statement of comprehensive income within administrative expenses.

Derecognition of financial assets

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

1.12 Financial liabilities

The Group recognises financial liabilities when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

1 Accounting policies **(Continued)**

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as measured at fair value through profit or loss when the financial liability is held for trading. A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of selling or repurchasing it in the near term, or
- on initial recognition it is part of a portfolio of identified financial instruments that are managed together and has a recent actual pattern of short-term profit taking, or
- it is a derivative that is not a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at fair value through profit or loss are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

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

1.13 Equity instruments

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

1.14 Derivatives

The Group enters into foreign exchange forward contracts in order to manage its exposure to foreign exchange risk. These are held as financial instruments at fair value as they represent instruments held for trading purposes of the business rather than that held for speculative investments, and there is an demonstrable traded market for such instruments, which gives rise to a monetary value of such derivatives.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. Hedge accounting is not applied to any instruments within these financial statements.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are classified as current.

1.15 Taxation

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

1 Accounting policies **(Continued)**

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.16 Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

1.17 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.18 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1 Accounting policies **(Continued)**

1.19 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted which are calculated by a series of commercial business valuations using models including discounted cash flows and the Black Scholes pricing model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

1.20 Leases

At inception, the Group assesses whether a contract is, or contains, a lease within the scope of IFRS 16. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Where a tangible asset is acquired through a lease, the group recognises a right-of-use asset and a lease liability at the lease commencement date. Right-of-use assets are included within property, plant and equipment, apart from those that meet the definition of investment property.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs and an estimate of the cost of obligations to dismantle, remove, refurbish or restore the underlying asset and the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of other property, plant and equipment. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are unpaid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the cost of any options that the group is reasonably certain to exercise, such as the exercise price under a purchase option, lease payments in an optional renewal period, or penalties for early termination of a lease.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in: future lease payments arising from a change in an index or rate; the group's estimate of the amount expected to be payable under a residual value guarantee; or the group's assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of rental premises that have a lease term of 12 months or less, or for leases of low-value assets including IT equipment. The payments associated with these leases are recognised in profit or loss on a straight-line basis over the lease term.

1 Accounting policies **(Continued)**

1.21 Foreign exchange

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

2 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised standards and interpretations have been adopted by the Group. The impact of the adoption of these amendments is not deemed to have a material effect on the current period or prior period, and is not anticipated to have a material effect on future periods:

- Amendment to IFRS 16, ‘Leases’ – Covid-19 related rent concessions
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following standards and interpretations, which have not yet been applied in these financial statements, were in issue but not yet effective (and in some cases had not yet been adopted by the UK):

- Reference to the Conceptual Framework (Amendments to IFRS 3)
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16)
- Onerous Contracts—Cost of Fulfilling a Contract (Amendments to IAS 37)
- Amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards—Subsidiary as a First-time Adopter,
- Amendment to IFRS 9 Financial Instruments — Fees in the ‘10 per cent’ Test for Derecognition of Financial Liabilities
- Amendment to IAS 41 Agriculture—Taxation in Fair Value Measurements.
- IFRS 17 Insurance Contracts, amendments to IFRS 17 and initial Application of IFRS 17 and IFRS 9 Comparative Information

The directors anticipate that the adoption of these standards, amendments and interpretations in future periods will not have a material impact on the financial statements of the Group.

3 Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to financial statements are outlined below.

Critical judgements

EPC contract revenue

The primary revenue stream which requires an element of judgement by management, is that of EPC contracts. This revenue stream is recognised at the point at which milestone performance obligations, as detailed in the underlying contracts, are satisfied and only once milestones have been signed off by third party professionals during monthly inspections. Revenue is not invoiced until such sign off by third parties for the majority of milestones. Some milestones are however invoiced to customers in advance of milestone sign off, and in such cases the related income is deferred as a contract liability (see note 21) until such time the milestone is satisfied. As such, there is an element of accounting judgement as to when advanced revenue should ultimately be recognised.

Sales of natural gas

The Group operates a number of CNG stations which dispense natural gas to customers. These stations are typically owned by separate legal entities outside of the Group. Due to the nature of the contracts with the stations and external customers, management have judged that the Group's position within the supply chain is that of a principal, rather than an agent on behalf of the CNG stations. As such, revenues charged to the end customer in relation to natural gas sales, and costs incurred that are recharged to the stations, are presented gross within the Group's income statement. The significance of this judgement is that under an agency basis, these revenues and costs would be presented net, resulting in a material reduction in the Group's turnover and cost of sales.

More information on the accounting policies relating to revenue recognition can be seen in accounting policy 1.5, in the notes to the financial statements.

4 Revenue

	2022	2021
	£	£
Revenue analysed by class of business		
Natural gas	16,627,833	6,812,022
RTFC sales	19,846,577	10,034,637
Reimbursement of operating costs	19,624,413	2,648,298
Station management fees	458,400	289,717
EPC contracts	12,455,016	6,808,538
	69,012,239	26,593,212

4 Revenue (Continued)

	2022	2021
	£	£
Revenue analysed by geographical market		
United Kingdom	69,012,239	26,593,212

In the prior year, RTFC sales were presented as 'Biomethane'. Disclosure of this revenue stream has been reclassified in the current year to RTFC sales to better present the true nature of how these revenues are derived. Please refer to the accounting policy 1.5 for further detail.

5 Operating loss

	2022	2021
Operating loss for the year is stated after charging/(crediting):	£	£
Exchange losses	94,736	58,691
Research and development costs	508,296	322,267
Fees payable to the company's auditor for the audit of the company's financial statements	96,500	100,000
Depreciation of property, plant and equipment	366,830	314,095
Loss/(profit) on disposal of property, plant and equipment	4,585	(20,804)
Depreciation of right-of-use-assets	149,551	136,308
Gains on disposal of subsidiaries	(599,800)	(8,402,514)
Direct costs and inventories recognised as an expense	66,228,421	24,246,866
Share-based payments	454,209	215,035

5 Operating loss **(Continued)**

Gains on disposal of subsidiaries is recognised within other operating income, due to the business model adopted by the Group to locate and prepare CNG sites within its subsidiaries and then sell them to the CNG Foresight Limited group, at the point they become ready to start development of the station. The gains recognised upon disposal of the subsidiary are therefore recognised as part of the Group's ongoing operational business activities.

Gains on the disposal of subsidiaries relate to the accounting profit recognised upon disposal of the following former subsidiary undertakings of the Group:

- CNG Avonmouth North Limited. The entire issued share capital of that entity was disposed of for consideration of £300,000 on 16 April 2021.The Group recognised accounting gains upon disposal of £299,900 in relation to the sale of this subsidiary.
- CNG Castleford Limited. The entire issued share capital of that entity was disposed of for consideration of £300,000 on 26 October 2021.The Group recognised accounting gains upon disposal of £299,900 in relation to the sale of this subsidiary.

Substantial disposals were made in the prior year in relation to subsidiaries:

- Hams Warrington Limited. The entire issued share capital of that entity was disposed of for consideration of £6,083,395 on 4 December 2020. The Group recognised accounting gains upon disposal of £140,140 in relation to the sale of this subsidiary.
- Lavant Down Northampton Limited. The entire issued share capital of that entity was disposed of for consideration of £3,950,000 on 4 December 2020. The Group recognised accounting losses upon disposal of £458,172 in relation to the sale of this subsidiary.
- Oxford Erdington Limited. The entire issued share capital of that entity was disposed of for consideration of £6,475,000 on 4 December 2020. The Group recognised accounting gains upon disposal of £551,246 in relation to the sale of this subsidiary.
- CNG Eurocentral Limited. The entire issued share capital of that entity was disposed of for consideration of £300,000 on 17 February 2021. The Group recognised accounting gains upon disposal of £299,900 in relation to the sale of this subsidiary.
- CNG Station Holdings Limited, along with its subsidiaries CNG Knowsley Limited and CNG Leyland Limited. The entire issued share capital of CNG Station Holdings Limited was disposed of for consideration of £7,724,286 on 4 December 2020. The Group recognised accounting gains upon disposal of £7,869,400 in relation to the sale of this subsidiary.

The accounting gains and losses upon disposals of the subsidiaries listed above are in relation to any difference between consideration received and the net assets or liabilities of the subsidiaries disposed.

In the prior year, gains of £8,402,514 arising on the disposal of subsidiaries were originally presented within other gains and losses, rather than within operating activities. The comparative presented has been adjusted to better reflect the Group's ongoing operating business model and has not resulted in a restatement of the prior year result or total equity.

6 Auditor's remuneration

Fees payable to the company's auditor and associates:	2022 £	2021 £
For audit services		
Audit of the financial statements of the group and company	96,500	100,000

No fees were paid to the Group's auditor with respect to non-audit remuneration.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2022

7 Employees

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

	2022 Number	2021 Number
Management	3	3
Administrative	35	19
Total	38	22

Their aggregate remuneration comprised:

	2022 £	2021 £
Wages and salaries	2,849,708	1,712,626
Social security costs	284,847	174,937
Pension costs	43,624	28,245
	3,178,179	1,915,808

8 Directors' remuneration

	2022 £	2021 £
Remuneration for qualifying services	429,667	379,533
Company pension contributions to defined contribution schemes	3,504	2,626
	433,171	382,159

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2021 - 2).

The number of directors who are entitled to receive shares under long term incentive schemes during the year was 4 (2021 - 2).

No directors exercised any share options during the current or previous year,

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

	2022 £	2021 £
Remuneration for qualifying services	197,333	175,600
Company pension contributions to defined contribution schemes	1,320	1,313

9 Investment income

	2022	2021
	£	£
Interest income		
Financial instruments measured at amortised cost:		
Bank deposits	20	59

10 Finance costs

	2022	2021
	£	£
Interest on bank overdrafts and loans	-	123,553
Interest on lease liabilities	132,028	158,579
Other interest payable	41,333	180,821
Total interest expense	173,361	462,953
Unwinding of discount on provisions	1,128	2,036
	174,489	464,989

11 Other gains and losses

	2022	2021
	£	£
Change in value of financial assets at fair value through profit or loss	(813,000)	-
Change in the fair value of derivative liabilities	20,645	(28,110)
Amounts written back to financial liabilities	-	29,327
	(792,355)	1,217

Changes in the value of financial assets at fair value through profit or loss relates to a reduction in contingent consideration receivable to the Group for the sale of its former subsidiary CNG Station Holdings Limited in the prior year. The trigger for the reduction in consideration was an overrun in costs relating to the development of an asset in the disposed subsidiary's interests, which arose during the reporting year.

Changes in the fair value of derivative liabilities relate to the fair value movement recognised on forward foreign exchange contract derivative instruments.

Amounts written back to financial liabilities in the prior year relate to gains arising upon the write off of informal intercompany loans owed by Group undertakings to non-Group companies.

12 Income tax income

	2022	2021
	£	£
Deferred tax		
Origination and reversal of temporary differences	(930)	(930)

The credit for the year can be reconciled to the profit/(loss) per the income statement as follows:

	2022	2021
	£	£
Profit/(loss) before taxation	(3,084,212)	2,446,571
Expected tax (credit)/charge based on a corporation tax rate of 19.00% (2021: 19.00%)	(586,000)	464,848
Effect of expenses not deductible in determining taxable profit	328,590	752,191
Income not taxable	(275,803)	(23,948)
Gains not taxable	-	(1,601,865)
Change in unrecognised deferred tax assets	535,994	461,959
Group relief	-	(64,302)
Depreciation on assets not qualifying for tax allowances	36,004	27,717
Other allowable deductions	(28,415)	(17,530)
Effect of super deduction enhanced capital allowances	(11,300)	-
Taxation credit for the year	(930)	(930)

In the March 2021 Budget it was announced that legislation will be introduced in Finance Bill 2021 to increase the main rate of UK corporation tax from 19% to 25%, effective 1 April 2023 . The expected future impact of this will be an increase in current tax charges for any profits taxed at the main rate.

On 23 September 2022, the Government announced in a 'mini-budget' that the planned increase to corporate tax at the main rate to 25%would no longer go ahead. Although not substantively enacted at the time of signing these financial statements, the expectation is that legislation will be approved to bring this proposal into law and as such no future impact will be realised on the financial statements with regards to changes in the rate of corporation tax the Group is subject to.

The Group has tax adjusted losses carried forward of £9,096,699 (2021: £6,366,990) and timing differences relating to accelerated capital allowances and provisions of £716,015 (2021: £nil), for which a deferred tax asset of £1,637,082 (2021: £1,101,830) has not been recognised, as the timing of future taxable profits arising within the Group against which to offset, is uncertain.

The unused tax losses do not have an expiry date.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

13 Property, plant and equipment

	Freehold land and buildings	Leasehold land and buildings	Assets under construction	Plant and equipment	Computers	Motor vehicles	Total
	£	£	£	£	£	£	£
Cost							
At 1 April 2020	-	966,740	-	2,124,125	395	1,163,064	4,254,324
Additions	903,890	610,330	2,472,237	17,786,884	-	126,526	21,899,867
Disposals	(818,890)	(1,386,544)	(2,472,237)	(18,567,677)	(395)	(83,260)	(23,329,003)
At 31 March 2021	85,000	190,526	-	1,343,332	-	1,206,330	2,825,188
Additions	-	-	-	522,320	-	267,191	789,511
Disposals	(85,000)	-	-	(5,252)	-	(3,415)	(93,667)
At 31 March 2022	-	190,526	-	1,860,400	-	1,470,106	3,521,032
Accumulated depreciation and impairment							
At 1 April 2020	-	46,320	-	574,720	198	334,321	955,559
Charge for the year	-	43,819	-	121,055	-	285,529	450,403
Eliminated on disposal	-	(59,033)	-	(440,065)	(198)	(83,260)	(582,556)
At 31 March 2021	-	31,106	-	255,710	-	536,590	823,406
Charge for the year	-	15,553	-	167,002	-	333,826	516,381
Eliminated on disposal	-	-	-	(667)	-	-	(667)
At 31 March 2022	-	46,659	-	422,045	-	870,416	1,339,120
Carrying amount							
At 31 March 2022	-	143,867	-	1,438,355	-	599,690	2,181,912
At 31 March 2021	85,000	159,420	-	1,087,622	-	669,740	2,001,782

Property, plant and equipment includes right-of-use assets, as follows:

Right-of-use assets	**2022**	**2021**
	£	**£**
Net book values at the year end		
Land	143,867	159,420
Motor vehicles	347,142	303,949
	491,009	463,369
Total additions in the year	177,191	701,941
Depreciation charge for the year		
Land	15,553	43,819
Motor vehicles	133,998	92,489
	149,551	136,308

Included within property, plant and equipment are assets held under hire purchase contracts with net book values of £734,890 (2021: £898,022).

14 Investments

	Current		**Non-current**	
	2022	**2021**	**2022**	**2021**
	£	**£**	**£**	**£**
Investments in associates	-	-	1	1
Investments in joint ventures	-	-	3,351,167	2,230,181
Other investments	-	-	334	334
	-	-	3,351,502	2,230,516

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

14 Investments **(Continued)**

Movements in non-current investments

	Shares in associates	Shares in joint ventures	Other investments	Total
	£	£	£	£
Cost or valuation				
At 1 April 2021	1	2,230,181	334	2,230,516
Share of joint venture profit	-	1,451,596	-	1,451,596
Dividends received from joint ventures	-	(330,610)	-	(330,610)
At 31 March 2022	1	3,351,167	334	3,351,502
Carrying amount				
At 31 March 2022	1	3,351,167	334	3,351,502
At 31 March 2021	1	2,230,181	334	2,230,516

The Group's appropriate share of joint venture profit of £1,451,596 (2021: £126,036) in relation to Renewable Transport Fuel Services Limited has been recognised during the year under the equity method of accounting permitted by IAS 28.

15 Subsidiaries

Details of the company's subsidiaries at 31 March 2022 are as follows:

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

15 Subsidiaries (Continued)

Name of undertaking	Registered office	Principal activities	Class of shares held	% Held Direct	Indirect
CNG Crewe Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Operation of a compressed natural gas filling station	Ordinary	100.00	-
CNG Larkhall Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Corby Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Warrington Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Northampton Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Erdington Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Milton Keynes Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
Hams Infrastructure Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Financing services	Ordinary	100.00	-
Hams Infrastructure Services Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	-	100.00
Lavant Down Agricultural Services Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Financing services	Ordinary	100.00	-
Lavant Down Washington Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	-	100.00
Oxford Infrastructure Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Financing services	Ordinary	100.00	-
Oxford Larkhall Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	-	100.00
HyFuels Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Newton Aycliffe Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Livingston Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Carlisle Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Barnsley Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Magor Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Doncaster Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Swindon Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Avonmouth South Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Bangor Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Goole Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Exeter Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Hinckley Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-
CNG Lamesley Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-

15 Subsidiaries

(Continued)

Name of undertaking	Registered office	Principal activities	Class of shares held	% Held Direct	% Held Indirect
CNG Aylesford Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Dormant	Ordinary	100.00	-

The following subsidiaries have claimed exemption under section 479A of the Companies Act 2006 not to be audited individually for the year ended 31 March 2022:

- Hams Infrastructure Limited
- Lavant Down Agricultural Services Limited
- Oxford Infrastructure Limited
- CNG Crewe Ltd

CNG Fuels Ltd as parent of the Group and the entities listed has given a statutory guarantee under section 479C of the Companies Act 2006, guaranteeing all of the outstanding liabilities to which the subsidiaries are subject to at the year end.

16 Associates

Details of the group's associates at 31 March 2022 are as follows:

Name of undertaking	Registered office	Principal activities	Class of shares held	% Held Direct	% Held Voting
CNG Foresight Limited	250 Wharfedale Road, Winnersh, Wokingham, UnitedKingdom, RG41 5TP	Parent of a group that supplies compressed natural gas	Ordinary	50.00	49.00

16 Associates (Continued)

Associate investments are accounted for using the equity method in these consolidated financial statements as set out within the Group's accounting policies.

CNG Foresight Limited represents an investment whereby the Group exerts significant influence, but does not control or jointly control the entity. The 50% holding of Ordinary shares represent 49% of voting rights, per the terms of the Articles of Association of CNG Foresight Limited.

CNG Foresight Limited draws its statutory financial statements up to 31 March. The Group received no dividends from the associate in either reporting period. The Group's unrecognised share of the associate's loss during the year was £2,091,475 (2021: £660,914).

A summary of the financial performance of the associate is shown below. This is presented for the current year and the comparative period runs following the date an interest was acquired by the Group in the associate of 4 December 2020 to 31 March 2021:

- Revenue: £18,286,423 (2021: £2,712,136)
- Loss from continuing operations and total comprehensive loss: £4,182,950 (2021: £1,321,827).
- Depreciation charges: £812,740 (2021: £418,261)
- Interest income: £19 (2021: £6)
- Interest expense: £3,799,206 (2021: £849,324)
- Income tax expense: £nil (2021: £26,807)

A summary of the financial position of this associate at the reporting and comparative date is as follows:

- Non-current assets: £47,465,920 (2021: £33,127,703)
- Current assets: £10,605,337 (2021: £3,646,775)
- Included within current assets above are cash and cash equivalents of £3,318,793 (2021: £914,196)
- Current liabilities: £10,239,040 (2021: £5,296,545)
- Non-current liabilities: £53,342,216 (2021: £32,799,758)
- Net liabilities and total equity: £5,509,999 (2021: £1,321,825)

The figures disclosed above for the current year are from interim management reporting, as the final audited financial statements of the associate are not available at the date of signing this report.

The carrying amount of the Group's interest in this associate is £1 being the nominal share value of the equity holding of the associate. No share of losses is recognised within the financial statements of the Group.

17 Joint ventures

Details of the group's joint ventures at 31 March 2022 are as follows:

Name of undertaking	Registered office	Principal activities	Interest held	% Held Direct	Voting
Renewable Transport Fuel Services Limited	55 Station Road, Beaconsfield, England, HP9 1QL	Aggregator of biomethane supplies	Ordinary	30.00	30.00

17 Joint ventures **(Continued)**

Joint venture investments are accounted for using the equity method in these consolidated financial statements as set out within the Group's accounting policies.

Renewable Transport Fuel Services Limited (RTFS) represents an investment whereby the Group shares joint control with 2 other shareholders, but does not individually exert control over the entity.

RTFS has previously drawn its statutory financial statements up to 31 December but will file to 31 March from 2022 onwards. The Group received £330,610 of dividends from RTFS during the year (2021: £nil). The Group has recognised its share of profits in line with its 30% holding, which is £1,451,596 (2021: £126,036).

A summary of the financial performance of this joint venture can be seen below. This is presented for the current year and the comparative period runs following the date an interest was acquired by the Group in the joint venture of 14 July 2020 to 31 March 2021:

- Revenue: £40,280,522 (2021: £9,580,799)
- Profit from continuing operations and total comprehensive income: £4,838,652 (2021: £420,121).
- Depreciation charges: £nil (2021: £nil)
- Interest income: £6,260 (2021: £4)
- Interest expense: £nil (2021: £nil)
- Income tax expense: £1,071,532 (2021: £104,358)

A summary of the financial position of joint venture at the reporting and comparative date is as follows:

- Non-current assets: £939,094 (2021: £nil)
- Current assets: £11,405,670 (2021: £4,983,411)
- Included within current assets above are cash and cash equivalents of £2,299,656 (2021: £130,056)
- Current liabilities: £6,759,178 (2021: £3,200,150)
- Non-current liabilities: £nil (2021: £8,981)
- Net assets and total equity: £5,585,586 (2021: £1,774,280)

The carrying amount of the Group's interest in this joint venture is £3,351,167 (2021: £2,230,181) for which a reconciliation can be seen in note 14.

18 Inventories

	2022	2021
	£	£
Spare parts	40,103	-

19 Trade and other receivables

	2022	2021
	£	£
Trade receivables	2,126,661	1,586,589
Provision for bad and doubtful debts	(2,061)	(150,000)
	2,124,600	1,436,589
Contract assets (note 21)	12,748,724	5,919,988
Amounts owed by related parties	1,427,204	1,820,374
Other receivables	205,935	102,787
Prepayments	325,458	284,885
	16,831,921	9,564,623

Amounts owed by related parties consist of contingent consideration due from CNG Foresight Limited, for the disposal of one of the Group's former subsidiaries in the prior year, CNG Station Holdings Limited. The fair value of this receivable at the year end was £437,000 (2021: £1,250,000). Also included within the prior year balance was £250,000 of deferred consideration which was received in the year. The remaining £990,204 (2021: £320,374) relates to intercompany loans due from related parties, which are unsecured, repayable on demand and do not bear interest.

Included within trade receivables are £1,618,350 (2021: £960,202) of debts due from related parties conducted under standard payment terms.

Included within trade receivables are £2,061 of debts which have been fully provided against (2021: £150,000). Trade receivables outstanding at the reporting date, for which no provision for bad and doubtful debts has been made, can be analysed with respect to balances past due as follows:

- Current within terms: £1,347,751 (2021: £970,706)
- Within 1 month past due: £432,331 (2021: £465,883)
- 1-3 months past due: £325,320 (2021: £nil)
- Older than 3 months: £19,198 (2021: £nil)

All debts have since been settled post year end, excluding those provided against.

In the prior year financial statements, contract asset balances were disclosed within this note as accrued income. A comparative balance of £5,919,988 has been reclassified and presented as contract assets, to better align with the requirements of IFRS 15 Revenue from Contracts with Customers.

20 Trade receivables - credit risk

Fair value of trade receivables

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

20 Trade receivables - credit risk (Continued)

At 31 March 2022, trade receivables are shown net of an allowance for doubtful debts of £2,061 (2021: £150,000). Write-offs relating to bad debts amounted to £150,000 during the year (2021: £3,007), whilst new provisions were £2,061 during the year (2021: £nil).

During the year the Group released £150,000 of existing bad debt provision, formally writing off legacy debts of the same amount, which were acquired with new subsidiaries in the prior year. These debts were already provided for at the point of acquisition of the subsidiaries into the Group and the directors do not deem the release of the debts and their corresponding provisions in the current year to bear any relation to the Group's exposure to credit risk on its ongoing operations and trade debts receivable. As such, these balances have not been considered as part of the Group's overall expected credit loss modelling considerations, referenced below.

The expected credit loss rate applied to trade receivables and contract assets is based on the Group's historical credit losses experienced over the the three year period to 31 March 2022, which are materially nil in the case of ongoing operations. As such, management has not elected to provide for any expected credit losses arising against trade receivables outstanding at the year end. The directors have considered the nature of the relationship with the Group's primary trade receivable, CNG Foresight Limited Group, in their assessment of the credit risk of this customer, and judge it to be remote due to its associate relationship and ongoing commercial arrangements in place.

Movement in the allowances for doubtful debts	**2022**	**2021**
	£	**£**
Balance at 1 April 2021	150,000	-
Additional allowance recognised	2,061	-
Amounts written off as uncollectible	(150,000)	-
Existing provisions recognised upon acquisition of subsidiaries	-	150,000
Balance at 31 March 2022	2,061	150,000

21 Contracts with customers

	2022 Period end	**2021 Period end**	**2021 Period start**
	£	**£**	**£**
Contracts in progress			
Contract assets	12,748,724	5,919,988	455,277
Contract liabilities	(671,027)	-	-

21 Contracts with customers **(Continued)**

Contract asset balances relate to revenues that are recognised, but not yet invoiced, as performance obligations within underlying contracts are satisfied, in most instances this is the delivery and change in control of goods sold to customers. The timing of the corresponding customer payment (trade receivable invoice being raised) is typically the month following delivery of the goods or services, and so contract asset balances are recognised on the statement of financial position until such time when the sale invoice is raised and the balance becomes a trade receivable.

The primary driver for the significant increase in contract asset balances compared to the prior year is that of vastly increased general Group operating activity, demonstrated by the 260% increase in total Group turnover and all of its individual revenue streams, compared to the prior year.

Contract asset balances are typically invoiced to the contract customer within 3 months of the reporting date.

Contract liability balances relate to revenue that is invoiced to contract customers before performance obligations specified in the underlying contracts are satisfied. The balance at the reporting date relates principally to EPC revenue invoiced to customers ahead of satisfaction of the corresponding performance obligation, being the construction progress milestones specified in the contracts. Where such revenue is invoiced in advance of completion of the EPC milestone, or for services not yet provided, it is deferred accordingly to the period in which criteria for recognition of the revenue is satisfied. Contract liabilities are recognised on the statement of financial position until the criteria for revenue recognition is fulfilled.

All revenues within contract liabilities are realised within 3 months of the reporting date.

22 Borrowings

	Current		Non-current	
	2022	**2021**	**2022**	**2021**
	£	**£**	**£**	**£**
Borrowings held at amortised cost:				
Bank overdrafts	199	-	-	-
Other loans	651,950	-	-	400,000
Loans from joint ventures	506,233	-	-	-
	1,158,382	-	-	400,000

Other loans relate to borrowings provided to the Group by non-bank lenders, which are unsecured and are due for settlement within 12 months of the reporting date. Of these borrowings, £401,950 (2021: £400,000) bear interest at an 8.5% fixed rate, and £250,000 (2021: £nil) bear interest at 5%.

Within other loans are £201,950 (2021: £200,000) owed to related parties.

Loans from joint ventures (RTFS) are unsecured, carry 5% interest per annum and mature on 30 December 2022, at which point the capital and accrued interest will become payable in full.

Due to the fixed rate nature of the Group's primary borrowings, sensitivity analysis on interest rate changes on borrowings is deemed to be immaterial to the Group and analysis has not been presented.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

23 Trade and other payables

	Current		Non-current	
	2022	2021	2022	2021
	£	£	£	£
Trade payables	8,660,220	4,999,859	-	-
Contract liabilities (note 21)	671,027	-	-	-
Amounts owed to related parties	463,954	698,400	-	-
Accruals	8,388,856	2,318,886	-	-
Deferred consideration	165,610	165,000	-	165,610
Social security and other taxation	2,631,182	2,213,882	-	-
Other payables	9,989	10,187	-	-
	20,990,838	10,406,214	-	165,610

Included within trade payables are amounts owed to related parties of £4,345,168 (2021: £3,541,623) conducted under the suppliers' standard payment terms. These related party balances consist of amounts owed the Group's joint venture investment, RTFS and entities within the associate investment, CNG Foresight Limited group.

Amounts owed to related parties consist of intercompany loans due to CNG Foresight Limited Group. These loans are unsecured, carry no interest and are repayable on demand.

Deferred consideration relates to amounts payable arising upon the purchase of the joint venture RTFS. The balances at both the current and comparative reporting period ends were unsecured and interest free. The current liability outstanding at the reporting date was settled in April 2022.

24 Liquidity risk

The following table details the remaining contractual maturity for the Group's financial liabilities with agreed repayment periods. The contractual maturity is based on the earliest date on which the Group may be required to pay under the terms of contracts entered into.

	Less than 1 month	1 – 3 months	3 months to 1 year	1 – 5 years	Total
	£	£	£	£	£
At 31 March 2021					
Trade and other payables	3,442,255	2,182,507	248,684	165,610	6,039,056
Borrowings	-	-	-	400,000	400,000
Derivatives	-	-	28,110	-	28,110
	3,442,255	2,182,507	276,794	565,610	6,467,166
At 31 March 2022					
Trade and other payables	9,479,648	305	69,820	-	9,549,773
Borrowings	199	-	908,183	-	908,382
Derivatives	-	7,466	-	-	7,466
	9,479,847	7,771	978,003	-	10,465,621

24 Liquidity risk **(Continued)**

Liquidity risk management

Responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

25 Lease liabilities

Maturity analysis	**2022 £**	**2021 £**
Within one year	597,911	455,365
In two to five years	925,699	1,240,433
In over five years	93,500	115,500
Total undiscounted liabilities	1,617,110	1,811,298
Less future finance charges and effect of discounting	(199,445)	(89,786)
Lease liabilities in the financial statements	1,417,665	1,721,512

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

	2022 £	**2021 £**
Current liabilities	502,766	429,526
Non-current liabilities	914,899	1,291,986
	1,417,665	1,721,512

Amounts recognised in profit or loss include the following:	**2022 £**	**2021 £**
Interest on lease liabilities	132,028	158,579

The Group applies IFRS 16 Leases as the standard to which it recognises and accounts for its leasing arrangements. Leases of land and motor vehicles under long term rental and hire agreements are recognised as right of use assets, depreciated over the term of the lease and corresponding lease liabilities recognised for the present value of future payments due under the lease.

Other leasing information is included in note 26 and information regarding depreciation charges of right-of-use assets is included in note 13.

26 Other leasing information

Lessee

Short term lease payments represent rentals payable by the Group for serviced office tenancy agreements. Agreements are not for longer than 12 months with rentals fixed at the outset. These leases are exempt from treatment as right-of-use assets under IFRS 16 Leases, due to their short term nature.

Amounts recognised in profit or loss as an expense during the period in respect of lease arrangements are as follows:

	2022 £	2021 £
Expense relating to short-term leases	79,900	137,255

Set out below are the future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities:

Land and buildings	2022 £	2021 £
Within one year	26,700	79,800

At the reporting date, the Group was party to a lease for rental premises that had 3 months' worth of remaining commitment to 30 June 2022 totalling £26,700. After this lease lapsed a new lease for 12 months was signed at an annual cost of £119,400.

Information relating to lease liabilities is included in note 25.

27 Derivative financial instruments

At the year end, the Group held derivative liability positions relating to forward contracts for foreign currency of £7,466 (2021: £28,110). All open positions at the reporting date are due to be settled within 12 months.

Management actively hedge against future component, machinery and compressor purchases in foreign currency using forward contracts to mitigate against fluctuations in the exchange rate. The business enters into fixed price agreements in Euros with equipment suppliers for the purchase of the major components of its refuelling stations. The Group enters into forward contracts to cover the full liability due on delivery of this equipment to sites. The funds to close out these forwards are provided to the business under fixed price EPC contracts with CNG Foresight Limited Group.

Due to the hedging instruments used to mitigate the Group's exposure to exchange rate fluctuations, impacts that would be assessed within a sensitivity analysis are deemed to be immaterial to the Group and analysis has not been presented.

28 Deferred taxation

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

	Accelerated capital allowances	Tax losses	Provisions	Total
	£	£	£	£
Deferred tax liability at 1 April 2020	218,700	(33,301)	(21,194)	164,205
Deferred tax movements in prior year				
Charge/(credit) to profit or loss	(930)	-	-	(930)
Disposal of subsidiaries	(218,700)	33,301	21,194	(164,205)
Acquisition of subsidiaries	1,860	-	-	1,860
Deferred tax liability at 1 April 2021	930	-	-	930
Deferred tax movements in current year				
Charge/(credit) to profit or loss	(930)	-	-	(930)
Deferred tax liability at 31 March 2022	-	-	-	-

29 Provisions for liabilities

	2022	2021
	£	£
Decommissioning provisions	87,926	86,798

All provisions are expected to be settled after more than 12 months from the reporting date.

Movements on provisions:	**Decommissioning provision**
	£
At 1 April 2021	86,798
Unwinding of discount	1,128
At 31 March 2022	87,926

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

29 Provisions for liabilities (Continued)

Decommissioning provisions relate to obligations arising from terms included in the lease of the land upon which one of the Group's assets is situated. The Group has an obligation to remove equipment and restore the site to its original condition when the lease commenced and the provision reflects the present value of the expected future cash flows to carry out such work. Economic outflows relating to this provision are expected to arise no earlier than the end of the lease, currently being June 2031. A degree of uncertainty exists as to the timing of such outflows, due to the anticipated renewal of land leases beyond current and optional renewal terms.

Due to the timing of the expected outflow the provision relates to, the present value of the provision has been calculated by inflating forecast costs at 2% per annum, being the UK's long term inflation rate target. The inflated future outflow has then been discounted back to present value using a discount rate of 1.3%, derived from the rate applicable to borrowing instruments available over comparable time periods.

30 Retirement benefit schemes

Defined contribution schemes	**2022 £**	**2021 £**
Charge to profit or loss in respect of defined contribution schemes	43,624	28,245

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

At the year end, £4,295 of pension charges in relation to a defined contribution scheme were accrued (2021: £2,548).

31 Share-based payments

At the reporting date, the Group had a number of share option agreements in place with employees. Options are exercisable at points in time and at prices as agreed in the executed agreements. The vesting period of these options vary between one to five years. If the options remain unexercised after a period of ten years from the date of the agreement, the options expire. Options are forfeited if a qualifying exit event as specified in the agreements occurs. The options are to be settled in equity.

For employee share options, the fair value of equity instruments granted is assessed at the date of the grant of options. This value is established by using a combination of commercial business valuations, included discounted cash flows, which consider a range of factors in arriving at the allocation of fair value to the quantity of the options which have been granted and subsequently vest over time.

A Black Scholes pricing model has been adopted to derive the fair value of the equity instruments granted which considers a number of inputs. These included degrees of volatility which were derived from comparable traded stocks, time at issue date, expiry timelines being option life, risk-free interest rates, option strike prices and spot price valuations of the Company at the time of issue. Other market conditions and expected dividends were not incorporated into modelling.

31 Share-based payments **(Continued)**

	Number of share options 2022	2021	Average exercise price 2022 £	2021 £
Outstanding at 1 April 2021	69,579	35,062	26.47	0.01
Granted in the period	54,280	34,517	53.34	53.34
Outstanding at 31 March 2022	123,859	69,579	38.24	26.47
Exercisable at 31 March 2022	39,519	28,778	14.12	3.40

Options outstanding

The options outstanding at both 31 March 2022 and 31 March 2021, had exercise prices ranging from £0.01 to £53.34 and a weighted average remaining contractual life of 8 years.

Options granted in year

The weighted average fair value of the options granted during the year was £50.96 (2021: £52.33).

Expenses

Related to equity settled share based payments	454,209	215,035

32 Share capital

Ordinary share capital	**2022 Number**	**2021 Number**	**2022 £**	**2021 £**
Issued and fully paid				
Ordinary of 1p each	717,557	717,557	7,175	7,175

The company has one class of Ordinary shares which are each entitled to one vote in any circumstance. Each share is entitled pari passu to dividend payments or any other distribution, or to participate in a distribution arising from a winding up of the company.

There were no movements in share capital during the year.

33 Share premium account

	2022 £	2021 £
At the beginning of the year	5,423,060	3,922,247
Issue of new shares	-	1,499,742
Adjustments to share premium	-	1,071
At the end of the year	5,423,060	5,423,060

During the prior year, a historic understatement of the value of share premium of £1,071 was identified and corrected through other movements in equity on the share premium account.

34 Share based payment reserve

	2022	2021
	£	£
At the beginning of the year	534,468	319,433
Additions	454,209	215,035
At the end of the year	988,677	534,468

The Share Based Payment reserve represents the cumulative charges recognised by the Group in relation to employee share options in issue and their respective vesting charges up to 31 March 2022. The share based payments are due to be settled in equity and more information can be seen in note 31.

35 Disposals of subsidiaries

On 16 April 2021 the Group disposed of its 100% holding in CNG Avonmouth North Limited. Included in these financial statements are profits of £nil arising from the Group's interests in CNG Avonmouth North Limited up to the date of its disposal.

Net assets of subsidiary disposed of	**£**
Trade and other receivables	100
Gain on disposal	299,900
Total consideration	300,000

The consideration was satisfied by:	**£**
Cash	300,000
	-

Net cash inflow arising on disposal	**£**
Cash consideration received	300,000
Cash and cash equivalents disposed of	-
	300,000

On 26 October 2021 the Group disposed of its 100% holding in CNG Castleford Limited. Included in these financial statements are profits of £nil arising from the Group's interests in CNG Castleford Limited up to the date of its disposal.

Net assets of subsidiary disposed of	**£**
Trade and other receivables	100
Gain on disposal	299,900
Total consideration	300,000

35 Disposals of subsidiaries (Continued)

The consideration was satisfied by:	£
Cash	300,000

Net cash inflow arising on disposal	**£**
Cash consideration received	300,000
Cash and cash equivalents disposed of	-
	300,000

36 Capital risk management

The Group is not subject to any externally imposed capital requirements.

37 Events after the reporting date

CNG Fuels Ltd Group disposed of its subsidiary CNG Newton Aycliffe Limited on 16 April 2021. The Group received £300,000 in consideration and realised a £299,900 gain upon disposal.

CNG Fuels Ltd Group disposed of its subsidiary CNG Corby Limited in September 2022. The Group received £600,000 in consideration and realised a £599,900 gain upon disposal.

Within these financial statements, deferred consideration receivable to the Group of £437,000 is included within trade and other receivables in relation to the Group's disposal of CNG Station Holdings Limited in the prior year. This consideration is contingent on costs in relation to the development of CNG Knowsley Limited's asset completing within the budgeted EPC milestones. In early October 2022, the site's final testing was passed and the site became operational, at which point the Group became entitled to the remaining deferred consideration without further reduction in value.

38 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including directors, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

	2022	**2021**
	£	**£**
Short-term employee benefits	772,500	667,833
Post-employment benefits	7,467	6,565
	779,967	674,398

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors.

38 Related party transactions **(Continued)**

Other transactions with related parties
During the year the group entered into the following transactions with related parties:

	Sales		Purchases	
	2022	2021	2022	2021
	£	£	£	£
Associates	31,697,950	4,182,569	12,568,311	-
Joint ventures	6,065,394	-	19,399,950	8,699,171
	37,763,344	4,182,569	31,968,261	8,699,171

	Sales of former group subsidiaries		Interest charged	
	2022	2021	2022	2021
	£	£	£	£
Associates	600,000	24,532,681	-	-
Joint ventures	-	-	6,233	-
Other related parties	-	-	17,000	17,000
	600,000	24,532,681	23,233	17,000

Sale to associates in the year relate to revenues invoiced to CNG Foresight Limited, an associate of the Group and its subsidiaries. These transactions were conducted at market rate and are derived from contracts in place covering the fulfilment of EPC Developments, reimbursement of operating costs and station management fees provided by the Group.

Sales to joint ventures in the year relate to RTFC revenues charged to RTFS.

Purchase from joint ventures relate to the procurement of Biomethane supplies for the Group from RTFS. These purchases were made at market rate.

Purchase from associates relate to charges from the CNG Foresight Limited group and its subsidiaries, in relation to the supply of natural gas managed for the respective stations.

Sales of former Group subsidiaries relate to the consideration received from CNG Foresight Ltd, for the disposal of a number of the Group's former subsidiary undertakings (see note 35). These transactions were conducted on an arm's length basis, derived from independent valuations established by the purchaser, to which the Group had no influence over.

Interest charged by related parties are on borrowings made available to the Group under loan agreements carrying interest rates between 5 and 8.5%.

38 Related party transactions (Continued)

The following amounts were outstanding at the reporting end date:

Amounts due to related parties	2022 £	2021 £
Associates	1,686,590	2,057,516
Joint ventures in which the entity is a venturer	3,628,665	2,182,507
Other related parties	451,950	200,000
	5,767,205	4,440,023

Amounts owed to associates consist of trade payable and intercompany loan balances due to CNG Foresight group entities, which bear no interest and are unsecured. In the case of trade payable balances, these are due within the supplier's standard credit terms. Intercompany loans are repayable on demand.

Amounts owed to joint ventures consist of £3,122,432 of trade payable balances owed to RTFS conducted under standard credit terms. The remaining £506,233 is a loan borrowing due to the joint venture, which is unsecured, carries interest at 5% and matures in December 2022.

Amounts owed to other related parties consist of non-bank borrowings carrying which are all unsecured, and repayable within 12 months of the reporting date. £101,950 of these borrowings carry interest at 8.5%.

The following amounts were outstanding at the reporting end date:

Amounts due from related parties	2022 £	2021 £
Associates	3,045,554	2,780,576

Amounts owed by associates consist of trade receivable, intercompany loan balances and deferred consideration receivable from the CNG Foresight Limited group. No balances bear interest and all are unsecured. In the case of trade receivable balances, these are due within the Group's standard credit terms. Intercompany loans are repayable on demand.

39 Controlling party

CNG Fuels Ltd is owned by a number of shareholders and individually no shareholder can exert control.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

40 Cash (absorbed by)/generated from operations

	2022	2021
	£	£
(Loss)/profit for the year after tax	(3,083,282)	2,447,501
Adjustments for:		
Share of results of associates and joint ventures	(1,451,596)	(126,036)
Finance costs	174,489	464,989
Investment income	(20)	(59)
Taxation credited	(930)	(930)
Loss/(gain) on disposal of property, plant and equipment	4,585	(20,804)
Depreciation and impairment of property, plant and equipment	516,381	450,403
Other gains and losses	192,555	(8,403,731)
Equity settled share based payment expense	454,209	215,035
Movements in working capital:		
(Increase)/decrease in inventories	(40,103)	7,042
Increase in contract assets	(6,828,736)	(5,464,711)
(Increase)/decrease in trade and other receivables	(438,763)	24,486,104
Increase in contract liabilities	671,027	-
Increase/(decrease) in trade and other payables	9,052,148	(9,933,475)
Cash (absorbed by)/generated from operations	(778,036)	4,121,328

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

41 Reconciliation of liabilities arising from financing activities

	1 April 2021	Cash flows	Acquisitions and disposals	New finance leases	Interest charged	Other movements	31 March 2022
	£	£	£	£	£	£	£
Borrowings excluding overdrafts	(400,000)	(716,850)	-	-	(41,333)	33,150	(1,158,183)
Obligations under finance leases	(1,721,512)	586,601	-	(150,727)	(132,027)	-	(1,417,665)
Long-term debt	(2,121,512)	(130,249)	-	(150,727)	(173,360)	33,150	(2,575,848)

	1 April 2020	Cash flows	Acquisitions and disposals	New finance leases	Interest charged	Other movements	31 March 2021
Prior year:	£	£	£	£	£	£	£
Borrowings excluding overdrafts	(2,206,338)	(1,455,671)	3,785,561	-	(123,552)	(400,000)	(400,000)
Obligations under finance leases	(2,372,694)	529,642	741,817	(461,698)	(158,579)	-	(1,721,512)
Long-term debt	(4,579,032)	(926,029)	4,527,378	(461,698)	(282,131)	(400,000)	(2,121,512)

Other movements within borrowings in the prior year relate to £400,000 of non-bank loans which were presented within creditors in the financial statements to 31 March 2020. Presentation was adjusted to that of borrowings as a separate category of the statement of financial position in the year to 31 March 2021 and did not represent a cash inflow during that year.

CNG FUELS LTD

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2022

	Notes	2022 £	2021 £
Non-current assets			
Property, plant and equipment	**46**	1,338,910	1,584,651
Investments	**47**	19,465,533	19,262,466
		20,804,443	20,847,117
Current assets			
Inventories	**48**	40,103	-
Trade and other receivables	**49**	17,544,140	9,584,030
Current tax recoverable		-	202,177
Cash and cash equivalents		3,064,022	3,203,121
		20,648,265	12,989,328
Current liabilities			
Trade and other payables	**51**	21,006,583	10,267,754
Borrowings	**52**	1,158,183	-
Lease liabilities	**53**	489,765	417,281
Derivative financial instruments	**26**	7,466	28,110
		22,661,997	10,713,145
Net current (liabilities)/assets		(2,013,732)	2,276,183
Non-current liabilities			
Trade and other payables	**51**	-	165,610
Borrowings	**52**	18,535,360	18,222,462
Lease liabilities	**53**	772,018	1,136,103
		19,307,378	19,524,175
Net (liabilities)/assets		(516,667)	3,599,125
Equity			
Called up share capital	**55**	7,175	7,175
Share premium account		5,423,060	5,423,060
Share based payment reserve		988,677	534,468
Retained deficit		(6,935,579)	(2,365,578)
Total equity		(516,667)	3,599,125

As permitted by s408 Companies Act 2006, the company has not presented its own income statement and related notes. The company’s loss for the year was £4,570,001 (2021 - £1,275,914 profit).

CNG FUELS LTD

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 MARCH 2022

The financial statements were approved by the board of directors and authorised for issue on 14/10/2022 | 11:13 PDT and are signed on its behalf by:

DocuSigned by:

Baden Gowrie-Smith

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Mr B J Gowrie-Smith
Director

Company Registration No. 09274291

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	Share capital	Share premium account	Share based payment reserve	Retained deficit	Total
		£	£	£	£	£
Balance at 1 April 2020		6,894	3,922,247	319,433	(3,641,492)	607,082
Year ended 31 March 2021:						
Profit and total comprehensive income for the year		-	-	-	1,275,914	1,275,914
Issue of share capital	**55**	281	1,499,742	-	-	1,500,023
Equity settled share based payments		-	-	215,035	-	215,035
Adjustment to share premium account		-	1,071	-	-	1,071
Balance at 31 March 2021		7,175	5,423,060	534,468	(2,365,578)	3,599,125
Year ended 31 March 2022:						
Loss and total comprehensive loss for the year		-	-	-	(4,570,001)	(4,570,001)
Equity settled share based payments		-	-	454,209	-	454,209
Balance at 31 March 2022		7,175	5,423,060	988,677	(6,935,579)	(516,667)

CNG FUELS LTD

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £	2022 £	2021 £	2021 £
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	**56**		(563,917)		2,881,451
Interest paid			(843,354)		(298,886)
Tax refunded/(paid)			202,177		-
Net cash (outflow)/inflow from operating activities			(1,205,094)		2,582,565
Investing activities					
Purchase of property, plant and equipment		(101,884)		(268,919)	
Proceeds on disposal of property, plant and equipment		85,000		21,000	
Proceeds on disposal of subsidiaries		600,000		300,000	
Purchase of associates		-		(1,773,536)	
Purchase of investments		-		(1)	
Interest received		20		59	
Dividends received		330,610		-	
Net cash generated from/(used in) investing activities			913,746		(1,721,397)
Financing activities					
Proceeds from issue of shares		-		1,501,094	
Proceeds from borrowings		750,000		-	
Repayment of borrowings		(33,150)		-	
Payment of lease liabilities		(564,601)		(469,922)	
Net cash generated from financing activities			152,249		1,031,172
Net (decrease)/increase in cash and cash equivalents			(139,099)		1,892,340
Cash and cash equivalents at beginning of year			3,203,121		1,310,781
Cash and cash equivalents at end of year			3,064,022		3,203,121

42 Accounting policies

Company information

CNG Fuels Ltd is a private company limited by shares and incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered office is 250 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TP. The Company's principal activities and nature of its operations are disclosed in the directors' report.

42.1 Accounting convention

The financial statements have been prepared in accordance with United Kingdom adopted International Financial Reporting Standards (IFRS) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The Company applies accounting policies consistent with those applied by the Group. To the extent that an accounting policy is relevant to both Group and parent Company financial statements, please refer to the Group financial statements for disclosure of the relevant accounting policy.

43 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised standards and interpretations have been adopted by the Company. The impact of the adoption of these amendments is not deemed to have a material effect on the current period or prior period, and is not anticipated to have a material effect on future periods:

- Amendment to IFRS 16, ‘Leases’ – Covid-19 related rent concessions
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not yet been applied in these financial statements, were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

- Reference to the Conceptual Framework (Amendments to IFRS 3)
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16)
- Onerous Contracts—Cost of Fulfilling a Contract (Amendments to IAS 37)
- Amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards—Subsidiary as a First-time Adopter,
- Amendment to IFRS 9 Financial Instruments — Fees in the ‘10 per cent’ Test for Derecognition of Financial Liabilities
- Amendment to IAS 41 Agriculture—Taxation in Fair Value Measurements.
- IFRS 17 Insurance Contracts, amendments to IFRS 17 and initial Application of IFRS 17 and IFRS 9 Comparative Information

The directors anticipate that the adoption of these standards, amendments and interpretations in future periods will not have a material impact on the financial statements of the Company.

44 Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to financial statements are outlined below.

Critical judgements

Impairment and recoverability of investments

The Company assesses all of its investments for indicators of impairment and recoverability at the reporting date. This involves making judgements about the recoverable value of such assets achieved either through use or sale of the asset, to assess for any impairment required to the carrying value stated within the financial statements. Recoverability is assessed through a combination of reviewing the net asset values of the business concerned and their ability to generate future economic benefits and cash flows for the Company.

EPC contract revenue

The primary revenue stream which requires an element of judgement by management, is that of EPC contracts. This revenue stream is recognised at the point at which milestone performance obligations, as detailed in the underlying contracts, are satisfied and only once milestones have been signed off by third party professionals during monthly inspections. Revenue is not invoiced until such sign off by third parties for the majority of milestones. Some milestones are however invoiced to customers in advance of milestone sign off, and in such cases the related income is deferred as a contract liability (see note 21 to the Group financial statements) until such time the milestone is satisfied. As such, there is an element of accounting judgement as to when advanced revenue should ultimately be recognised.

Sales of natural gas

The Company operates a number of CNG stations which dispense natural gas to customers. These stations are typically owned by separate legal entities outside of the Company. Due to the nature of the contracts with the stations and external customers, management have judged that the Company's position within the supply chain is that of a principal, rather than an agent on behalf of the CNG stations. As such, revenues charged to the end customer and costs incurred from the stations are presented gross within the Company's income statement. The significance of this judgement is that under an agency basis, these revenues and costs would be presented net, resulting in a material reduction in the Company's turnover and cost of sales.

More information on the accounting policies relating to revenue recognition can be seen in accounting policy 1.5, in the notes to the Group financial statements.

45 Employees

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

	2022 Number	2021 Number
Management	3	3
Administrative	35	19
Total	38	22

Their aggregate remuneration comprised:

	2022 £	2021 £
Wages and salaries	2,849,708	1,712,626
Social security costs	284,847	174,937
Pension costs	43,624	28,245
	3,178,179	1,915,808

46 Property, plant and equipment

	Freehold land and buildings £	Plant and equipment £	Computers £	Motor vehicles £	Total £
Cost					
At 1 April 2020	-	477,150	395	1,163,064	1,640,609
Additions	85,000	537,706	-	126,526	749,232
Disposals	-	-	(395)	(83,260)	(83,655)
At 31 March 2021	85,000	1,014,856	-	1,206,330	2,306,186
Additions	-	11,884	-	267,191	279,075
Disposals	(85,000)	-	-	(3,415)	(88,415)
At 31 March 2022	-	1,026,740	-	1,470,106	2,496,846
Accumulated depreciation and impairment					
At 1 April 2020	-	108,188	198	334,321	442,707
Charge for the year	-	76,757	-	285,529	362,286
Eliminated on disposal	-	-	(198)	(83,260)	(83,458)
At 31 March 2021	-	184,945	-	536,590	721,535
Charge for the year	-	102,575	-	333,826	436,401
At 31 March 2022	-	287,520	-	870,416	1,157,936

46 Property, plant and equipment (Continued)

	Freehold land and buildings	Plant and equipment	Computers	Motor vehicles	Total
	£	£	£	£	£
Carrying amount					
At 31 March 2022	-	739,220	-	599,690	1,338,910
At 31 March 2021	85,000	829,911	-	669,740	1,584,651

Property, plant and equipment includes right-of-use assets, as follows:

Right-of-use assets	2022	2021
	£	£
Net values at the year end		
Motor vehicles	347,142	303,949
Total additions in the year	177,191	91,611
Depreciation charge for the year		
Motor vehicles	133,998	92,489

Included within property, plant and equipment are assets held under hire purchase contracts with net book values of £734,890 (2021: £898,022).

47 Investments

	Current 2022	Current 2021	Non-current 2022	Non-current 2021
	£	£	£	£
Investments in subsidiaries	-	-	17,361,053	17,157,986
Investments in associates	-	-	1	1
Investments in joint ventures	-	-	2,104,145	2,104,145
Other investments	-	-	334	334
	-	-	19,465,533	19,262,466

Investment in subsidiary undertakings

Details of the company's principal operating subsidiaries are included in the notes to the group financial statements.

47 Investments (Continued)

Movements in non-current investments

	Shares in subsidiaries	Shares in associates	Other investments	Shares in joint ventures	Total
	£	£	£	£	£
Cost or valuation					
At 1 April 2021	17,529,127	1	334	2,104,145	19,633,607
Additions	1,500	-	-	-	1,500
Disposals	(200)	-	-	-	(200)
At 31 March 2022	17,530,427	1	334	2,104,145	19,634,907
Impairment					
At 1 April 2021	(371,141)	-	-	-	(371,141)
Write back of impairment	201,767	-	-	-	201,767
At 31 March 2022	(169,374)	-	-	-	(169,374)
Carrying amount					
At 31 March 2022	17,361,053	1	334	2,104,145	19,465,533
At 31 March 2021	17,157,986	1	334	2,104,145	19,262,466

During the year, the Company incorporated 15 new subsidiaries under its control at a share capital of £100 each.

The Company disposed of the following subsidiaries which were carried at costs of:

- CNG Avonmouth North Limited, disposed on 16 April 2021, with an investment carrying value of £100
- CNG Castleford Limited, disposed on 26 October 2021, with an investment carrying value of £100

During the year, the Company carried out impairment reviews on its subsidiary investments. It concluded that the investment in the subsidiary Lavant Down Agricultural Services Limited had a carrying value below its recoverable amount, and as such partially reversed impairments booked in the previous year of £201,767 (2021: £371,141 impairment booked). This reversal of impairment provision is recognised within administrative expenses in the Company statement of comprehensive income. The impairment reversal is eliminated at consolidation and does not appear within the Group financial statements. The reversal of the impairment arose due to an increase in the net assets of the subsidiary due to profits achieved in the year, resulting in a greater recoverable amount available for the Company.

48 Inventories

	2022	2021
	£	£
Spare parts	40,103	-

49 Trade and other receivables

	2022 £	2021 £
Trade receivables	2,126,663	1,424,292
Provision for bad and doubtful debts	(2,061)	-
	2,124,602	1,424,292
Contract assets (note 50)	12,629,025	5,896,688
Amounts owed by subsidiary undertakings	864,516	311,135
Amounts owed by related parties	1,427,204	1,570,274
Other receivables	178,835	102,787
Prepayments	319,958	278,854
	17,544,140	9,584,030

Amounts owed by subsidiaries consist of intercompany loans, which are unsecured, do not bear interest and are repayable on demand.

Amounts owed by related parties consist of deferred consideration due from CNG Foresight Limited, for the disposal of one of the Company's former subsidiaries in the prior year, CNG Station Holdings Limited. The fair value of this receivable at the year end was £437,000 (2021: £1,250,000). The remaining £990,204 (2021: £320,374) relates to intercompany loans due from related parties, which are unsecured, repayable on demand and do not bear interest.

Included within trade receivables are £1,618,350 (2021: £960,202) of debts due from related parties conducted under standard payment terms.

In the prior year financial statements, contract asset balances were disclosed within this note as prepayments and accrued income. A comparative balance of £5,896,688 has been reclassified and presented as contract assets, to better align with the requirements of IFRS 15 Revenue from Contracts with Customers.

50 Contracts with customers

	2022 Period end £	2021 Period end £	2021 Period start £
Contracts in progress			
Contract assets	12,629,025	5,896,688	349,211
Contract liabilities	(671,027)	-	-

50 Contracts with customers (Continued)

Contract asset balances relate to revenues that are recognised, but not yet invoiced, as performance obligations within underlying contracts are satisfied, in most instances this is the delivery and change in control of goods sold to customers. The timing of the corresponding customer payment (trade receivable invoice being raised) is typically the month following delivery of the goods or services, and so contract asset balances are recognised on the statement of financial position until such time when the sale invoice is raised and the balance becomes a trade receivable.

The primary driver for the significant increase in contract asset balances compared to the prior year is that of vastly increased general Company operating activity, demonstrated by the 260% increase in total Group turnover which primarily relates to the Company, and all of its individual revenue streams, compared to the prior year.

Contract asset balances are typically invoiced to the contract customer within 3 months of the reporting date.

Contract liability balances relate to revenue that is invoiced to contract customers before performance obligations specified in the underlying contracts are satisfied. The balance at the reporting date relates principally to EPC revenue invoiced to customers ahead of satisfaction of the corresponding performance obligation, being the construction progress milestones specified in the contracts. Where such revenue is invoiced in advance of completion of the EPC milestone, or for services not yet provided, it is deferred accordingly to the period in which criteria for recognition of the revenue is satisfied. Contract liabilities are recognised on the statement of financial position until the criteria for revenue recognition is fulfilled.

All revenues within contract liabilities are realised within 3 months of the reporting date.

51 Trade and other payables

	Current		Non-current	
	2022	2021	2022	2021
	£	£	£	£
Trade payables	8,660,220	4,999,859	-	-
Contract liabilities (note 50)	671,027	-	-	-
Amounts owed to subsidiary undertakings	252,175	775	-	-
Amounts owed to related parties	369,494	578,794	-	-
Accruals	8,246,886	2,299,257	-	-
Deferred consideration	165,610	165,000	-	165,610
Social security and other taxation	2,631,182	2,213,882	-	-
Other payables	9,989	10,187	-	-
	21,006,583	10,267,754	-	165,610

Amounts owed to subsidiaries and related parties consist of intercompany loans, which are unsecured, do not bear interest and are repayable on demand.

Deferred consideration relates to amounts payable arising upon the purchase of the joint venture RTFS. The balances at both the current and comparative reporting period ends were unsecured and interest free. The current liability outstanding at the reporting date was settled in April 2022.

52 Borrowings

	Current		Non-current	
	2022	**2021**	**2022**	**2021**
	£	**£**	**£**	**£**
Borrowings held at amortised cost:				
Other loans	651,950	-	-	400,000
Loans from subsidiary undertakings	-	-	18,535,360	17,822,462
Loans from joint ventures	506,233	-	-	-
	1,158,183	-	18,535,360	18,222,462

Other loans of £651,950 (2021: £400,000) relate to borrowings provided to the Group by non-bank lenders, which are unsecured and are due for settlement within 12 months of the reporting date. Of these borrowings, £401,950 (2021: £400,000) bear interest at an 8.5% fixed rate, and £250,000 (2021: £nil) bear interest at 5%.

Within other loans are £201,950 (2021: £200,000) owed to related parties.

Loans from joint ventures (RTFS) are unsecured, carry 5% interest per annum and matures on 30 December 2022, at which point the capital and accrued interest will become payable in full.

Loans from subsidiary undertakings consist of loan note instruments which are unsecured and carry fixed rate interest at 4% per annum, which is capitalised annually. The loan notes mature December 2030.

53 Lease liabilities

	2022	**2021**
Maturity analysis	**£**	**£**
Within one year	575,911	433,365
In two to five years	837,699	1,152,433
Total undiscounted liabilities	1,413,610	1,585,798
Less future finance charges and effect of discounting	(151,827)	(32,414)
Lease liabilities in the financial statements	1,261,783	1,553,384

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

	2022	**2021**
	£	**£**
Current liabilities	489,765	417,281
Non-current liabilities	772,018	1,136,103
	1,261,783	1,553,384

Assets held under hire purchase contracts are secured against the assets to which they relate.

54 Share-based payments

The company information for share-based payments is the same as the group information and is shown in note 31.

55 Share capital

Refer to note 32 of the group financial statements.

56 Cash (absorbed by)/generated from operations

	2022	2021
	£	£
(Loss)/profit for the year after tax	(4,570,001)	1,275,914
Adjustments for:		
Finance costs	876,504	526,941
Investment income	(330,630)	(59)
Gain on disposal of property, plant and equipment	-	(20,803)
Depreciation and impairment of property, plant and equipment	436,401	362,286
Other gains and losses	192,555	(7,467,657)
Equity settled share based payment expense	454,209	215,035
Movements in working capital:		
(Increase)/decrease in inventories	(40,103)	2,613
(Increase)/decrease in contract assets	(6,828,736)	5,464,711
Increase in trade and other receivables	(1,131,374)	(2,528,218)
Increase in contract liabilities	671,027	-
Increase in trade and other payables	9,706,231	5,050,688
Cash (absorbed by)/generated from operations	(563,917)	2,881,451

CNG FUELS LTD

NOTES TO THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

57 Reconciliation of liabilities arising from financing activities

	1 April 2021	Cash flows	New finance leases	Interest charged	Other movements	31 March 2022
	£	£	£	£	£	£
Borrowings excluding overdrafts	(18,222,462)	(716,850)	-	(754,231)	-	(19,693,543)
Obligations under finance leases	(1,553,384)	564,601	(150,727)	(122,273)	-	(1,261,783)
Long-term debt	(19,775,846)	(152,249)	(150,727)	(876,504)	-	(20,955,326)

	1 April 2020	Cash flows	New finance leases	Interest charged	Other movements	31 March 2021
Prior year:	£	£	£	£	£	£
Borrowings excluding overdrafts	(400,000)	-	-	(228,055)	(17,594,407)	(18,222,462)
Obligations under finance leases	(1,434,596)	469,922	(470,645)	(118,065)	-	(1,553,384)
Long-term debt	(1,834,596)	469,922	(470,645)	(346,120)	(17,594,407)	(19,775,846)

Other movements within borrowings during the prior year represent the issue of loan note borrowings, which did not represent a cash inflow to the Company.

Appendix C – RTFS Audited Financial Statements

Company Registration No. 10726249 (England and Wales)

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

SPECIAL PURPOSE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

COMPANY INFORMATION

Directors	Mr P E Fjeld Mr B J Gowrie-Smith Mr S P Kingsbury (Appointed 13 July 2020) Mr J Nillesen
Company number	10726249
Registered office	55 Station Road Beaconsfield England HP9 1QL
Auditor	Price Bailey LLP Chartered Accountants and Statutory Auditor Tennyson House Cambridge Business Park Cambridge CB4 0WZ

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

CONTENTS

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2021

The directors present their special purpose financial statements for the year ended 31 March 2021. In line with Section 435 of the Companies Act 2006, the directors confirm that these statements are not the Company's statutory accounts. Statutory financial statements have been delivered to the Registrar for the years ended 31 December 2020 and 2019, being periods partially or entirely reported within these financial statements. No audit report has been issued or filed for these statutory reporting periods.

Principal activities
The principal activity of the Company continued to be that of the aggregation of Biomethane from producers for the supply to the UK transportation sector.

Results and dividends
The results for the year are set out on page 7.

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

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

Mr P E Fjeld	
Mr B J Gowrie-Smith	
Mr S P Kingsbury	(Appointed 13 July 2020)
Mr J Nillesen	

Directors' insurance
At the time of approving the directors report, management liability insurance was in force for the benefit of the directors of the Company. This cover was also in force during the periods covered by the financial statements.

Statement of disclosure to auditor
Each director in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

Going concern
The directors consider the Company to be well placed to continue in operational existence for the foreseeable future, for this reason the going concern basis of preparation has been adopted to produce these financial statements. The directors' reasoning for this includes recognition of the dramatically increased net asset position of the business at the time of issuing the financial statements, following very strong financial performance during the reporting and subsequent period. Growing cash reserves allow the business to continue to comfortably meet its liabilities as they fall due and drastically reduce any exposure to liquidity risk. The Company's strong performance in the current and subsequent reporting periods, continues into the first and second quarter of 2022, where revenues and profit are already on track to exceed the reporting period's results.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

On behalf of the board

Baden Gowrie-Smith (May 27, 2022, 11:14am)

....

Mr B J Gowrie-Smith

Director

27 May 2022

Date: ....

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2021

The directors are responsible for preparing these 'Special Purpose' financial statements in accordance with applicable law, regulations and accounting standards.

The directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RENEWABLE TRANSPORT FUEL SERVICES LIMITED

Opinion

We have audited the financial statements of Renewable Transport Fuel Services Limited (the 'company') for the year ended 31 March 2021 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 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 we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

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

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 gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates and considered the risk of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations. This included those regulations directly related to the financial statements, including financial reporting, tax legislation and distributable profits and industry regulations including renewable fuel obligations, GDPR, employment law and health and safety.

We communicated the identified laws and regulations with the audit team and remained alert to any indications of non-compliance throughout the audit. We carried out specific procedures to address the risks identified.

These included the following:

- Agreeing the financial statement disclosures to underlying supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- Enquiries of management including those responsible for key regulations; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

In addressing the risk of management override of controls, we carried out testing of journal entries and other adjustments for appropriateness, assessing whether the judgements made in making accounting estimates are indicative of a potential bias and evaluating the business rationale of significant transactions outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF RENEWABLE TRANSPORT FUEL SERVICES LIMITED

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.

Andrew Booth

Andrew Booth (Senior Statutory Auditor)
For and on behalf of Price Bailey LLP

Date: 27 May 2022

Chartered Accountants and Statutory Auditor
Statutory Auditor
Tennyson House
Cambridge Business Park
Cambridge
CB4 0WZ

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 £	2020 £
Revenue	**4**	11,484,899	7,350,148
Cost of sales		(9,465,530)	(5,522,937)
Gross profit		2,019,369	1,827,211
Administrative expenses		(909,013)	(672,102)
Operating profit	**5**	1,110,356	1,155,109
Investment revenues	**8**	4	-
Finance costs	**9**	-	(45,815)
Revaluation of financial instruments	**10**	(600,488)	(229,479)
Profit before taxation		509,872	879,815
Income tax expense	**11**	(113,797)	(168,936)
Profit and total comprehensive income for the year		396,075	710,879

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

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2021

	Notes	2021 £	2020 £	2019
Current assets				
Inventories	12	643,766	1,805,629	969,936
Trade and other receivables	14	4,209,589	1,277,304	1,228,227
Cash and cash equivalents		130,056	92,360	6,942
Derivative financial instruments	19	-	223,116	393,130
		4,983,411	3,398,409	2,598,235
Current liabilities				
Trade and other payables	18	1,855,766	1,819,781	1,039,910
Current tax liabilities		177,408	243,611	112,710
Borrowings	16	736,441	-	821,477
Derivative financial instruments	19	430,535	-	-
		3,200,150	2,063,392	1,974,097
Net current assets		1,783,261	1,335,017	624,138
Non-current liabilities				
Derivative financial instruments	19	8,981	-	-
Net assets		1,774,280	1,335,017	624,138
Equity				
Called up share capital	23	-	-	-
Other reserves		43,188	-	-
Retained earnings		1,731,092	1,335,017	624,138
Total equity		1,774,280	1,335,017	624,138

The Special Purpose financial statements were approved by the board of directors and authorised for issue on 27 May 2022 and are signed on its behalf by:

Baden Gowrie-Smith (May 27, 2022, 11:14am)

Mr B J Gowrie-Smith
Director

Company Registration No. 10726249

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2021

	Other reserves	Retained earnings	Total
	£	£	£
Balance at 1 April 2019	-	624,138	624,138
As restated	-	624,138	624,138
Year ended 31 March 2020:			
Profit and total comprehensive income for the year	-	710,879	710,879
Balance at 31 March 2020	-	1,335,017	1,335,017
Year ended 31 March 2021:			
Profit and total comprehensive income for the year	-	396,075	396,075
Equity settled share based payment charges	43,188	-	43,188
Balance at 31 March 2021	43,188	1,731,092	1,774,280

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 £	2021 £	2020 £	2020 £
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	**29**		(518,749)		1,050,209
Interest paid			-		(45,815)
Tax paid			(180,000)		(38,035)
Net cash (outflow)/inflow from operating activities			(698,749)		966,359
Investing activities					
Interest received		4		-	
Net cash generated from/(used in) investing activities			4		-
Financing activities					
Proceeds from borrowings		736,409		-	
Repayment of borrowings		-		(821,476)	
Purchase of derivative instruments		-		(59,465)	
Net cash generated from/(used in) financing activities			736,409		(880,941)
Net increase in cash and cash equivalents			37,664		85,418
Cash and cash equivalents at beginning of year			92,360		6,942
Cash and cash equivalents at end of year			130,024		92,360
Relating to:					
Bank balances and short term deposits			130,056		92,360
Bank overdrafts			(32)		-

1 Accounting policies

Company information

Renewable Transport Fuel Services Limited is a private company limited by shares incorporated and domiciled in England and Wales. The registered office is 55 Station Road, Beaconsfield, England, HP9 1QL. The company's principal activities and nature of its operations are disclosed in the directors' report.

1.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

The directors consider the Company to be well placed to continue in operational existence for the foreseeable future, for this reason the going concern basis of preparation has been adopted to produce these financial statements. The directors' reasoning for this includes recognition of the dramatically increased net asset position of the business at the time of issuing the financial statements, following very strong financial performance during the reporting and subsequent period. Growing cash reserves allow the business to continue to comfortably meet its liabilities as they fall due and drastically reduce any exposure to liquidity risk. The Company's strong performance in the current and subsequent reporting periods, continues into the first and second quarter of 2022, where revenues and profit are already on track to exceed the reporting period's results.

1.3 Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The company recognises revenue when it transfers control of a product or service to a customer.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised at the point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer.

The company recognises revenue from the following major sources:

- Natural Gas
- Biomethane Premium

1 Accounting policies **(Continued)**

The nature, timing of satisfaction of performance obligations and significant payment terms of the company's major sources of revenue are as follows:

Natural Gas
Biomethane is purchased from producers and shipped via gas pipelines to the UK. The natural gas component of the Biomethane is sold off on the National Balancing (NBP) Virtual Trading Point, operated by National Grid, the transmissions system operator in the UK, as natural gas. Natural gas is sold via monthly, quarterly or annual forward contracts or against the spot price (some day ahead and weekend price benchmark). Invoices are raised the month following delivery of the sale, with manual journal bookings recognising the revenue in the month the revenue relates to. This results in contract asset balances being recognised within the statement of financial position until the customer invoice is generated.

Biomethane Premium
The portion of the Biomethane that remains after the natural gas has been sold off is the BioPremium, which passes into inventory. The volume sold is equivalent to the amount of compressed natural gas that customers have dispensed into trucks. The volume is known immediately after the end of the month, with sales invoices being raised to customers in the month following delivery and manual journal bookings recognising the revenue in the month of sale. This results in contract asset balances being recognised within the statement of financial position for the period in which the control of goods changes hands, until the corresponding sales invoice is raised the month after.

1.4 Inventories
Inventories are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials only.

Cost is calculated using the weighted average method.

Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

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

1.6 Financial assets
Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

1 Accounting policies **(Continued)**

Financial assets at fair value through profit or loss

When any of the above-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognised initially at fair value and any transaction costs are recognised in profit or loss when incurred and then subsequently recognised at fair value. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss in the statement of income for the reporting period in which it arises.

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, except for trade receivables which are initially recognised at their transaction price, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Impairment of financial assets

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are assessed and impaired using the expected credit losses model as required by IFRS 9.

Derecognition of financial assets

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

1.7 Financial liabilities

The company recognises financial debt when the company becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'financial liabilities at amortised cost'.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as measured at fair value through profit or loss when the financial liability is held for trading. A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of selling or repurchasing it in the near term, or
- on initial recognition it is part of a portfolio of identified financial instruments that the company manages together and has a recent actual pattern of short-term profit taking, or
- it is a derivative that is not a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at fair value through profit or loss are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

1 Accounting policies **(Continued)**

Derecognition of financial liabilities

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

1.8 Equity instruments

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

1.9 Derivatives

The company enters into foreign exchange forward contracts in order to manage its exposure to foreign exchange risk. The company also enters into natural gas forward contracts in order to manage its exposure to fluctuations in the price of its key inventories. These are held as financial instruments at fair value through profit and loss as they represent instruments held for trading purposes of the business rather than that held for speculative investments, and there is an demonstrable traded market for such instruments, which gives rise to a monetary value of such derivatives.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are classified as current assets or liabilities.

1.10 Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

1 Accounting policies **(Continued)**

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.13 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant, or earlier if there was a shared understanding of the terms of the scheme, by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

In the case of the options granted within the year, fair value is measured by a Black-Scholes pricing model.

1 Accounting policies **(Continued)**

1.14 Foreign exchange

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

2 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised Standards and Interpretations have been adopted by the company and have an effect on the current period or a prior period or may have an effect on future periods:

- Amendment to IFRS 16, 'Leases' – Covid-19 related rent concessions
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not yet been applied in these financial statements, were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

- Amendments to IFRS 3, 'Business combinations', IAS 16,' Property, plant and equipment', and IAS 37 'Provisions, contingent liabilities and contingent assets'
- IAS 17 and some annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16
- Amendments to IAS 1 Presentation of financial statements' on classification of liabilities

The directors anticipated that the adoption of these standard and the interpretations in future period will have no material impact on the financial statements of the company.

3 Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements

Revenue recognition

A key judgement made by management in respect of revenue is the point at which the change in control of goods sold to customers arises and therefore when the revenue should be recognised. Management consider various factors in their assessment of this, such as the underlying contract terms in place as well as when the goods are physically delivered to the customer.

4 Revenue

	2021 £	2020 £
Revenue analysed by class of business		
Biomethane Premium	9,751,761	5,060,949
Natural Gas	1,733,138	2,289,199
	11,484,899	7,350,148

	2021 £	2020 £
Revenue analysed by geographical market		
United Kingdom	9,751,761	5,047,199
Europe	1,733,138	2,302,949
	11,484,899	7,350,148

5 Operating profit

	2021 £	2020 £
Operating profit for the year is stated after charging/(crediting):		
Exchange (gains)/losses	(65,052)	72,792
Cost of inventories recognised as an expense	9,465,530	5,522,937
Share-based payments	43,188	-

6 Employees

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

	2021 Number	2020 Number
Management	3	2

Their aggregate remuneration comprised:

	2021 £	2020 £
Wages and salaries	287,062	225,239
Social security costs	31,243	23,712
Pension costs	2,626	3,122
	320,931	252,073

7 Directors' remuneration

	2021 £	2020 £
Remuneration for qualifying services	242,894	225,239
Company pension contributions to defined contribution schemes	2,626	3,122
	245,520	228,361

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2020 - 2).

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

	2021 £	2020 £
Remuneration for qualifying services	135,150	108,000
Company pension contributions to defined contribution schemes	1,313	1,561

8 Investment income

	2021 £	2020 £
Interest income		
Financial instruments measured at amortised cost:		
Bank deposits	4	-

9 Finance costs

	2021 £	2020 £
Other interest payable	-	45,815

10 Other gains and losses

	2021 £	2020 £
Change in value of financial assets at fair value through profit or loss	(600,488)	(229,479)

11 Income tax expense

	2021 £	2020 £
Current tax		
UK corporation tax on profits for the current period	113,797	168,936

11 Income tax expense (Continued)

The charge for the year can be reconciled to the profit per the income statement as follows:

	2021 £	2020 £
Profit before taxation	509,872	879,815
Expected tax charge based on a corporation tax rate of 19.00% (2020: 19.00%)	96,876	167,165
Effect of expenses not deductible in determining taxable profit	16,921	1,771
Taxation charge for the year	113,797	168,936

12 Inventories

	2021 £	2020 £
Biomethane premium	643,766	1,805,629

13 Contracts with customers

	2021 Period end £	2020 Period end £	2020 Period start £
Contracts in progress			
Contract assets	1,973,472	713,514	937,921

Contract asset balances relate to revenue that is recognised as performance obligations of such contracts are satisfied, in most instances this is the delivery and change in control of goods sold to customers. The timing of the corresponding trade receivable invoice being raised is typically the following month, and so contract asset balances are carried on the statement of financial position until such time which the sales invoice is processed.

14 Trade and other receivables

	2021 £	2020 £
Trade receivables	2,186,478	530,398
Contract assets (note 13)	1,973,472	713,514
VAT recoverable	1,026	203
Other receivables	757	987
Prepayments and accrued income	47,856	32,202
	4,209,589	1,277,304

15 Trade receivables - credit risk

Fair value of trade receivables

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

At 31 March 2021, trade receivables are shown net of an allowance for doubtful debts of £Nil (2020: £Nil). Write-offs, reversals and new provisions were all £Nil during the year (2020: £Nil).

The expected credit loss rate applied to trade receivables and contract assets is based on the Company's historical credit losses experienced over the the three year period to 31 March 2021, which are nil. As such, management has not elected to provide for any expected credit losses arising against trade receivables outstanding at the year end.

16 Borrowings

	2021	2020
	£	£
Borrowings held at amortised cost:		
Bank overdrafts	32	-
Bank loans	600,000	-
Other loans	136,409	-
	736,441	-

Security has been given against bank loans of £600,000 in the form of fixed and floating charges over all the property and undertaking of the company. The security includes a negative pledge. The bank loan was repaid in full in June 2021.

Other loans of £136,409 consist of non-bank loans for which no security has been given. These loans were repaid in full in August 2021.

The directors consider that the carrying amount of borrowings are approximately equal to their fair value, due to the full settlement of borrowings within 12 months of the balance sheet date.

17 Fair value of financial liabilities

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

18 Trade and other payables

	2021	2020
	£	£
Trade payables	1,071,320	1,605,382
Accruals	773,186	194,405
Social security and other taxation	11,260	10,612
Other payables	-	9,382
	1,855,766	1,819,781

19 Derivatives

	Current		Non-current	
	2021	2020	2021	2020
	£	£	£	£
Derivatives relating to foreign currency contracts	336,097	(127,869)	-	-
Derivatives relating to natural gas forwards	94,438	(95,247)	8,981	-
	430,535	(223,116)	8,981	-

The Royal Bank of Scotland Plc holds guarantee deposits of £100,000, secured by way of fixed charge containing a negative pledge, in relation to debts arising upon foreign currency contract trading.

Amounts stated in brackets in the table above represent derivative asset positions.

20 Liquidity risk

The following table details the remaining contractual maturity for the company's financial liabilities with agreed repayment periods. The contractual maturity is based on the earliest date on which the company may be required to pay.

	Less than 1 month	1 – 3 months	3 months to 1 year	1 – 5 years	Total
	£	£	£	£	£
At 31 March 2020					
Trade and other payables	1,358,209	267,168	215,208	28,403	1,868,988
	1,358,209	267,168	215,208	28,403	1,868,988
At 31 March 2021					
Trade and other payables	845,988	272,944	19,155	-	1,138,087
Bank loans	-	-	600,000	-	600,000
Other loans	-	-	136,409	-	136,409
Derivative liabilities	12,895	153,125	264,515	8,981	439,516
	858,883	426,069	1,020,079	8,981	2,314,012

20 Liquidity risk **(Continued)**

Liquidity risk management

Liquidity risk arises from the Company's working capital and repayments on borrowings. It is the risk that the Company will not be able to meet is financial obligations as they fall due. The Company manages this risk principally by ensuring sufficient cash reserves, banking and borrowing facilities are available and monitoring its forecasts and cash flows.

21 Retirement benefit schemes

Defined contribution schemes	2021 £	2020 £
Charge to profit or loss in respect of defined contribution schemes	2,626	3,122

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

22 Share-based payment transactions

At the balance sheet date, the Company had one share option agreement in place. Options are exercisable at prices agreed in the executed agreements. The vesting period is over four years, with 25% of total options granted vesting at the first, second, third and fourth anniversary of the effective date (date of grant). If the options remain unexercised after a period of ten years from the date of grant, the options expire. Options are forfeited if a qualifying exit event or insolvency of the option holder arises. The options are to be settled in equity.

	Number of share options		Weighted average exercise price	
	2021	2020	2021 £	2020 £
Outstanding at 1 April 2020	-	-	-	-
Granted in the period	400	-	0.01	-
Outstanding at 31 March 2021	400	-	0.01	-
Exercisable at 31 March 2021	-	-	-	-

The options outstanding at 31 March 2021 had an exercise price of £0.01, and a weighted average remaining contractual life of 9 years.

Expenses

Related to equity settled share based payments	43,188	-

23 Share capital

Ordinary share capital	2021 Number	2020 Number	2021 £	2020 £
Issued and fully paid				
Ordinary of 0.001p each	20,000	-	-	-
A Ordinary of 0.001p each	-	10,000	-	-
B Ordinary of 0.001p each	-	5,000	-	-
C Ordinary of 0.001p each	-	5,000	-	-
	20,000	20,000	-	-

At the end of the year the Company had one class of issued Ordinary share capital. Each share has attached to it one equally ranking vote, rights to a dividend and capital distributions rights.

At the end of the prior year the Company had 3 classes of issued Ordinary share capital, which carried the following rights:

- A Ordinary of 0.001p each: each share carries one vote and the right to attend meetings of shareholders, the right to participate in dividends and distributions of assets following a liquidation or capital reduction
- B Ordinary of 0.001p each: each share carries no votes, the right to participate in dividends and distributions of assets following a liquidation or capital reduction
- C Ordinary of 0.001p each: each share carries no votes, the right to participate in dividends and distributions of assets following a liquidation or capital reduction

Reconciliation of movements during the year:

	Ordinary Number	A Ordinary Number	B Ordinary Number	C Ordinary Number
At 1 April 2020	-	10,000	5,000	5,000
Redesignation of share class	20,000	(10,000)	(5,000)	(5,000)
At 31 March 2021	20,000	-	-	-

During the year the Company reclassified 10,000 A Ordinary shares, 5,000 B Ordinary shares and 5,000 C Ordinary shares of £0.00001 each, to 20,000 Ordinary shares of £0.00001 each.

There were no share movements in the prior year.

24 Capital risk management

The company is not subject to any externally imposed capital requirements.

25 Events after the reporting date

On 16 December 2021, the Company acquired 100% of the issued share capital of Renewable Energy Fuels B.V., a company incorporated in the Netherlands, for cash consideration of €199,094 (EUR). Subsequently, 60 additional shares were issued and acquired by the Company, at an issue price of €4,977.35 per share, totalling €298,641.

26 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including directors, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

	2021	2020
	£	£
Short-term employee benefits	242,894	225,239
Post-employment benefits	2,626	3,122
	245,520	228,361

Other transactions with related parties

During the year the company entered into the following transactions with related parties:

	Sale of goods		Purchase of goods	
	2021	2020	2021	2020
	£	£	£	£
Entities with joint control or significant influence over the company	8,703,143	5,130,780	-	-
Other related parties	-	2,171,369	2,073,365	5,477,949
	8,703,143	7,302,149	2,073,365	5,477,949

	Purchase of services	
	2021	2020
	£	£
Other related parties	550,905	362,126

Sales of goods to related parties represent amounts invoiced for Biomethane Premium, conducted at the Company's usual market prices.

Purchase of goods from related parties represent amounts invoiced to the Company for the purchase of Biomethane Premium and Natural Gas, conducted at the supplier's usual market prices.

Purchase of services from related parties in the prior year primarily relate to consulting fees charged for financial and working capital management advice. Other notable charges include loan interest and distribution and selling fees.

Purchase of services from related parties in the current year primarily relate to consulting fees charged for employee expenses and management fees. Other notable charges include brokering fees.

26 Related party transactions **(Continued)**

The following amounts were outstanding at the reporting end date:

Amounts due to related parties	2021 £	2020 £
Entities with joint control or significant influence over the company	51,200	-
Other related parties	587,177	1,347,262
	638,377	1,347,262

Amounts due to related parties consisted of the following at the year end:

- £136,409 of loans due under short term loan arrangements which were repaid on 27 August 2021. These loans carried interest of 5% per annum and were unsecured (2020: £nil).
- £501,968 of trade payables due to related parties (2020: £1,347,262).

The following amounts were outstanding at the reporting end date:

Amounts due from related parties	2021 £	2020 £
Entities with joint control or significant influence over the company	2,186,479	530,398

Amounts due from related parties are trade receivable balances arising from trade conducted, payable within the Company's standard credit terms.

The Company has not made any allowance for bad or doubtful debts in respect of related party debtors nor has any guarantee been given or received during the current or prior year regarding related party transactions.

27 Directors' transactions

Advances	% Rate	Opening balance £	Amounts advanced £	Closing balance £
Director advance - Mr B J Gowrie-Smith	-	475	282	757
		475	282	757

The advance is repayable to the company on demand and bears no interest.

28 Controlling party

The Company is owned by a number of shareholders and individually no shareholder can exert control.

29 Cash (absorbed by)/generated from operations

	2021 £	2020 £
Profit for the year after tax	396,075	710,879
Adjustments for:		
Taxation charged	113,797	168,936
Finance costs	-	45,815
Investment income	(4)	-
Other gains and losses	600,488	229,479
Equity settled share based payment expense	43,188	-
Movements in working capital:		
Decrease/(increase) in inventories	1,161,863	(835,693)
(Increase)/decrease in contract assets	(1,259,958)	224,407
Increase in trade and other receivables	(1,610,183)	(273,484)
Increase in trade and other payables	35,985	779,870
Cash (absorbed by)/generated from operations	(518,749)	1,050,209

30 Transition adjustments

Reconciliation of equity

	1 April 2019 £	31 March 2020 £
Equity as previously reported and after transition	305,703	1,335,017

Reconciliation of profit for the financial period

	2020 £
Profit and total Comprehensive Income as previously reported and after transition	710,879

30 Transition adjustments **(Continued)**

Notes to reconciliations

The Company has adopted International Financial Reporting Standards (IFRS) for use in the European Union for the preparation of these financial statements. This is the first time of adoption of IFRS and the date of transition is 1 April 2019.

Previously the Company prepared its financial statements in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

No adjustments to the financial statements have been made to the statement of financial position, profit and total comprehensive income, or the cash flows of the Company, upon adoption of IFRS for the first time. No recognition or reversal of impairment losses arose upon transition.

Company Registration No. 10726249 (England and Wales)

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

SPECIAL PURPOSE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

COMPANY INFORMATION

Directors	Mr P E Fjeld Mr B J Gowrie-Smith Mr S P Kingsbury Mr J Nillesen
Company number	10726249
Registered office	55 Station Road Beaconsfield England HP9 1QL
Auditor	Price Bailey LLP Chartered Accountants and Statutory Auditor Tennyson House Cambridge Business Park Cambridge CB4 0WZ

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

CONTENTS

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The directors present their special purpose financial statements for year ended 31 March 2022. In line with Section 435 of the Companies Act 2006, the directors confirm that these financial statements are not the Company's statutory accounts. Statutory financial statements have been delivered to the Registrar for the year ended 31 December 2020, being a period partially reported with the comparative period of these financial statements. No audit report was issued or filed in respect of this statutory reporting period.

Principal activities
The principal activity of the Company continued to be that of the aggregation of Biomethane from producers for supply to the UK transportation sector.

Results and dividends
The results for the year are set out on page 7.

Ordinary dividends were paid amounting to £1,102,034. The directors do not recommend payment of a final dividend.

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

Mr P E Fjeld
Mr B J Gowrie-Smith
Mr S P Kingsbury
Mr J Nillesen

Directors' insurance
At the time of approving the directors report, management liability insurance was in force for the benefit of the directors of the Company. This cover was also in force during the periods covered by the financial statements.

Statement of disclosure to auditor
Each director in office at the date of approval of this annual report confirms that:
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

Going concern
The directors consider the Company to be well placed to continue in operational existence for the foreseeable future, for this reason the going concern basis of preparation has been adopted to produce these financial statements. The directors' reasoning for this includes recognition of the dramatically increased net asset position of the business, following very strong financial performance during the period. Growing cash reserves allow the business to continue to comfortably meet its liabilities as they fall due and drastically reduce any exposure to liquidity risk. The Company's strong performance in the year has continued into the third quarter of 2022, where revenues and profits continue to show strong business performance and financial position.

On behalf of the board

DocuSigned by:

Baden Gowrie-Smith

..............76AFE9A705CE400...

Mr B J Gowrie-Smith

Director

30/9/2022 | 07:33 EDT

Date: ....

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2022

The directors are responsible for preparing these 'Special Purpose' financial statements in accordance with applicable law, regulations and accounting standards.

The directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RENEWABLE TRANSPORT FUEL SERVICES LIMITED

Opinion

We have audited the financial statements of Renewable Transport Fuel Services Limited (the 'company') for the year ended 31 March 2022 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom.

In our opinion the financial statements:

- 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 IFRSs as adopted by the United Kingdom; and

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 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 we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

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

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 gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates and considered the risk of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations. This included those regulations directly related to the financial statements, including financial reporting, tax legislation and distributable profits and industry regulations including renewable fuel obligations, GDPR, employment law and health and safety.

We communicated the identified laws and regulations with the audit team and remained alert to any indications of non-compliance throughout the audit. We carried out specific procedures to address the risks identified.

These included the following:

- Agreeing the financial statement disclosures to underlying supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- Enquiries of management including those responsible for key regulations; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

In addressing the risk of management override of controls, we carried out testing of journal entries and other adjustments for appropriateness, assessing whether the judgements made in making accounting estimates are indicative of a potential bias and evaluating the business rationale of significant transactions outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with our engagement letter. 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.

Price Bailey LLP.

For and on behalf of Price Bailey LLP
Chartered Accountants and Statutory Auditor
Tennyson House
Cambridge Business Park
Cambridge
CB4 0WZ

Date: 30 September 2022

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	Year ended 31 March 2022 £	Year ended 31 March 2021 £
Revenue	4	40,280,522	11,484,899
Cost of sales		(32,130,138)	(9,465,530)
Gross profit		8,150,384	2,019,369
Administrative expenses		(2,052,833)	(909,013)
Operating profit	5	6,097,551	1,110,356
Share of result and net equity of subsidiaries	13	480,850	-
Investment revenues	8	6,260	4
Finance costs	9	(9,022)	-
Revaluation of financial instruments	10	(665,455)	(600,488)
Profit before taxation		5,910,184	509,872
Income tax expense	11	(1,071,532)	(113,797)
Profit and total comprehensive income for the year		4,838,652	396,075

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

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2022

	Notes	2022 £	2021 £
Non-current assets			
Investments	13	939,094	-
Current assets			
Inventories	15	162,971	643,766
Investments	13	506,250	-
Trade and other receivables	17	8,368,894	4,209,589
Cash and cash equivalents		2,299,656	130,056
Derivative financial instruments	22	67,899	-
		11,405,670	4,983,411
Current liabilities			
Trade and other payables	21	4,394,864	1,855,766
Current tax liabilities		1,193,433	177,408
Borrowings	19	-	736,441
Derivative financial instruments	21	1,170,881	430,535
		6,759,178	3,200,150
Net current assets		4,646,492	1,783,261
Non-current liabilities			
Derivative financial instruments	21	-	8,981
Net assets		5,585,586	1,774,280
Equity			
Called up share capital	26	-	-
Other reserves		117,876	43,188
Retained earnings		5,467,710	1,731,092
Total equity		5,585,586	1,774,280

The Special Purpose financial statements were approved by the board of directors and authorised for issue on 30/9/2022 | 07:33 EDT and are signed on its behalf by:

DocuSigned by:
Baden Gowrie-Smith
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Mr B J Gowrie-Smith
Director

Company Registration No. 10726249

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	Other reserves £	Retained earnings £	Total £
Balance at 1 April 2020		-	1,335,017	1,335,017
Year ended 31 March 2021:				
Profit and total comprehensive income for the year		-	396,075	396,075
Equity settled share based payment charges		43,188	-	43,188
Balance at 31 March 2021		43,188	1,731,092	1,774,280
Year ended 31 March 2022:				
Profit and total comprehensive income for the period		-	4,838,652	4,838,652
Dividends	**12**	-	(1,102,034)	(1,102,034)
Equity settled share based payment charges		74,688	-	74,688
Balance at 31 March 2022		117,876	5,467,710	5,585,586

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £	2022 £	2021 £	2021 £
Cash flows from operating activities					
Cash generated from/(absorbed by) operations	**32**		4,996,389		(518,749)
Interest paid			(9,022)		-
Tax paid			(55,507)		(180,000)
Net cash inflow/(outflow) from operating activities			4,931,860		(698,749)
Investing activities					
Purchase of subsidiaries		(423,795)		-	
Loans made		(500,000)		-	
Interest received		10		4	
Net cash (used in)/generated from investing activities			(923,785)		4
Financing activities					
Proceeds from borrowings		-		736,409	
Repayment of borrowings		(736,409)		-	
Dividends paid		(1,102,034)		-	
Net cash (used in)/generated from financing activities			(1,838,443)		736,409
Net increase in cash and cash equivalents			2,169,632		37,664
Cash and cash equivalents at beginning of year			130,024		92,360
Cash and cash equivalents at end of year			2,299,656		130,024
Relating to:					
Bank balances and short term deposits			2,299,656		130,056
Bank overdrafts			-		(32)

1 Accounting policies

Company information

Renewable Transport Fuel Services Limited is a private company limited by shares incorporated and domiciled in England and Wales. The registered office is 55 Station Road, Beaconsfield, England, HP9 1QL. The company's principal activities and nature of its operations are disclosed in the directors' report.

1.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the United Kingdom and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

The directors consider the Company to be well placed to continue in operational existence for the foreseeable future, for this reason the going concern basis of preparation has been adopted to produce these financial statements. The directors' reasoning for this includes recognition of the dramatically increased net asset position of the business, following very strong financial performance during the period. Growing cash reserves allow the business to continue to comfortably meet its liabilities as they fall due and drastically reduce any exposure to liquidity risk. The Company's strong performance in the year has continued into the third quarter of 2022, where revenues and profits continue to show strong business performance and financial position.

1.3 Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The company recognises revenue when it transfers control of a product or service to a customer.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised at the point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer.

The company recognises revenue from the following major sources:

- Natural Gas
- Biomethane Premium
- RTFC revenue

1 Accounting policies **(Continued)**

The nature, timing of satisfaction of performance obligations and significant payment terms of the company's major sources of revenue are as follows:

Natural Gas

Biomethane is purchased from producers and shipped via gas pipelines to the UK. The natural gas component of the Biomethane is sold off on the National Balancing (NBP) Virtual Trading Point, operated by National Grid, the transmissions system operator in the UK, as natural gas. Natural gas is sold via monthly, quarterly or annual forward contracts or against the spot price (some day ahead and weekend price benchmark). Invoices are raised the month following delivery of the sale, with manual journal bookings recognising the revenue in the month the revenue relates to. This results in contract asset balances being recognised within the statement of financial position until the customer invoice is generated.

Biomethane Premium

The portion of the Biomethane that remains after the natural gas has been sold off is the BioPremium, which passes into inventory. The volume sold is equivalent to the amount of compressed natural gas that customers have dispensed into trucks. The volume is known immediately after the end of the month, with sales invoices being raised to customers in the month following delivery and manual journal bookings recognising the revenue in the month of sale. This results in contract asset balances being recognised within the statement of financial position for the period in which the control of goods changes hands, until the corresponding sales invoice is raised the month after.

RTFC revenue

Renewable transport fuel certificates (RTFC) revenue arises from the sale of such certificates to customers with revenue being recognised at the point the certificate is delivered to the client. There is no right of return or warranty on the RTFC, hence revenue is recognised in full without possible provision immediately after the transfer of control of the certificate.

1.4 Non-current investments

Interests in subsidiaries are initially measured at cost and subsequently measured using the equity method under IAS 28, for the purposes of the Company's separate financial statements.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.5 Inventories

Inventories are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials only.

Cost is calculated using the weighted average method.

Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.6 Cash and cash equivalents

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

1 Accounting policies **(Continued)**

1.7 Financial assets

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

Financial assets at fair value through profit or loss

When any of the below-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognised initially at fair value and any transaction costs are recognised in profit or loss when incurred and then subsequently recognised at fair value. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss in the statement of income for the reporting period in which it arises.

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, except for trade receivables which are initially recognised at their transaction price, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Impairment of financial assets

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are assessed and impaired using the full lifetime expected credit losses model as required by IFRS 9.

Derecognition of financial assets

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

1.8 Financial liabilities

The company recognises financial debt when the company becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'financial liabilities at amortised cost'.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as measured at fair value through profit or loss when the financial liability is held for trading. A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of selling or repurchasing it in the near term, or
- on initial recognition it is part of a portfolio of identified financial instruments that the company manages together and has a recent actual pattern of short-term profit taking, or
- it is a derivative that is not a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at fair value through profit or loss are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss.

1 Accounting policies **(Continued)**

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

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

1.9 Equity instruments

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

1.10 Derivatives

The company enters into foreign exchange forward contracts in order to manage its exposure to foreign exchange risk. The company also enters into natural gas forward contracts in order to manage its exposure to fluctuations in the price of its key inventories. These are held as financial instruments at fair value through profit and loss as they represent instruments held for trading purposes of the business rather than that held for speculative investments, and there is an demonstrable traded market for such instruments, which gives rise to a monetary value of such derivatives.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are classified as current assets or liabilities.

1.11 Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

1 Accounting policies **(Continued)**

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.14 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant, or earlier if there was a shared understanding of the terms of the scheme, by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

In the case of the options granted within the year, fair value is measured by a Black-Scholes pricing model.

1.15 Foreign exchange

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

2 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised Standards and Interpretations have been adopted by the company and have an effect on the current period or a prior period or may have an effect on future periods:

- Amendment to IFRS 16, 'Leases' – Covid-19 related rent concessions
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not yet been applied in these financial statements, were in issue but not yet effective (and in some cases had not yet been adopted by the UK):

- Amendments to IFRS 3, 'Business combinations', IAS 16,' Property, plant and equipment', and IAS 37 'Provisions, contingent liabilities and contingent assets'
- IAS 17 and some annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16
- Amendments to IAS 1 Presentation of financial statements' on classification of liabilities

The directors anticipated that the adoption of these standard and the interpretations in future period will have no material impact on the financial statements of the company.

3 Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements
Revenue recognition
A key judgement made by management in respect of revenue is the point at which the change in control of goods sold to customers arises and therefore when the revenue should be recognised. Management consider various factors in their assessment of this, such as the underlying contract terms in place as well as when the goods are physically delivered to the customer.

4 Revenue

	2022	2021
	£	£
Revenue analysed by class of business		
Biomethane Premium	19,720,344	9,751,761
Natural Gas	14,530,784	1,733,138
RTFC	6,029,394	-
	40,280,522	11,484,899

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

4 Revenue **(Continued)**

	2022 £	2021 £
Revenue analysed by geographical market		
United Kingdom	25,749,738	9,751,761
Europe	14,530,784	1,733,138
	40,280,522	11,484,899

5 Operating profit

	2022 £	2021 £
Operating profit for the period is stated after charging/(crediting):		
Exchange losses/(gains)	468,503	(65,052)
Cost of inventories recognised as an expense	32,130,138	9,465,530
Share-based payments	40,240	43,188

6 Employees

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

	2022 Number	2021 Number
Management	3	3
Administration	1	-
Total	4	3

Their aggregate remuneration comprised:

	2022 £	2021 £
Wages and salaries	329,760	287,062
Social security costs	35,714	31,243
Pension costs	2,954	2,626
	368,428	320,931

7 Directors' remuneration

	2022 £	2021 £
Remuneration for qualifying services	276,000	242,894
Company pension contributions to defined contribution schemes	2,642	2,626
	278,642	245,520

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2021 - 2).

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

Remuneration for qualifying services	133,000	135,150
Company pension contributions to defined contribution schemes	1,321	1,313

8 Investment income

	2022 £	2021 £
Interest income		
Financial instruments measured at amortised cost:		
Bank deposits	10	4
Other interest income on financial assets	6,250	-
Total interest revenue	6,260	4

9 Finance costs

	2022 £	2021 £
Other interest payable	9,022	-

10 Other gains and losses

	2022 £	2021 £
Change in value of financial assets at fair value through profit or loss	(665,455)	(600,488)

11 Income tax expense

	2022 £	2021 £
Current tax		
UK corporation tax on profits for the current period	1,071,532	113,797

11 Income tax expense (Continued)

The charge for the year can be reconciled to the profit per the income statement as follows:

	2022 £	2021 £
Profit before taxation	5,910,184	509,872
Expected tax charge based on a corporation tax rate of 19.00% (2021: 19.00%)	1,122,935	96,876
Effect of expenses not deductible in determining taxable profit	39,959	16,921
Income not taxable	(91,362)	-
Taxation charge for the period	1,071,532	113,797

In the March 2021 Budget it was announced that legislation will be introduced in Finance Bill 2021 to increase the main rate of UK corporation tax from 19% to 25%, effective 1 April 2023 . The expected future impact of this change on the Company, will be an increase in current tax charges for any profits taxed at the main rate.

12 Dividends

Amounts recognised as distributions:	2022 per share £	2021 per share £	2022 Total £	2021 Total £
Ordinary				
Interim dividend paid	55.10	-	1,102,034	-

13 Investments

	Current		Non-current	
	2022 £	2021 £	2022 £	2021 £
Investments in subsidiaries	-	-	939,094	-
Loans and receivables at amortised cost	506,250	-	-	-
	506,250	-	939,094	-

Fair value of financial assets carried at amortised cost

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

Included within investments are loan receivables of £500,000 due to the Company. The loan matures on 30 December 2022 and carries an interest rate of 5% per annum, payable upon maturity. The carrying value of the loan receivable includes accrued interest calculated at the effective interest method.

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

13 Investments (Continued)

Movements in non-current investments

	Shares in subsidiaries £
Carrying value under equity method	
At 1 April 2021	-
Additions	423,795
Share of subsidiary results	480,850
Share based payment charges recognised by subsidiary	34,449
At 31 March 2022	939,094
Carrying amount	
At 31 March 2022	939,094
At 31 March 2021	-

During the period the Company has recognised its share of results of subsidiary investments under the equity method permitted by IAS 28 for preparation of its separate financial statements.

14 Subsidiaries

Details of the company's subsidiaries at 31 March 2022 are as follows:

Name of undertaking	Registered office	Principal activities	Class of shares held	% Held Direct
Renewable Energy Fuels B.V.	Netherlands	Sourcing and shipping of European biomethane	Ordinary	100.00

15 Inventories

	2022 £	2021 £
Biomethane premium	162,971	643,766

16 Contracts with customers

	2022 Year end £	2021 Year end £	2021 Year start £
Contracts in progress			
Contract assets	5,072,447	1,973,472	713,514
Contract liabilities	(1,192,599)	-	-

16 Contracts with customers **(Continued)**

Contract asset balances relate to revenue that is recognised as performance obligations of such contracts are satisfied, in most instances this is the delivery and change in control of goods sold to customers. The timing of the corresponding trade receivable invoice being raised is typically the following month, and so contract asset balances are carried on the statement of financial position until such time which the sales invoice is processed.

Contract liability balances relate to revenue that is invoiced to contract customers before performance obligations of such contracts are satisfied, which in most instances is the delivery and change in control of goods sold to customers. Where such revenue is invoiced in advance of delivery and change in control of the goods to the customer, it is deferred accordingly to the period in which criteria for recognition of the revenue is satisfied. This is typically within 1-2 months of the deferral period, with contract liabilities being carried on the statement of financial position until the sale is fulfilled or credited.

17 Trade and other receivables

	2022	**2021**
	£	**£**
Trade receivables	3,179,859	2,186,478
Contract assets (note 16)	5,072,447	1,973,472
VAT recoverable	12,414	1,026
Other receivables	565	757
Prepayments	103,609	47,856
	8,368,894	4,209,589

Included within trade receivables are ledger debts due from related parties of £3,126,403 (2021: £2,186,478) conducted at market rate on standard credit terms.

18 Trade receivables - credit risk

Fair value of trade receivables
The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

At 31 March 2022, trade receivables are shown net of an allowance for doubtful debts of £Nil (2021: £Nil). Write-offs, reversals and new provisions were all £Nil during the year (2021: £Nil).

The expected credit loss rate applied to trade receivables is based on the Company's historical credit losses experienced over the the three year period to 31 March 2022, which are nil due to the probability of default being so low the required impairment would be immaterial. As such, management has not elected to provide for any expected credit losses arising against trade receivables outstanding at the year end. Management has also considered the fact that materially all of its trade receivable balances at the reporting date are with related parties and judges the associated credit risk with such customers to be remote.

19 Borrowings

	2022	2021
	£	£
Borrowings held at amortised cost:		
Bank overdrafts	-	32
Bank loans	-	600,000
Other loans	-	136,409
	-	736,441

All borrowings have been repaid in full during the year.

At the comparative statement of financial position date, security had been given against bank loans of £600,000 in the form of fixed and floating charges over all the property and undertaking of the company. The security includes a negative pledge. The bank loan was repaid in full in June 2021.

20 Fair value of financial liabilities

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

21 Trade and other payables

	2022	2021
	£	£
Trade payables	2,356,465	1,071,320
Contract liabilities (note 16)	1,192,599	-
Accruals	827,437	773,186
Social security and other taxation	18,363	11,260
	4,394,864	1,855,766

During the year, the Company registered supplier guarantee deposits of €300,000, secured by way of fixed charge and a negative pledge, with The Royal Bank of Scotland Plc. At the year end, no balance was outstanding to suppliers covered by this guarantee.

Included within trade payables are ledger debts due to related parties of £1,437,682 (2021: £501,968) conducted at market rate on standard credit terms.

22 Derivatives

	Current		Non-current	
	2022	2021	2022	2021
	£	£	£	£
Derivative assets relating to foreign currency contracts	(67,899)	-	-	-
Derivative liabilities relating to foreign currency contracts	-	336,097	-	-
Derivative liabilities relating to natural gas forwards	1,170,881	94,438	-	8,981
	1,102,982	430,535	-	8,981

The Royal Bank of Scotland Plc holds guarantee deposits of £100,000, secured by way of fixed charge containing a negative pledge, in relation to debts arising upon foreign currency contract trading.

23 Liquidity risk

The following table details the remaining contractual maturity for the company's financial liabilities with agreed repayment periods. The contractual maturity is based on the earliest date on which the company may be required to pay.

	Less than 1 month	1 – 3 months	3 months to 1 year	1 – 5 years	Total
	£	£	£	£	£
At 31 March 2021					
Trade and other payables	845,988	272,944	19,155	-	1,138,087
Bank loans	-	-	600,000	-	600,000
Other loans	-	-	136,409	-	136,409
Derivative liabilities	12,895	153,125	264,515	8,981	439,516
	858,883	426,069	1,020,079	8,981	2,314,012
At 31 March 2022					
Trade and other payables	2,794,581	772,846	1,193,433	-	4,760,860
Derivative liabilities	61,523	126,416	982,942	-	1,170,881
	2,856,104	899,262	2,176,375	-	5,931,741

Liquidity risk management

Liquidity risk arises from the Company's working capital and repayments on borrowings. It is the risk that the Company will not be able to meet is financial obligations as they fall due. The Company manages this risk principally by ensuring sufficient cash reserves, banking and borrowing facilities are available and monitoring its forecasts and cash flows.

24 Retirement benefit schemes

Defined contribution schemes	**2022** £	**2021** £
Charge to profit or loss in respect of defined contribution schemes	2,954	2,626

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

25 Share-based payment transactions

At the balance sheet date, the Company had two share option agreements in place. Options are exercisable at prices agreed in the executed agreements. The vesting period is over four years, with 25% of total options granted vesting at the first, second, third and fourth anniversary of the effective date (date of grant). If the options remain unexercised after a period of ten years from the date of grant, the options expire. Options are forfeited if a qualifying exit event or insolvency of the option holder arises. The options are to be settled in equity.

25 Share-based payment transactions **(Continued)**

	Number of share options		Weighted average exercise price	
	2022	2021	2022	2021
			£	£
Outstanding at 1 April 2021	400	-	0.01	-
Granted in the period	200	400	-	0.01
Outstanding at 31 March 2022	600	400	0.01	0.01
Exercisable at 31 March 2022	150	-	0.01	-

The options outstanding at 31 March 2022 had an exercise price ranging from £0.00001 to £0.01 (31 March 2021: £0.01), and a weighted average remaining contractual life of 8 years (31 March 2021: 9 years).

Expenses		
Related to equity settled share based payments	40,240	43,188

In addition to the charge to administrative expenses through the income statement detailed above, share based payment charges of £34,449 (2021: £nil) were recognised for equity settled share based transactions as additional costs to non-current fixed asset subsidiary investments.

26 Share capital

	2022	2021	2022	2021
Ordinary share capital	**Number**	**Number**	**£**	**£**
Issued and fully paid				
Ordinary of 0.001p each	20,000	20,000	-	-
	20,000	20,000	-	-

At the end of the year the Company had one class of issued Ordinary share capital. Each share has attached to it one equally ranking vote, rights to a dividend and capital distributions rights.

There were no share movements in the current year.

During the previous year the Company reclassified 10,000 A Ordinary shares, 5,000 B Ordinary shares and 5,000 C Ordinary shares of £0.00001 each, to 20,000 Ordinary shares of £0.00001 each.

27 Capital risk management

The company is not subject to any externally imposed capital requirements.

28 Events after the reporting date

Since the year end dividends of £2,000,000 have been voted and paid.

29 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including directors, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

	2022 £	2021 £
Short-term employee benefits	276,000	242,894
Post-employment benefits	2,642	2,626
	278,642	245,520

Other transactions with related parties

During the year the company entered into the following transactions with related parties:

	Sale of goods		Purchase of goods	
	2022 £	2021 £	2022 £	2021 £
Entities with joint control or significant influence over the company	19,399,950	8,703,143	6,029,394	-
Subsidiaries	-	-	12,428,849	-
Other related parties	-	-	-	2,073,365
	19,399,950	8,703,143	18,458,243	2,073,365

	Purchase of services		Interest received	
	2022 £	2021 £	2022 £	2021 £
Entities with joint control or significant influence over the company	41,250	-	6,250	-
Subsidiaries	809,030	-	-	-
Other related parties	9,022	550,905	-	-
	859,302	550,905	6,250	-

29 Related party transactions **(Continued)**

Sales of goods to related parties represent amounts invoiced for Biomethane Premium, conducted at the Company's usual market prices.

Purchase of goods from related parties represent amounts invoiced to the Company for the purchase of Biomethane Premium and Natural Gas, conducted at the supplier's usual market prices.

Purchase of services from related parties in the prior year primarily relate to consulting fees charged for employee expenses and management fees. Other notable charges include brokering fees.

Purchase of services from related parties in the current period primarily relate to consulting fees charged for employee expenses and management fees. Other notable charges include brokering fees and the recharge of legal costs and rental charges.

Interest received from related parties relates to unsecured loans issued to related parties carrying 5% interest per annum.

The following amounts were outstanding at the reporting end date:

Amounts due to related parties	**2022 £**	**2021 £**
Entities with joint control or significant influence over the company	-	51,200
Subsidiaries	1,437,682	-
Other related parties	-	587,177
	1,437,682	638,377

Amounts due to related parties at the period end consisted entirely of trade payables.

The following amounts were outstanding at the reporting end date:

Amounts due from related parties	**2022 £**	**2021 £**
Entities with joint control or significant influence over the company	3,632,653	2,186,479

Amounts due from related parties at the period end consist of trade receivable balances of £3,126,402 (2021: £2,779,969) arising from trade conducted, payable within the Company's standard credit terms agreed with customers.

The Company has not made any allowance for bad or doubtful debts in respect of related party debtors nor has any guarantee been given or received during the current period or prior year regarding related party transactions.

Also included within amounts due from related parties are loan receivables of £506,250 (2021: £nil), which are unsecured and carry interest of 5% per annum, repayable in December 2022.

RENEWABLE TRANSPORT FUEL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

30 Directors' transactions

Advances	**% Rate**	**Opening balance**	**Amounts repaid**	**Closing balance**
		£	**£**	**£**
Director advance - Mr B J Gowrie Smith	-	757	(757)	-
		757	(757)	-

The advance was repayable to the company on demand and bears no interest. The advance has been settled in full during the year.

31 Controlling party

The Company is owned by a number of shareholders and individually no shareholder can exert control.

32 Cash generated from/(absorbed by) operations

	2022	**2021**
	£	**£**
Profit for the year after tax	4,838,652	396,075
Adjustments for:		
Share of results of subsidiaries	(480,850)	-
Taxation charged	1,071,532	113,797
Finance costs	9,022	-
Investment income	(6,260)	(4)
Other gains and losses	665,455	600,488
Equity settled share based payment expense	40,240	43,188
Movements in working capital:		
Decrease in inventories	480,795	1,161,863
Increase in contract assets	(3,098,975)	(1,259,958)
Increase in trade and other receivables	(1,060,330)	(1,610,183)
Increase in contract liabilities	1,192,599	-
Increase in trade and other payables	1,344,509	35,985
Cash generated from/(absorbed by) operations	4,996,389	(518,749)

Appendix D – CNGF Unaudited Interim Report

Company registration number 09274291 (England and Wales)

CNG FUELS LTD

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE 6 MONTH PERIOD ENDED 30 SEPTEMBER 2022

CNG FUELS LTD

COMPANY INFORMATION

Directors	Mr T J Baldwin Mr C M Barter Mr P E Fjeld Mr B J Gowrie-Smith Mr S P Kingsbury
Company number	09274291
Registered office	250 Wharfedale Road Winnersh Triangle Wokingham Berkshire RG41 5TP
Auditor	Deloitte LLP, Statutory Auditor 2 New Street Square London EC4A 3BZ

CNG FUELS LTD

CONTENTS

CNG FUELS LTD

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE 6 MONTH PERIOD ENDED 30 SEPTEMBER 2022

	Notes	Period ended 30 September 2022 £	Period ended 30 September 2021 £
Revenue	2	58,319,017	26,356,005
Cost of sales		(57,515,643)	(25,686,796)
Gross profit		803,374	669,209
Other operating income		-	11,132
Gains on disposal of subsidiaries		899,800	299,900
Administrative expenses		(5,503,944)	(2,967,971)
Operating loss		(3,800,770)	(1,987,730)
Share of results of associates and joint ventures		1,352,989	223,907
Investment revenues		424	-
Finance costs		(115,510)	(85,446)
Other gains and losses		(316)	-
Loss before taxation		(2,563,183)	(1,849,269)
Income tax expense		-	-
Loss for the period		(2,563,183)	(1,849,269)
Other comprehensive income		-	-
Total comprehensive loss for the period		(2,563,183)	(1,849,269)

The loss and total comprehensive loss for the 6 month period is all attributable to the owners of the parent company.

CNG FUELS LTD

GROUP STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2022

	Notes	Sep-22 £	Mar-22 £
Non-current assets			
Property, plant and equipment	**3**	2,144,535	2,181,912
Investments	**4**	4,104,491	3,351,502
		6,249,026	5,533,414
Current assets			
Inventories		104,706	40,103
Contract assets	**6**	17,249,868	12,748,724
Trade and other receivables	**5**	10,884,980	4,083,197
Cash and cash equivalents		6,004,859	3,083,279
		34,244,413	19,955,303
Current liabilities			
Trade and other payables	**7**	36,183,312	20,990,838
Borrowings	**8**	3,092,393	1,158,382
Lease liabilities	**9**	402,126	502,766
Derivative financial instruments	**10**	7,782	7,466
		39,685,613	22,659,452
Net current liabilities		(5,441,200)	(2,704,149)
Non-current liabilities			
Lease liabilities	**9**	776,166	914,899
Long term provisions		88,498	87,926
		864,664	1,002,825
Net (liabilities)/assets		(56,838)	1,826,440
Equity			
Called up share capital	**11**	7,175	7,175
Share premium account	**12**	5,423,060	5,423,060
Share based payment reserve	**13**	1,668,582	988,677
Retained deficit		(7,155,655)	(4,592,472)
Total equity		(56,838)	1,826,440

CNG FUELS LTD

GROUP STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 30 SEPTEMBER 2022

The interim financial statements were approved by the board of directors and authorised for issue on 27/1/2023 | 04:22 PST and are signed on its behalf by:

DocuSigned by:

Baden Gowrie-Smith

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Mr B J Gowrie-Smith
Director

Company registration number 09274291 (England and Wales)

CNG FUELS LTD

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE 6 MONTH PERIOD ENDED 30 SEPTEMBER 2022

	Share capital	Share premium account	Share based payment reserve	Retained earnings	Total
	£	£	£	£	£
Balance at 1 April 2021	7,175	5,423,060	534,468	(1,509,190)	4,455,513
Period ended 30 September 2021:					
Loss and total comprehensive expense for the period	-	-	227,104	(1,849,269)	(1,622,165)
Balance at 30 September 2021:	7,175	5,423,060	761,572	(3,358,459)	2,833,348
Year ended 31 March 2022:					
Loss and total comprehensive expense for the year	-	-	-	(1,234,013)	(1,234,013)
Share based payments	-	-	227,105	-	227,105
Balance at 31 March 2022	7,175	5,423,060	988,677	(4,592,472)	1,826,440
Period ended 30 September 2022:					
Loss and total comprehensive expense for the period	-	-	-	(2,563,183)	(2,563,183)
Share based payments	-	-	679,905	-	679,905
Balance at 30 September 2022	7,175	5,423,060	1,668,582	(7,155,655)	(56,838)

CNG FUELS LTD

GROUP STATEMENT OF CASH FLOWS

FOR THE 6 MONTH PERIOD ENDED 30 SEPTEMBER 2022

	Notes	£	Period ended 30 September 2022 £	£	Period ended 30 September 2021 £
Cash flows from operating activities					
Cash generated from/(absorbed by) operations	**15**		87,020		(1,584,139)
Net cash inflow/(outflow) from operating activities			87,020		(1,584,139)
Investing activities					
Proceeds from disposal of subsidiaries		900,000		300,000	
Purchase of property, plant and equipment		(245,564)		(352,398)	
Proceeds from disposal of property, plant and equipment		-		88,415	
Receipts from joint ventures		600,000		-	
Interest received		424		-	
Net cash generated from investing activities			1,254,860		36,017
Financing activities					
Proceeds from borrowings		2,000,029		44	
Repayment of borrowings		(100,000)		-	
Payment of lease liabilities		(239,373)		(164,690)	
Interest paid		(80,787)		(82,046)	
Net cash generated from/(used in) financing activities			1,579,869		(246,692)
Net increase/(decrease) in cash and cash equivalents			2,921,749		(1,794,814)
Cash and cash equivalents at beginning of period			3,083,081		3,265,589
Cash and cash equivalents at end of period			6,004,830		1,470,775
Relating to:					
Bank balances and short term deposits			6,004,859		1,470,775
Bank overdrafts			(29)		-

1 Explanatory notes to the interim financial statements

General information, basis of preparation and statement of compliance with IFRS

CNG Fuels Ltd is a private company limited by shares and incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered office is 250 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TP. The Group's principal activities and nature of its operations are disclosed in the explanatory notes below.

The Interim Financial Statements are for the six months ended 30 September 2022 and are presented in sterling, which is the functional currency of all entities with the Group.

The financial statements have been prepared in accordance with IAS 34 'Interim Financial Reporting'. This is the first interim report compiled for the Group.

The Interim financial statements do not include all of the information required in annual financial statements in accordance with IFRS and should be read in conjunction with the consolidated financial statements for the year ended 31 March 2022.

The Interim Financial Statements were approved for issue by the Board of Directors on 27/1/2023 | 04:22 PST .... and are signed on its behalf by:

DocuSigned by:

Baden Gowrie-Smith

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Mr B J Gowrie-Smith
Director

1.1 Nature of operations

The principal activity of the Group continued to be that of the construction, development and operation of compressed natural gas fuelling stations in the UK. These activities are disaggregated into the following service lines:

- Sales of natural gas
- RTFC revenue
- Reimbursement of operating costs
- Station management fees
- EPC contracts

1.2 New standards adopted as at 1 April 2022

The Group has not adopted any new accounting standards since the preparation of its latest annual financial statements for the year ended 31 March 2022.

1.3 Significant accounting policies

The Interim Financial Statements have been prepared in accordance with the accounting policies adopted in the Group's most recent annual financial statements for the year ended 31 March 2022.

1.4 Critical accounting estimates and key sources of estimation uncertainty

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made.

1 Explanatory notes to the interim financial statements (Continued)

1.5 Significant events and transactions in the period

During the period, the Group secured a £2m working capital loan from CNG Foresight Limited, a related party. The unsecured loan note carries 10% interest per annum and is due to be repaid within 12 months of the reporting date.

During the period, the Group disposed of 2 subsidiary undertakings, CNG Newton Aycliffe Limited and CNG Corby Limited. The sites were sold to CNG Foresight Limited for proceeds of £300,000 and £600,000, with accounting gains of £299,900 and £599,900 respectively arising on the disposals.

The Group's joint venture, Renewable Transport Fuel Services Limited, continues to see strong revenues and profits achieved, evidenced by the Group's recognition of its attributable profits from the venture.

The Group's associate investment, CNG Foresight Limited Group, continues to develop and commence operations at a growing number of CNG stations around the UK.

2 Revenue

	Sep-22	Sep-21
	£	£
Revenue analysed by class of business		
Natural gas	15,857,069	7,428,280
RTFC sales	16,189,114	7,668,536
Reimbursement of operating costs	20,075,343	5,429,816
Station management fees	384,818	206,916
EPC contracts	5,812,673	5,622,457
	58,319,017	26,356,005

	Sep-22	Sep-21
	£	£
Revenue analysed by geographical market		
United Kingdom	58,319,017	26,356,005
	58,319,017	26,356,005

3 Property, plant and equipment

	Freehold land and buildings	Leasehold land and buildings	Plant and equipment	Motor vehicles	Total
	£	£	£	£	£
Cost					
At 1 April 2021	85,000	190,526	1,343,332	1,206,330	2,825,188
Additions	-	-	522,320	267,191	789,511
Disposals	(85,000)	-	(5,252)	(3,415)	(93,667)
At 31 March 2022	-	190,526	1,860,400	1,470,106	3,521,032
Additions	-	-	238,863	6,701	245,564
At 30 September 2022	-	190,526	2,099,263	1,476,807	3,766,596

3 Property, plant and equipment (Continued)

	Freehold land and buildings	Leasehold land and buildings	Plant and equipment	Motor vehicles	Total
	£	£	£	£	£
Accumulated depreciation and impairment					
At 1 April 2021	-	31,106	255,710	536,590	823,406
Charge for the 6 month period	-	15,553	167,002	333,826	516,381
Eliminated on disposal	-	-	(667)	-	(667)
At 31 March 2022	-	46,659	422,045	870,416	1,339,120
Charge for the 6 month period	-	7,777	100,115	175,049	282,941
At 30 September 2022	-	54,436	522,160	1,045,465	1,622,061
Carrying amount					
At 30 September 2022	-	136,090	1,577,103	431,342	2,144,535
At 31 March 2022	-	143,867	1,438,355	599,690	2,181,912

Property, plant and equipment includes right-of-use assets, as follows:

Right-of-use assets	Sep-22	Mar-22
	£	£
Net book values at the 6 month period end		
Land	136,090	143,867
Motor vehicles	265,464	347,142
	401,554	491,009

	Sep-22	Sep-21
	£	£
Total additions in the 6 month period	-	65,391
Depreciation charge for the 6 month period		
Land	7,777	7,777
Motor vehicles	81,678	81,678
	89,455	89,455

Included within property, plant and equipment are assets held under hire purchase contracts with net book values of £653,324 (31 March 2022: £734,890).

4 Investments

	Non-current Sep-22	Mar-22
	£	£
Investments in associates	1	1
Investments in joint ventures	4,104,156	3,351,167
Other investments	334	334
	4,104,491	3,351,502

Movements in non-current investments

	Shares in associates	Shares in joint ventures	Other investments	Total
	£	£	£	£
Cost or valuation				
At 1 April 2022	1	3,351,167	334	3,351,502
Share of joint venture profit	-	1,352,989	-	1,352,989
Dividends received from joint ventures	-	(600,000)	-	(600,000)
At 30 September 2022	1	4,104,156	334	4,104,491
Carrying amount				
At 30 September 2022	1	4,104,156	334	4,104,491
At 31 March 2022	1	3,351,167	334	3,351,502

5 Trade and other receivables

	Sep-22	Mar-22
	£	£
Trade receivables	8,647,415	2,126,661
Provision for bad and doubtful debts	(2,061)	(2,061)
	8,645,354	2,124,600
Amounts owed by related parties	1,619,411	1,427,204
Other receivables	372,503	205,935
Prepayments	325,458	325,458
Accrued income	(77,746)	-
	10,884,980	4,083,197

5 Trade and other receivables (Continued)

Amounts owed by related parties consist of:

- Contingent consideration due from CNG Foresight Limited, for the disposal of one of the Group's former subsidiaries in 2021, CNG Station Holdings Limited. The fair value of this receivable at the period end was £437,000 (31 March 2022: £437,000), which represents the maximum and final amount payable in relation to this consideration; and
- Intercompany loan receivables of £1,182,411 (31 March 2022: £990,204) which are unsecured, repayable on demand and do not bear interest.

Included within trade receivables are £7,714,283 (31 March 2022: £1,618,350) of debts due from related parties conducted under standard payment terms.

Included within trade receivables are £2,061 of debts which have been fully provided against (31 March 2022: £2,061). Trade receivables outstanding at the reporting date, for which no provision for bad and doubtful debts has been made, can be analysed with respect to balances past due as follows, compared to 31 March 2022:

- Current within terms: £58,279 (£1,347,751)
- Within 1 month past due: £4,990,204 (£432,331)
- 1-3 months past due: £3,596,249 (£325,320)
- Older than 3 months: £622 (£19,198)

6 Contracts with customers

	Sep-22 Period end £	Mar-22 Year end £	Sep-21 Period end £
Contracts in progress			
Contract assets	17,249,868	12,748,724	5,958,232
Contract liabilities	(38,269)	(671,027)	(1,269)

Contract asset balances relate to revenues that are recognised, but not yet invoiced, as performance obligations within underlying contracts are satisfied, in most instances this is the delivery and change in control of goods sold to customers. The timing of the corresponding customer payment (trade receivable invoice being raised) is typically the month following delivery of the goods or services, and so contract asset balances are recognised on the statement of financial position until such time when the sale invoice is raised and the balance becomes a trade receivable.

The primary driver for the significant increase in contract asset balances compared to the prior year is that of vastly increased Group operating activity in the 6 month period to September 2022, compared to the year ended 31 March 2022.

Contract asset balances are typically invoiced to the contract customer within 3 months of the reporting date.

Contract liability balances relate to revenue that is invoiced to contract customers before performance obligations specified in the underlying contracts are satisfied. The balance at the reporting date relates principally to EPC revenue invoiced to customers ahead of satisfaction of the corresponding performance obligation, being the construction progress milestones specified in the contracts. Where such revenue is invoiced in advance of completion of the EPC milestone, or for services not yet provided, it is deferred accordingly to the period in which criteria for recognition of the revenue is satisfied. Contract liabilities are recognised on the statement of financial position until the criteria for revenue recognition is fulfilled.

All revenues within contract liabilities are realised within 3 months of the reporting date.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE 6 MONTH PERIOD ENDED 30 SEPTEMBER 2022

7 Trade and other payables

	Sep-22 £	Mar-22 £
Trade payables	22,512,975	8,660,220
Contract liabilities (note 6)	38,269	671,027
Amounts owed to related parties	463,955	463,954
Accruals	10,212,709	8,388,856
Deferred consideration	-	165,610
Social security and other taxation	2,892,221	2,631,182
Other payables	63,183	9,989
	36,183,312	20,990,838

Included within trade payables are amounts owed to related parties of £13,023,757 (31 March 2022: £4,345,168) conducted under the suppliers' standard payment terms. These related party balances consist of amounts owed the Group's joint venture investment, RTFS and entities within the associate investment, CNG Foresight Limited group.

Amounts owed to related parties consist of intercompany loans due to CNG Foresight Limited Group. These loans are unsecured, carry no interest and are repayable on demand.

8 Borrowings

	Sep-22 £	Mar-22 £
Borrowings held at amortised cost:		
Bank overdrafts	30	199
Other loans	561,542	651,950
Loans from joint ventures	518,767	506,233
Loans from related parties	2,012,055	-
	3,092,394	1,158,382

Other loans relate to borrowings provided to the Group by non-bank lenders, which are unsecured and are due for settlement within 12 months of the reporting date. Of these borrowings, £304,110 (31 March 2022: £401,950) bear interest at an 8.5% fixed rate, and £257,432 (31 March 2022: £250,000) bear interest at 5%.

Within other loans are £104,110 (31 March 2022: £201,950) owed to related parties.

Loans from joint ventures (RTFS) are unsecured, carry 5% interest per annum and mature on 30 December 2022, at which point the capital and accrued interest will become payable in full.

Loans from related parties are unsecured and carry interest at 10% per annum. More detail on this balance can be seen in note 14.

Due to the fixed rate nature of the Group's borrowings, sensitivity analysis on interest rate changes is deemed to be immaterial to the Group and analysis has not been presented.

9 Lease liabilities

Maturity analysis	**Sep-22 £**	**Mar-22 £**
Within one year	597,911	597,911
In two to five years	720,244	925,699
In over five years	-	93,500
Total undiscounted liabilities	1,318,155	1,617,110
Less future finance charges and effect of discounting	(139,863)	(199,445)
Lease liabilities in the financial statements	1,178,292	1,417,665

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

	Sep-22 £	**Mar-22 £**
Current liabilities	402,126	502,766
Non-current liabilities	776,166	914,899
	1,178,292	1,417,665

Amounts recognised in profit or loss include the following:	**Sep-22 £**	**Sep-21 £**
Interest on lease liabilities	63,758	65,046

The Group applies IFRS 16 Leases as the standard to which it recognises and accounts for its leasing arrangements. Leases of land and motor vehicles under long term rental and hire agreements are recognised as right of use assets, depreciated over the term of the lease and corresponding lease liabilities recognised for the present value of future payments due under the lease.

Please refer to note 3 for more information on depreciation charges against right-of-use assets.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE 6 MONTH PERIOD ENDED 30 SEPTEMBER 2022

10 Derivative financial instruments

At the period end, the Group held derivative liability positions relating to forward contracts for foreign currency of £7,782 (31 March 2022: £7,466). All open positions at the reporting date are due to be settled within 12 months.

The derivatives are recognised at fair value with movements through profit or loss.

Management actively hedge against future component, machinery and compressor purchases in foreign currency using forward contracts to mitigate against fluctuations in the exchange rate. The business enters into fixed price agreements in Euros with equipment suppliers for the purchase of the major components of its refuelling stations. The Group enters into forward contracts to cover the full liability due on delivery of this equipment to sites. The funds to close out these forwards are provided to the business under fixed price EPC contracts with CNG Foresight Limited Group.

Due to the hedging instruments used to mitigate the Group's exposure to exchange rate fluctuations, impacts that would be assessed within a sensitivity analysis are deemed to be immaterial to the Group and analysis has not been presented.

11 Share capital

Ordinary share capital	**Sep-22 Number**	**Mar-22 Number**	**Sep-22 £**	**Mar-22 £**
Issued and fully paid				
Ordinary of 1p each	717,557	717,557	7,175	7,175

12 Share premium account

	Sep-22 £	**Mar-22 £**
At the beginning and end of the 6 month period	5,423,060	5,423,060

13 Share based payment reserve

	Sep-22 £	**Mar-22 £**
At the beginning of the 6 month period	988,677	534,468
Share based payments	679,905	454,209
At the end of the 6 month period	1,668,582	988,677

14 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including directors, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

	Sep-22 £	Sep-21 £
Short-term employee benefits	440,959	439,792
Post-employment benefits	4,614	3,733
	445,573	443,525

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors.

Other transactions with related parties

During the 6 month period the group entered into the following transactions with related parties:

	Sales		Purchases	
	Sep-22 £	Sep-21 £	Sep-22 £	Sep-21 £
Associates	28,035,955	5,354,714	15,261,599	4,688,699
Joint ventures in which the entity is a venturer	8,914,820	1,240,000	16,042,584	8,177,421
	36,950,775	6,594,714	31,304,183	12,866,120

	Sales of former group subsidiaries		Interest charged	
	Sep-22 £	Sep-21 £	Sep-22 £	Sep-21 £
Associates	900,000	300,000	12,055	-
Joint ventures in which the entity is a venturer	-	-	12,534	6,233
Other related parties	-	-	14,691	7,685
	900,000	300,000	39,280	13,918

14 Related party transactions **(Continued)**

Sale to associates in the period relate to revenues invoiced to CNG Foresight Limited, an associate of the Group and its subsidiaries. These transactions were conducted at market rate and are derived from contracts in place covering the fulfilment of EPC Developments, reimbursement of operating costs and station management fees provided by the Group.

Sales to joint ventures in the year relate to RTFC revenues charged to RTFS.

Purchase from joint ventures relate to the procurement of Biomethane supplies from RTFS, at market rate.

Purchase from associates relate to charges from the CNG Foresight Limited group and its subsidiaries, in relation to the supply of natural gas managed for the respective stations.

Sales of former Group subsidiaries relate to the consideration received from CNG Foresight Ltd, for the disposal of 2 of the Group's former subsidiary undertakings during the period.

Interest charged by related parties are on unsecured borrowings made available to the Group under loan agreements, carrying interest rates between 5 and 10%.

The following amounts were outstanding at the reporting end date:

Amounts due to related parties	**Sep-22** **£**	**Mar-22** **£**
Associates	11,966,956	1,686,590
Joint ventures in which the entity is a venturer	4,051,579	3,628,665
Other related parties	361,542	451,950
	16,380,077	5,767,205

Amounts owed to associates consist of:

- Trade payable balances of £9,490,946 due within the supplier's standard credit terms
- Intercompany loans of £463,955 due to CNG Foresight group entities, which bear no interest, are unsecured and are repayable on demand.
- A loan from CNG Foresight Ltd of £2,012,055, which is unsecured, carries interest at 10% and will be settled within 12 months of the reporting date.

Amounts owed to joint ventures consist of £3,122,432 of trade payable balances owed to RTFS conducted under standard credit terms. The remaining £506,233 is a loan borrowing due to the joint venture, which is unsecured, carries interest at 5% and matures in December 2022.

Amounts owed to other related parties consist of non-bank borrowings carrying which are all unsecured, and repayable within 12 months of the reporting date. £101,950 of these borrowings carry interest at 8.5%.

The following amounts were outstanding at the reporting end date:

Amounts due from related parties	**Sep-22** **£**	**2022** **£**
Associates	9,333,694	3,045,554

14 Related party transactions **(Continued)**

Amounts owed by associates consist of trade receivable, intercompany loan balances and deferred consideration receivable from the CNG Foresight Limited group. No balances bear interest and all are unsecured. In the case of trade receivable balances, these are due within the Group's standard credit terms. Intercompany loans are repayable on demand.

15 Cash generated from/(absorbed by) operations

	Sep-22	Sep-21
	£	£
Loss for the 6 month period before income tax	(2,563,183)	(1,849,268)
Adjustments for:		
Share of results of associates and joint ventures	(1,352,989)	(223,907)
Finance costs	115,510	85,446
Investment income	(424)	-
Depreciation and impairment of property, plant and equipment	282,941	240,507
Other gains and losses	(899,484)	(299,901)
Equity settled share based payment expense	679,905	227,105
Movements in working capital:		
Increase in inventories	(64,603)	-
Increase in contract assets	(4,501,144)	(38,244)
Increase in trade and other receivables	(6,801,984)	(2,048,096)
(Decrease)/increase in contract liabilities	(632,758)	1,267
Increase in trade and other payables	15,825,233	2,320,952
Cash generated from/(absorbed by) operations	87,020	(1,584,139)

16 Events after the reporting date

CNG Fuels Ltd Group disposed of its subsidiary CNG Bangor Limited on 20 December 2022. The Group received £300,000 in consideration and realised a £299,900 gain upon disposal. The consideration received for the disposal represents the shovel-ready condition of the subsidiary's asset location and reflects the Group's work to identify, assess and gain planning permission for the location.

Appendix E – Refuels Special Purpose Financial Statements

Refuels N.V.
(Formally Refuels B.V.)

Special Purpose Finanical Statements
For the period from 28 June 2022 till 30 November 2022

Index to Special Purpose Financial Statements

Statement of profit or loss and other comprehensive income
For the period from 28 June till 30 November 2022

€ 000's	Notes	**2022**
General and administrative costs	2	(139.6)
Operating result		**(139.6)**
Income tax expense		-
Net loss for the period		**(139.6)**
Other comprehensive income		-
Total Comprehensive loss attributable to the shareholder		**(139.6)**

Statement of financial position
For the period ended 30 November

€ 000's	Notes	**2022**
Current assets		
Cash and cash equivalent	3	137.1
Other receivables	4	24.9
Total assets		**162**
EQUITY AND LIABILITIES		
Equity		
Share capital	5	45
Share premium	5	108.5
Retained earnings		(139.6)
Total equity		**13.9**
Current Liabilities		
Other payables and accrued expenses	6	148.1
Total liabilities		**148.1**
Total equity and liabilities		**162**

Statement of changes in equity

For the period from 28 June till 30 November 2022
Attributable to the shareholder

€ 000's	Notes	Share capital	Share Premium	Retained Earnings	Total Equity
Balance 28 June 2022		-	-	-	-
Result for the period		-	-	(139.6)	(139.6)
Increase in capital	5	45	108.5	-	153.5
Balance at 30 November 2022		**45**	**108.5**	**(139.6)**	**13.9**

Statement of cash flows
For the period from 28 June till 30 November 2022

€ 000's	Notes	**2022**
Cash flows from operating activities		
Net loss		(139.6)
Working capital adjustments:		
Other receivables		(24.9)
Other payables and accrued expenses	6	148.1
Net cash flows from operating activities		**(16.4)**
Issuance of Shares	5	45
Capital contribution	5	108.5
Net cash flows from financing activities		**153.5**
Cash and cash equivalents at 28 June		**-**
Net increase/(decrease) in cash and cash equivalents		137.1
Cash and cash equivalents at 30 November		**137.1**

Accounting principles

1. Summary of significant accounting policies

Corporate information

Refuels N.V. (the "Company") is a public limited company, incorporated and operating under the laws of the Netherlands and is domiciled in the Netherlands with its headquarters and registered office located at:

Refuels N.V
Evert van de Beekstraat 1-104, The Base B
1118CL Amsterdam, Netherlands

The Company is registered at the Chamber of Commerce in the Netherlands under number 86821938. The purpose of the Company is to own shares. In the period from establishment until 30 November 2022, there have been no operations in the Company, the Company. currently does not have any employees and there is no director remuneration policy put in place nor remuneration paid.

Basis of preparation

The special purpose financial statements are as of 30th November 2022 and have been prepared in accordance with International Financial Reporting Standards (IFRS) and adopted by the European Union (EU). The special purpose financial statements have been prepared for the purpose of a planned initial public offering on the Euronext Growth Oslo Exchange. To facilitate this listing on the Euronext Growth Oslo Exchange, the Company changed its legal structure from a B.V. (Besloten Vennootschap – private company with limited liability) to an N.V. (Naamloze Vennootschap – public limited company).

The special purpose financial statements have been prepared on a historical cost basis and are presented in euros, which is also the Company's. functional currency. Amounts are rounded to the nearest thousand, unless otherwise stated.

Due to the nature of the special purpose financial statements, no director's report is required to be disclosed and as a result has been omitted.

Standards issued and not yet effective are not expected to have a material impact on the Company.

The special purpose financial statements were authorized for publication by all members of the Management Board on 22 December 2022. The information held within the special purpose financial statements will not be made public, distribution is restricted to the Euronext Growth Oslo exchange as part of the admissions process.

Going concern

The Company has adopted the going concern basis in preparing its special purpose financial statements. When assessing this assumption, management has assessed all available information about the future. The Company's current assets exceeds its short terms liabilities. Should there be a need for additional capital, future capital injections will be provided by the shareholder.

General and administrative costs

The costs are determined on a historical basis and allocated to the reporting period when they occur.

Cash and cash equivalents

Cash is initially recognized at fair value and subsequently measured at amortized cost less impairments based on the general expected credit loss approach.

Income taxes

Income taxes on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable or tax receivable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, on temporary differences arising between the carrying amounts of assets and liabilities in the financial statements and their tax bases, using tax rates enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which temporary differences or unused tax losses can be utilized.

Taxable income differs from income as reported in the Company income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The amount of unused tax losses for which no deferred tax assets have been recognized in the balance sheet was €139.6 thousand.

Fair value measurement

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included in level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Financial instruments

Non-derivative financial instruments - classification

Financial assets that are held within a different business model other than ‘hold to collect’ or ‘hold to collect and sell’ are recognised at fair value through profit and loss. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. Financial instruments, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- the entity’s business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

Non-derivative financial instruments – recognition and derecognition

The Company initially recognises loans and receivables on the date when they are originated. All other financial assets and financial liabilities are initially recognised on the trade date when the entity becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in such derecognised financial assets that is created or retained by the Company is recognised as a separate asset or liability.

The Company derecognises a financial liability when its contractual obligations are extinguished, discharged, or cancelled, or expire.

Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Non-derivative financial instruments – measurement

Financial assets at FVTPL

Directly attributable transaction costs are recognised in profit or loss as incurred. Financial assets at FVTPL are measured at fair value and changes therein, which takes into account any dividend income, are recognised in profit or loss.

Financial assets at amortised cost

Financial assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

Financial assets at fair value through other comprehensive income (FVOCI)

The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is "hold to collect" the associated cash flows and sell and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Any gains or losses recognised in other comprehensive income (OCI) will be recycled upon derecognition of the asset.

Financial liabilities at FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognised in profit or loss as incurred. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in profit or loss.

Other non-derivative financial liabilities are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

2. General and administrative costs

For the period from 28 June till 30 November 2022

€ 000's	**30 November 2022**
Advisory fees	103.9
Accounting fees	15.8
Audit fees	19
Other	0.9
Total general and administrative costs	**139.6**

3. Cash and cash equivalents

For the period from 28 June till 30 November 2022

€ 000's	**30 November 2022**
Cash at banks and on hand	137.1
Total cash and cash equivalents	**137.1**

The counterparty of the cash deposit is a reputable financial institution with good credit rating, hence the credit risk and provision for expected credit loss on the cash deposit is set to zero

The fair value of cash and cash equivalents approximates the book value due to their short-term character.

4. Other receivables

Other receivables consist of a prepayment relating to the renting of office spaces and VAT receivable relating to both fees paid and owed in respective of audit and advisory services.

For the period from 28 June till 30 November 2022

€ 000's	**30 November 2022**
VAT receivable	24.6
Prepayments	0.3
Total other receivables	**24.9**

The fair value of other receivables approximates the book value due to their short-term character.

5. Equity

The Company was founded on the 28th of June 2022, with share capital consisting of 1 ordinary share with a nominal amount of €0.01 per share. On 31 August 2022 and 16 September 2022, additional capital contribution was provided of €50 thousand and €103.5 thousand in the form of share premium. On the 4th of October the nominal value of the founder share was amended to be €45 thousand, which was satisfied by charging the difference of €49.99 thousand against share premium.

On the 4 October 2022, the Company changed its legal structure from a B.V. (Besloten Vennootschap – private company with limited liability) to an N.V. (Naamloze Vennootschap – public limited company).

6. Other payables & accrued expenses

Other payables consist of advisory fees of €125.8 thousand and accrued expenses consist of accounting fees of €15.8 thousand and audit fees of €6.5 thousand. All relate to the incorporation of Refuels B.V. and support in the conversion to Refuels N.V (Naamloze Vennootschap – public limited company). Average due date of payments is 60 days.

The fair value of the current liabilities approximates the book value due to their short-term character.

7. Liquidity and Risk Management

The Company currently holds cash, receivables and accrued expenses and therefore is not exposed to any material interest, market, and credit risks. Management monitors its risk of a shortage of funds on a regular basis and the Company has access to funding from shareholders as required. Accrued expenses are due within 90 days.

Crowe Peak

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INDEPENDENT AUDITOR'S REPORT

To: The management and shareholder of Refuels N.V.

A. Report on the audit of the special purpose financial statements 2022 included in the annual report

Our opinion

We have audited the special purpose financial statements 2022 of Refuels N.V., based in The Hague.

In our opinion, the accompanying special purpose financial statements give a true and fair view of the financial position of Refuels N.V. as at 30 November 2022, and of its result for the period 28 June 2022 up to and including 30 November 2022 in accordance with IFRS as adopted by the EU.

The special purpose financial statements comprise:

1. The balance sheet as at 30 November 2022;
2. The profit and loss account for the period 28 June 2022 up to and including 30 November 2022; and
3. The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards of Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the company special purpose financial statements' section of our report.

We are independent of Refuels N.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

B. Report on the other information included in the annual report

In addition to the special purpose financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- Other information as required by IFRS as adopted by the EU.

Crowe

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the special purpose financial statements and does not contain material misstatements;
- Contains the information as required by IFRS as adopted by the EU.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the special purpose financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of IFRS as adopted by the EU and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the special purpose financial statements.

Management is responsible for the preparation of the director's report in accordance with IFRS as adopted by the EU and other information as required by IFRS as adopted by the EU.

C. Description of responsibilities regarding the special purpose financial statements

Responsibilities of the management for the special purpose financial statements
Management is responsible for the preparation and fair presentation of the special purpose financial statements in accordance with IFRS as adopted by the EU. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the special purpose financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the special purpose financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the special purpose financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the special purpose financial statements.

Restriction on use and distribution of special purpose financial statements as at 30 November, 2022
The special purpose financial statements and audit report are intended exclusively for listing on the Norway (non-regulated) stock exchange and for the regulator in connection with its planned initial public offering on the Euronext Growth Oslo Exchange that require the special purpose financial statements as at 30 November, 2022 for that purpose. Management should not distribute our report to others than the intended users without our explicit prior consent.

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Our responsibilities for the audit of the special purpose financial statements
Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

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 special purpose financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the special purpose financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control;
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the special purpose financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;
- Evaluating the overall presentation, structure and content of the special purpose financial statements, including the disclosures; and
- Evaluating whether the special purpose financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Yours sincerely,

Crowe Peak Audit & Assurance B.V.

R.C.W. Keijzers RA

Appendix F – Pro Forma Financial Statements

Company registration number 09274291

CNG FUELS LTD

PRO FORMA FINANCIAL INFORMATION

FOR THE YEAR ENDED 31 MARCH 2022

CNG FUELS LTD

COMPANY INFORMATION

Directors	Mr B J Gowrie-Smith Mr T J Baldwin Mr C M Barter Mr P E Fjeld Mr S P Kingsbury
Company number	09274291
Registered office	250 Wharfedale Road Winnersh Triangle Wokingham Berkshire United Kingdom RG41 5TP

CNG FUELS LTD

PRO FORMA FINANCIAL INFORMATION

FOR THE YEAR ENDED 31 MARCH 2022

Company information and dates covered by report
The directors present the pro forma financial information of the CNG Fuels Ltd Group (the 'CNGF Group'), for the year 1 April 2021 to 31 March 2022.

CNG Fuels Ltd is a private company, limited by shares and incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered office is 250 Wharfedale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TP.

Introduction
The pro forma financial information has been prepared to illustrate a scenario where on 31 March 2022, the CNGF Group acquires 100% of the issued share capital of CNG Investments ('CNGI'). The transaction has been prepared with a consideration value of £40,310,458, which is due to be settled by the issue of shares in CNG Fuels, equivalent to this value (the 'Transaction'). The key purpose of the acquisition of CNGI is to acquire a further 50% holding of Renewable Transport Fuel Services Limited ('RTFS'). Prior to the transaction, the CNGF Group owned 30% of the issued share capital of RTFS.

General information and purpose of the Pro Forma Financial Information
In connection with the admission to trading (the 'Admission') of all issued shares of the Refuels N.V. on Euronext Growth Oslo (Euronext Growth) and issuance of an information document (the 'Information Document'), the Transaction represents a "large transaction", as defined by Euronext Growth Oslo Rule Book Part II, section 2.3 and Notice 2.3: DETAILED DISCLOSURE REQUIREMENTS IN INFORMATION DOCUMENT FOR LARGE TRANSACTIONS and gives rise to the requirement for additional information. These requirements are fulfilled through preparation of pro forma financial information (the "Pro Forma Financial Information") to be included in the Information Document in accordance with Annex 20 to Commission delegated Regulation (EU) 2019/980 supplementing the EU Prospectus Regulation as incorporated in Norwegian Securities Trading Act and the Securities Regulations § 7-1.

The Pro Forma Financial Information has been prepared for illustrative purposes only, to show how the Transaction may have affected the CNGF Group's consolidated statement of income for the financial year ended 31 March 2022 had the Transaction occurred on 1 April 2021 and the consolidated statement of financial position as at 31 March 2022, had the Transaction occurred on 31 March 2022.

Although the Pro Forma Financial Information is based on estimates and assumptions based on current circumstances believed to be reasonable, actual results could materially differ from those presented herein. There is a greater degree of uncertainty associated with pro forma financial information than with historical financial information. The Pro Forma Financial Information is prepared for illustrative purposes only. It does not purport to present what the CNGF Group's consolidated statement of income and financial position would have been had the Transaction been completed on 1 April 2021 and 31 March 2022 respectively.

Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation, and, therefore, does not represent CNG Fuels Ltd's consolidated actual financial results of operations for the financial year 31 March 2022 and CNG Fuels Ltd's consolidated actual financial position as of 31 March 2022 and it not representative of the results of operations and financial position of any future periods.
The Pro Forma Financial Information has been compiled in connection with the Information Document prepared in connection with the admission of the Refuels N.V.'s shares on Euronext Growth Oslo. It should be noted that the Pro Forma Financial Information is not prepared in connection with an offering registered with the U.S. Securities and Exchange Commission (SEC) under the U.S. Securities Act and consequently is not compliant with the requirements of Regulation S-X presentation of Pro Forma Financial Information. As such, a U.S. investor should not place undue reliance on the Pro Forma Financial Information.

The assumptions underlying the pro forma adjustments applied to the historical financial information are described in the notes to the Pro Forma Financial Information included herein. Neither these adjustments nor the resulting Pro Forma Financial Information have been audited.

General information and purpose of the Pro Forma Financial Information (continued)

RSM Norway has issued a reasonable assurance report (ISAE 3420) on the compilation of the unaudited pro forma financial information of the CNGF Group by its management.

The unaudited pro forma financial information consists of the unaudited pro forma income statement for the year ended 31 March 2022 and related notes and the unaudited pro forma financial position as of 31 March 2022 and related notes. In evaluation the Pro Forma Financial Information each reader should carefully consider CNG Fuels Ltd's audited consolidated financial statements for the year ended 31 March 2022, the notes included therein and the notes to the Pro Forma Financial Information.

Basis for preparation of the unaudited pro forma financial information

The Pro Forma Financial Information has been prepared in a manner consistent with the accounting policies (United Kingdom adopted International Financial Reporting Standards ('IFRS') as applied in CNG Fuels Ltd's audited consolidated financial statements for the year ended 31 March 2022. Please refer to note 1 in the audited consolidated financial statements for the year ended 31 March 2022 for a description of CNG Fuels Ltd's accounting policies.

As CNG Fuels already owns 30% of RTFS, the acquisition of CNG Investments will take CNG Fuels total direct or indirect shareholding of the business to 80%, at which point CNG Fuels Ltd would gain control and it would be deemed to become a subsidiary undertaking. This is treated as a step acquisition under IFRS 3 - Business Combinations. The principles of valuation and allocation as described in IFRS 3 are applied. For the purpose of the preparation of the pro forma condensed financial information, the Company has performed a preliminary purchase price allocation (the 'PPA') for the Transaction. No excess value other than goodwill was identified in the PPA.

The Pro Forma Financial Information has been compiled based on the audited statutory consolidated financial statements of CNG Fuels Ltd for the year ended 31 March 2022, the audited special purpose financial statements of RTFS for the year ended 31 March 2022 and the unaudited financial information of CNGI for the period ended 31 March 2022.

CNG Fuels Ltd and RTFS' audited financial statements have been prepared in accordance with United Kingdom adopted International Financial Reporting Standards and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except if otherwise stated.

CNGI's financial information has been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies' regime.

For the purpose of the Pro Forma Financial Information, the management of CNG Fuels Ltd has not identified any differences in accounting policies applied by CNG Fuels Ltd to the accounting policies applied in the audited financial statements for RTFS' and the unaudited financial information of CNGI.

The unaudited pro forma condensed financial information has been prepared under the assumption of going concern.

All pro forma adjustments have continuing impact, unless otherwise stated.

The financial statements are prepared in British pounds sterling, which is the functional and presentational currency of all entities consolidated within the pro forma. Monetary amounts in these financial statements are rounded to the nearest £.

Preliminary purchase allocation (PPA) and calculation price of goodwill
Management has performed a PPA for the Transaction covered by the Pro Forma Financial Information. The PPA for the Transaction is assessed to be the preliminary as the Transaction is not yet finalized and there is uncertainty related to the valuation of the intangible assets. The final PPA may differ from the preliminary PPA and this could have materially affected the presentation of the Pro Forma Financial Information.

The Transaction and its subsequent acquisitions have been accounted for in accordance with IFRS 3 - Business Combinations, applying the provisions within the standard in relation to business combinations achieved in stages, also referred to as a 'step acquisition', to the acquisition accounting of RTFS. This involves uplifting the existing 30% shareholding held by CNG Fuels in RTFS, to fair value at transaction date. The fair value of the 30% is established for the purposes of the pro forma, by taking a proportionate valuation equivalent to the proposed acquisition consideration attributable to the further 50% holding acquired. This uplift results in a fair value gain recognised in profit or loss of the pro forma statement of income. The accounting then follows standard business combination procedures to allocate purchase price and determine any goodwill arising upon acquisition.

The pro forma presents the consolidated financial position and performance of CNG Fuels Ltd, together with all entities controlled by it (its subsidiaries) and the group's share of its interests in joint ventures and associates. One exception to this is Renewable Energy Fuels B.V., a 100% subsidiary of RTFS, for which financial position and performance is not consolidated within the pro forma. RTFS prepares separate financial statements during the reported period due to its size. Management do not believe the omission of this subsidiary from the consolidated figures causes a material misrepresentation of the prof forma financial performance or position, due to the nature of its trade and balances with RTFS during the year to and as at 31 March 2022.

Independent assurance report on the Pro Forma Financial Information
RSM Norway has issued a reasonable assurance report on the Pro Forma Financial Information included in the appendix hereto. The report is prepared in accordance with ISAE 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus."

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Baden Gowrie-Smith
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Mr B J Gowrie-Smith
Director
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Date: ....

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Chris Barter
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Mr C M Barter
Director
16/2/2023 | 03:46 GMT
Date: ....

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Philip Fjeld
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Mr P J Fjeld
Director
15/2/2023 | 14:00 PST
Date: ....

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Mr S P Kingsbury
Director S. Kingsbury
Date: ....

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(Timothy) John Baldwin
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Mr T J Baldwin
Director
16/2/2023 | 02:41 PST
Date: ....

CNG FUELS LTD

PRO FORMA STATEMENT OF INCOME

FOR THE YEAR ENDED 31 MARCH 2022

	CNG Fuels Group £	RTFS £	CNG Investments £	Pro forma adjustments £	Notes	Pro forma
Revenue	69,012,238	40,280,519	-	(25,448,094)	**1**	83,844,663
Cost of sales	(66,484,221)	(32,130,138)	-	25,465,344	**2**	(73,149,015)
Gross profit	2,528,017	8,150,381	-	17,250		10,695,648
Other operating income	11,131	-	-	-		11,131
Gains on disposal of subsidiaries	599,800	-	-	-		599,800
Administrative expenses	(6,707,931)	(2,052,830)	(7,410)	(17,207)	**3**	(8,785,378)
Operatin profit/(loss)	(3,568,983)	6,097,551	(7,410)	43		2,521,201
Share of results of joint ventures and subsidiaries	1,451,596	480,850	-	(1,451,596)	**4**	480,850
Investment revenues	20	6,260	551,017	(557,267)	**5**	30
Finance costs	(174,488)	(9,022)	-	6,190	**6**	(177,320)
Other gains and losses	(792,356)	(665,455)	-	21,756,463	**7**	20,298,652
Profit/(loss) before taxation	(3,084,211)	5,910,184	543,607	19,753,833		23,123,413
Income tax income/(expense)	930	(1,071,532)	-	-		(1,070,602)
Profit/(loss) after taxation	(3,083,281)	4,838,652	543,607	19,753,833		22,052,811

1 Pro forma adjustments

Pro forma statement of income

1. Pro forma adjustments to revenue:
   - £19,399,950 of sales of biomethane from RTFS to CNG Fuels
   - £6,029,394 of sales of RTFC's from CNG Fuels to RTFS
   - £18,750 of recharged expense income charged by CNG Fuels to RTFS

2. Pro forma adjustments to cost of sales:
   - £19,399,950 of costs of biomethane purchases by CNG Fuels from RTFS
   - £6,029,394 of costs of RTFC's purchased by RTFS from CNG Fuels
   - £36,000 of recharged brokering fees from CNG Fuels to RTFS

3. Pro forma adjustments to administrative expenses:
   - £17,250 gross up of legal and professional recharges made by CNG Fuels to RTFS
   - £43 of sundry adjustments to the pro forma relating to immaterial timing differences between CNG Fuels and RTFS

4. Pro forma adjustments to share of results of joint ventures and subsidiaries include the following:
   - CNG Fuels' financial statements contains a £1,451,596 share of its joint venture RTFS' profits, accounted for under the equity method of IAS 28 - Investments in associates and joint ventures. This recognition of profit is eliminated for the purposes of the pro forma, as RTFS' results are consolidated into the financial performance reported.

5. Pro forma adjustments to investment revenues include the following:
   - £6,250 of interest received by RTFS on the loan provided to CNG Fuels
   - £551,017 of dividends received by CNG Investments paid by RTFS

6. Pro forma adjustments to finance costs include the following:
   - £6,190 of interest paid by CNG Fuels on the loan provided by RTFS. Management note an immaterial difference between the two entity book values of the loan interest.

7. Pro forma adjustments to other gains and losses include the following:
   - £21,756,463 of fair value uplift as part of the acquisition accounting of RTFS, as part of the Transaction. As a business combination achieved in stages under IFRS 3 Business Combinations, this gain represents an accounting entry only and should not be viewed as part of underlying operational profits of the Group. It is not expected to have a continuing impact beyond the year in which the transaction occurs.

CNG FUELS LTD

PRO FORMA STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2022

	CNG Fuels Group £	RTFS £	CNG Investments £	Pro forma adjustments £	Notes	Pro forma £
Non-current assets						
Goodwill	-	-	-	59,159,819	1	59,159,819
Property, plant and equipment	2,181,912	-	-	-		2,181,912
Investments	3,351,502	939,094	-	(3,351,167)	2	939,429
	5,533,414	939,094	-	55,808,652		62,281,160
Current assets						
Inventories	40,103	162,971	-	-		203,074
Investments	-	506,250	-	(506,250)	3	-
Trade and other receivables	16,831,921	8,368,894	250,100	(3,372,432)	4	22,078,483
Cash and cash equivalents	3,083,279	2,299,656	292,677	-		5,675,612
Derivative financial instruments	-	67,899	-	-		67,899
	19,955,303	11,405,670	542,777	(3,878,682)		28,025,068
Current liabilities						
Trade and other payables	20,990,838	4,394,864	-	(3,122,432)	5	22,263,270
Current tax liabilities	-	1,193,433	-	-		1,193,433
Borrowings	1,158,382	-	-	(756,233)	6	402,149
Lease liabilities	502,766	-	-	-		502,766
Derivative financial instruments	7,466	1,170,881	-	-		1,178,347
	22,659,452	6,759,178	-	(3,878,665)		25,539,965
Net current assets/(liabilities)	(2,704,149)	4,646,492	542,777	(17)		2,485,103

CNG FUELS LTD

PRO FORMA STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 MARCH 2022

	CNG Fuels Group £	RTFS £	CNG Investments £	Pro forma adjustments £	Notes	Pro forma £
Non-current liabilities						
Lease liabilities	914,899	-	-	-		914,899
Long term provisions	87,926	-	-	-		87,926
	1,002,825	-	-	-		1,002,825
Net assets	1,826,440	5,585,586	542,777	55,808,635		63,763,438
Equity						
Called up share capital	7,175	-	100	(100)	**7**	7,175
Share premium account	5,423,060	-	-	-		5,423,060
Equity settled share based payment reserve	988,677	117,876	-	(117,876)	**8**	988,677
Equity component arising on transaction	-	-	-	40,310,458	**9**	40,310,458
Equity attributable to owner of the parent company	(4,592,472)	5,467,710	542,677	13,751,713	**10**	15,169,628
Non-controlling interests	-	-	-	1,864,440	**11**	1,864,440
Total equity	1,826,440	5,585,586	542,777	55,808,635		63,763,438

2 Pro forma adjustments

Pro forma statement of financial position

1. Pro forma adjustments to Goodwill:
- £59,159,819 of Goodwill additions recognised in the pro forma in respect of the acquisition accounting for RTFS, as part of the Transaction presented. A preliminary purchase price allocation (PPA) has been undertaken by management for the purposes of the pro forma, allocating this value as Goodwill. The final PPA may differ and could materially affect the presentation of the pro forma, due to uncertainty around the valuation of intangible assets acquired.

2. Pro forma adjustments to non-current Investments:
- £3,351,167 represents the carrying value of CNG Fuels joint venture holding in RTFS, in its own financial statements. The pro forma adjustment represents the removal of this balance from investments, as part of the acquisition accounting for the Transaction.

3. Pro forma adjustments to current Investments:
- £506,250 represents the amortised loan receivable in RTFS' financial statements, due from CNG Fuels. For the purposes of the pro forma, this balance is eliminated against the corresponding creditor in CNG Fuels (see adjustment 6 below).

4. Pro forma adjustments to trade and other receivables:
- £3,122,432 of trade debtors owed to RTFS by CNG Fuels
- £250,000 of intercompany loans owed to CNG Investments by CNG Fuels

5. Pro forma adjustments to trade and other payables:
- £3,122,432 of trade creditors owed by CNG Fuels to RTFS

6. Pro forma adjustments to borrowings:
- £250,000 of intercompany loans owed by CNG Fuels to CNG Investments
- £506,233 of intercompany loans owned by CNG Fuels to RTFS (management note an immaterial difference to the book value of the current investment in RTFS in adjustment 3 above).

7. Pro forma adjustments to share capital:
- £100 of nominal share capital of CNG Investments is eliminated within the pro forma, in line with standard acquisition accounting of a new subsidiary.

8. Pro forma adjustments to share based payment reserves:
- £117,876 of reserves within RTFS at the time of acquisition are eliminated in the pro forma in line with standard acquisition accounting of a new subsidiary.

9. Pro forma adjustments to Equity component arising on transaction:
- £40,310,457 represents the consideration due for Transaction, which is to be settled in equity shares issued by CNG Fuels, as such the acquisition accounting results in a new component of equity arising, to reflect the nature of the consideration to be settled.

10. Pro forma adjustments to retained earnings attributable to the owners of CNG Fuels:
- Acquisition accounting entries for the transaction.
- Reclassification of existing joint venture carrying values of RTFS in the CNG Fuels financial statements.
- The result for the year of the pro forma
- Dividends paid to external shareholders and non-controlling interests respectively during the reported period to 31 March 2022

11. Pro forma adjustments to non-controlling interests (NCI):
- £1,117,117 being 20% of the fair value of net assets acquired at 31 March 2022 in RTFS.
- £967,730 being 20% of the RTFS result for the year.
- £220,407 of dividends paid to the NCI during the year reported.

RSM Norge AS

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CNG FUELS LTD

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of CNG Fuels Ltd

Report on the compilation of pro forma financial information included in an information document

We have completed our assurance engagement to report on the compilation of the accompanying pro forma financial information of CNG Fuels Ltd. (the 'Company') by the Board of Directors and the Managing Director of CNG Fuels Ltd. (Management). The pro forma financial information consists of the unaudited pro forma group income statement for the year ended 31 March 2022, the unaudited pro forma group balance sheet as at 31 March 2022, and related unaudited notes integral to the pro forma financial information. The pro forma financial information of CNG Fuels Ltd. will be included in the Information Document to be issued by the Company to comply with Euronext Growth Oslo, rule book – part II. The applicable criteria on the basis of which the Board of Directors and Management of the Company have compiled the pro forma financial information are specified in Annex 20 to Commission Delegated Regulation (EU) 2019/980 supplementing the EU Prospectus Regulation as incorporated in the Norwegian Securities Trading Act and the Securities Regulations § 7-1 and described in the beforementioned pro forma financial information (the 'applicable criteria').

The pro forma financial information has been compiled by the Board of Directors and Management of the Company to illustrate the impact of the transaction described in the pro forma financial information (the "Transaction") on the Company's financial position as at 31 March 2022 as if the Transactions had taken place at 31 March 2022, and its financial performance for the year ended 31 March 2022 as if the Transaction had taken place at 1 April 2021. As part of this process, information about the Company's and the acquired entity's financial position and financial performance has been extracted by the Management from the Company's audited financial statements and the acquired entities audited financial statements as at 31 March 2022.

Our Independence and Quality Control

We are independent of the Company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The Board of Directors' and Managements' responsibility for the pro forma financial information

The Board of Directors and Management of the Company are responsible for compiling the pro forma financial information on the basis of the applicable criteria.

Practitioner's responsibilities

Our responsibility is to express an opinion, as required by section 3 of Annex 20 to the Commission Delegated Regulation (EU) 2019/980, about whether the pro forma financial information has been compiled, in all material respects, by the Board of Directors and Management of the Company on the basis of the applicable criteria.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance engagements to report on the compilation of pro forma financial information included in a prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner plan and perform procedures to obtain reasonable assurance about whether the Management of the Company have compiled, in all material respects, the pro forma financial information on the basis of the applicable criteria and whether this basis is consistent with the accounting policies of the Company described in the unaudited pro forma financial information, basis for preparation of the unaudited pro forma financial information.

CNG FUELS LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

To the Board of Directors of CNG Fuels Ltd

Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in financial information, basis for preparation of the unaudited pro forma financial information of the unaudited pro forma financial information, considering the evidence supporting the adjustments and discussing the pro forma financial information with Management of the Company.

The aforementioned opinion does not require an audit of historical unadjusted financial information, the adjustments to conform the accounting policies of the acquired entity to the accounting policies of the Company, or the assumptions summarized in financial information, basis for preparation of the unaudited pro forma financial information of the unaudited pro forma financial information. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an information document is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event or transaction had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction for the year ended 31 March 2022 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information; and
- The unaudited pro forma financial information has been compiled on a basis consistent with the accounting policies of the Company.

The procedures selected depend on the practitioner’s judgment, having regard to the practitioner’s understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion

- the pro forma financial information has been properly compiled on the basis stated in financial information, basis for preparation of the unaudited pro forma financial information in the unaudited pro forma financial information; and
- such basis is consistent with the accounting policies of the Company.

Distribution and use

This report is issued for the sole purpose of offering of shares and the admission of shares on Euronext Growth Oslo as set out in the Information Document to be publicly disclosed by the Company on the first day of admission to trading. Our work has not been carried out in accordance with auditing, assurance or other standards and practices generally accepted in the United States and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Therefore, this report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the admission of shares on Euronext Growth Oslo described above. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any type of transaction, including the sale of securities other than the admission of the shares on Euronext Growth Oslo.

16/2/2023 | 16:22 GMT

Oslo, February 2023
RSM Norge AS

DocuSigned by:
Marit Vigrestad
FB45014AB4614C0...

Marit M Vigrestad
Statsautorisert revisor