Offering Memorandum

Ashtead Capital, Inc.

$750,000,000 5.950% Senior Notes due 2033

Interest payable April 15 and October 15

Issue price: 99.912% plus accrued interest from the Issue Date

We are offering $750,000,000 of our 5.950% Senior Notes due 2033 (the "Notes"). The Notes will bear interest at the rate of 5.950% per year. The Notes will be governed by an indenture (the "Indenture") among, *inter alios*, the Issuer, the guarantors party thereto and BNY Mellon Corporate Trustee Services Limited, as Trustee. Interest on the Notes is payable on April 15 and October 15 of each year, beginning on October 15, 2023. The Notes will mature on October 15, 2033. Ashtead Capital, Inc. (the "Issuer") may redeem the Notes, in whole or in part, at any time prior to July 15, 2033 (three months prior to the maturity date), at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus a "make-whole" premium calculated as described in this offering memorandum, plus accrued and unpaid interest, if any, to but excluding the date of redemption. In addition, at any time on or after July 15, 2033 (three months prior to the maturity date), the Issuer may redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to the date of redemption on the principal amount of the Notes to be redeemed.

Ashtead Group plc (the "Parent Guarantor"), the indirect parent company of the Issuer, and substantially all of the material direct and indirect subsidiaries of Ashtead Group plc (as specified in this offering memorandum under "General Information—The Guarantors and Persons Responsible") will fully and unconditionally guarantee the Notes as of the Issue Date (as hereinafter defined) on a senior unsecured basis.

The Notes and the related guarantees will rank senior in right of payment to all of the Issuer's and the guarantors' existing and future debt that is subordinated in right of payment to the Notes and the guarantees and rank, or will rank, equally in right of payment with all of the Issuer's and the guarantors' existing and future debt that is not subordinated in right of payment to the Notes and the guarantees, including the Existing Notes (as hereinafter defined). The Notes will be effectively subordinated to all of the Issuer's and the guarantors' existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the Notes.

Application will be made to the London Stock Exchange plc (the "London Stock Exchange") for the Notes to be admitted to trading on the International Securities Market (the "International Securities Market"). The International Securities Market is not a regulated market for the purposes of the Markets in Financial Instruments Directive 2014/65/EU (as amended, "MiFID II") or Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"). There is no assurance that the Notes will be listed and admitted to trading on the International Securities Market. References in this offering memorandum to the Notes being "listed" (and all related references) shall mean that the Notes have been admitted to trading on the International Securities Market.

The International Securities Market is a market designated for professional investors. Notes admitted to trading on the International Securities Market are not admitted to the Official List of the UK Listing Authority. The London Stock Exchange has not approved or verified the contents of this offering memorandum.

Each of S&P Global Ratings UK Limited ("S&P"), Fitch Ratings Ltd ("Fitch") and Moody's Investors Service Limited ("Moody's") (which provide ratings in relation to the Notes) is established in the United Kingdom and is registered under Regulation (EC) No 1060/2009 on credit rating agencies, as amended by Regulation (EU) No 462/2013, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK CRA Regulation"). As such, S&P, Fitch and Moody's are included in the list of registered credit rating agencies published by the Financial Conduct Authority on its website (https://www.fca.org.uk/markets/credit-rating-agencies/registered-certified-cras) in accordance with the UK CRA Regulation. S&P, Fitch and Moody's are not established or registered in the European Economic Area under Regulation (EU) No 462/2013 (the "EU CRA Regulation"), but credit ratings issued by S&P have been endorsed by S&P Global Ratings Europe Limited, credit ratings issued by Fitch have been endorsed by Fitch Ratings Ireland Limited and credit ratings issues by Moody's have been endorsed by Moody's Deutschland GmbH, each of which is an entity established in the European Economic Area and included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (https://www.esma.europa.eu/supervision/credit-rating-agencies/risk) in accordance with the EU CRA Regulation. No report of any rating agency is being incorporated by reference herein. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning credit rating agency. There is no guarantee that any rating of the Issuer and/or the Notes assigned by any such credit rating agency will be maintained by the Issuer following the date of this offering memorandum.

See "Risk Factors" beginning on page 11 to read about important factors you should consider before buying the Notes.

The Notes and the related guarantees have not been and will not be registered under the Securities Act, or any state securities laws and may not be offered, sold or delivered in the United States unless registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available. The Notes are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act and to non-US persons outside the United States in accordance with Regulation S under the Securities Act. Prospective purchasers that are qualified institutional buyers are hereby notified that the seller of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. See "Notice to Investors" for a description of certain restrictions on transfers of the Notes.

The Notes will be made ready for delivery in book-entry form through the facilities of The Depository Trust Company ("DTC") for the account of its participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, S.A., on or about July 27, 2023 (the "Issue Date").

Joint Book-Running Managers

BofA Securities **J.P. Morgan** **Wells Fargo Securities**

Citigroup **NatWest Markets** **MUFG** **Truist Securities**

HSBC **Lloyds Securities** **Barclays**

SMBC Nikko

July 24, 2023

You should rely only on the information contained in this offering memorandum. Neither we nor any of the initial purchasers has authorized anyone to provide you with any information or represent anything about us, our financial results or this offering that is not contained in this offering memorandum. If given or made, any such other information or representation should not be relied upon as having been authorized by us or the initial purchasers.

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This offering memorandum will comprise admission particulars issued in compliance with the London Stock Exchange's International Securities Market Rulebook for the purpose of giving information with regard to the Issuer, the guarantors and the Notes.

The Issuer and each of the guarantors accept responsibility for all the information contained in these admission particulars and, having taken all reasonable care to ensure that such is the case, the information contained in these admission particulars is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

We are making this offering in reliance on an exemption from registration under the Securities Act for offers and sales of securities that do not involve a public offering. The Notes may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state securities laws. Laws in certain jurisdictions may restrict the distribution of this offering memorandum and the offer and sale of the Notes. Persons into whose possession this offering memorandum or any of the Notes are delivered must inform themselves about, and observe, those restrictions. You must comply with all applicable laws and regulations in force in any applicable jurisdiction, and you must obtain any consent, approval or permission required for the purchase, offer or sale by you of the Notes under the laws and regulations in force in the jurisdiction to which you are subject or in which you make such purchase, offer or sale, and neither we nor the initial purchasers will have any responsibility therefor.

We reserve the right to withdraw this offering of the Notes at any time. We and the initial purchasers also reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason and to allot to any prospective investor less than the full amount of Notes sought by such investor.

This offering memorandum has been prepared by us solely for use in connection with the proposed offering of the Notes described in this offering memorandum. Distribution of this offering memorandum to any other person than the prospective investor and any person retained to advise such prospective investor with respect to its purchase is unauthorized, and any disclosure of any of its contents, without our prior written consent, is prohibited. Each prospective investor, by accepting delivery of this offering memorandum, agrees to the foregoing and to make no photocopies of this offering memorandum or any documents referred to in this offering memorandum.

The Notes and the related guarantees are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and the applicable state securities laws pursuant to registration or exemption therefrom. As a prospective purchaser, you should be aware that you may be required to bear the financial risks of this investment for an indefinite period of time. Please refer to the sections in this offering memorandum entitled "Plan of Distribution" and "Notice to Investors." By purchasing the Notes, you will be deemed to have made acknowledgments, representations, warranties and agreements as set forth under "Notice to Investors" in this offering memorandum.

The initial purchasers make no representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this offering memorandum. Nothing contained in this offering memorandum is, or shall be relied upon as, a promise or representation by the initial purchasers as to the future.

The information set out in relation to sections of this offering memorandum describing clearing arrangements, including the section entitled "Book-Entry; Delivery and Form," is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC, Euroclear Bank S.A./N.V. as operator of the Euroclear System ("Euroclear") or Clearstream Banking, S.A. ("Clearstream Banking") currently in effect. While we accept responsibility for accurately summarizing the information concerning DTC, Euroclear and Clearstream Banking, we accept no further responsibility in respect of such information.

By receiving this offering memorandum, you acknowledge that (1) you have had an opportunity to request from us for review and that you have received all additional information you deem necessary to verify the accuracy and completeness of the information contained in this offering memorandum, (2) you have not relied on the initial purchasers in connection with your investigation of the accuracy of this information or your decision whether to invest in the Notes, (3) this offering memorandum relates to an offering that is exempt from registration under the Securities Act and (4) no person has been authorized to give information or to make any representations concerning us, this offering or the Notes described in this offering memorandum, other than as contained in this offering memorandum and information given by our duly authorized officers and employees in connection with an investor's examination of us and the terms of the offering of the Notes.

In making an investment decision, prospective investors must rely on their own examination of the Issuer and the guarantors and the terms of this offering, including the merits and risks involved. In addition, neither we nor the initial purchasers nor any of our or their respective representatives are making any representation to you regarding the legality of an investment in the Notes, and you should not construe anything in this offering memorandum as legal, business or tax advice. You should consult your own advisors as to legal, tax, business, financial and related aspects of an investment in the Notes. You must comply with all laws applicable in any jurisdiction in which you buy, offer or sell the Notes or possess or distribute this offering memorandum, and you must obtain all applicable consents and approvals; neither we nor the initial purchasers shall have any responsibility for any of the foregoing legal requirements.

Neither the United States Securities and Exchange Commission ("SEC"), any state securities commission nor any other regulatory authority has approved or disapproved the securities nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of this offering memorandum. Any representation to the contrary is a criminal offense.

This offering memorandum contains summaries believed to be accurate with respect to certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such reference. Copies of documents referred to herein will be made available to prospective investors upon request to us or to the initial purchasers.

In connection with the offering of Notes, the initial purchasers are not acting for anyone other than us and will not be responsible to anyone other than us for providing the protections afforded to their clients nor for providing advice in relation to the offering.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the initial purchasers or any affiliate of the initial purchasers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the initial purchasers or such affiliate on behalf of the Issuer in such jurisdiction.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

This offering memorandum has been prepared on the basis that all offers of the Notes will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of the Notes. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 (as amended). Neither the Issuer, any of the guarantors nor any of the initial purchasers have authorized, nor do the Issuer, any of the guarantors or any of the initial purchasers authorize, the making of any offer of the Notes in circumstances in which an obligation arises for the Issuer, any of the guarantors or the initial purchasers to publish a prospectus for such offer. Neither the Issuer, the guarantors nor the initial purchasers have authorized, nor do we authorize, the making of any offer of securities through any financial intermediary, other than offers made by the initial purchasers, which constitute the final placement of the Notes.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

This offering memorandum is for distribution only to, and is only directed at, persons who (i) are outside the United Kingdom (the "UK"), (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (iii) are high net worth entities or other persons falling within Article 49(2)(a) to (d) of the Financial Promotion Order, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (as amended, the "FSMA")) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This offering memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this offering memorandum relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. Recipients of this offering memorandum are not permitted to transmit it to any other person. The Notes are not being offered to the public in the UK.

This offering memorandum has been prepared on the basis that any offer of the Notes in the UK will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "UK Prospectus Regulation") from a requirement to publish a prospectus for offers of Notes. This offering memorandum is not a prospectus for the purpose of the UK Prospectus Regulation.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

PRESENTATION OF FINANCIAL DATA AND NON-IFRS MEASURES

Unless otherwise indicated, the financial information presented in this offering memorandum is the historical consolidated financial information of Ashtead Group plc and its subsidiaries (the "Group"). Ashtead Group plc is not the issuer of the Notes; however, it is the Parent Guarantor (as hereinafter defined) and is the parent entity of the consolidated group which includes the Issuer. In addition to Ashtead Group plc, substantially all of the material direct and indirect subsidiaries of Ashtead Group plc (other than the Issuer) will guarantee the Notes. The guarantors of the Notes will be: Ashtead Group plc; Ashtead Holdings PLC; Sunbelt Rentals Limited; Ashtead Financing Limited; Ashtead Holdings, LLC; Sunbelt Rentals, Inc.; Sunbelt Rentals Industrial Services, LLC; Accession Group Limited; Accession Holdings Limited; Eve Trakway Limited; Anglia Traffic Management Group Limited; ATM Traffic Solutions Limited; William F. White International Inc.; Sunbelt Rentals of Canada Inc.; Sunbelt Rentals Scaffold Services, Inc.; Ashtead US Holdings, Inc.; Ashtead Financing (Ireland) Unlimited Company; Sunbelt Rentals Scaffold Services, LLC; and Ashtead Canada Limited (collectively, the "guarantors"). The guarantors represent 99.9% of total combined assets as at April 30, 2023 and 99.9% of EBITDA for FY April 2023 of the Group. See "Overview—The Guarantors."

The consolidated financial statements of the Group are prepared on an annual basis with a fiscal year ending on April 30 of each year and have been prepared in accordance with United Kingdom adopted International Financial Reporting Standards ("IFRS") and with those parts of the UK Companies Act 2006 applicable for companies reporting under IFRS for FY April 2022 and FY April 2023. This offering memorandum contains:

- the consolidated financial statements of the Group as at and for the year ended April 30, 2023 audited by Deloitte LLP and the independent auditor's report thereon; and
- the consolidated financial statements of the Group as at and for the year ended April 30, 2022 audited by Deloitte LLP and the independent auditor's report thereon.

Hereinafter, we have referred to the consolidated financial statements as the "Financial Statements."

Consistent with the provisions of the Competition and Market Authority's Order on audit tendering and rotation, Ashtead Group plc's Board of Directors has decided that it will appoint PricewaterhouseCoopers LLP ("PwC") as the Group's auditor for the FY April 2024 financial statements.

The Financial Statements of the Group beginning with FY April 2022 are presented in US dollars. Effective from May 1, 2021, the Group changed its presentational currency from sterling to US dollars to allow for greater transparency in the Group's performance to investors and other stakeholders and reduced foreign exchange volatility given that c. 85% of the Group's revenue and c. 95% of the Group's operating profit originate in US dollars. In accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, this change in presentational currency was applied retrospectively and accordingly, prior year comparatives have been restated. Within this document, where we present financial information for FY April 2021 in US dollars, we have therefore translated it in accordance with IFRS as if the Group had always presented its financial information in US dollars. For FY April 2021, assets and liabilities in non-US denominated currencies were translated into US dollars at the rate of exchange ruling at the relevant balance sheet date, and non-US dollar income statements and cash flows were translated into US dollars at average rates of exchange for the relevant period. See note 2 to the consolidated financial statements for FY April 2022 for additional information on the restatements.

On July 20, 2023, the US dollar had depreciated against the British pound sterling from its value on April 28, 2023 (the last date of FY April 2023 for which the Bank of England published an exchange rate) and the exchange rate was $1.2851 per £1.00. See "Risk Factors—Risks Relating to our Business—Currency." Foreign exchange and interest rate fluctuations may have a material impact on our business, financial condition and results of operations.

Certain amounts and percentages included in this offering memorandum have been rounded. Accordingly, in certain instances, the sum of the numbers in a column of a table may not exactly equal the total figure for that column.

The financial information included in this offering memorandum is not intended to comply with the applicable accounting requirements of the Securities Act and the related rules and regulations of the SEC which would apply if the Notes were being registered with the SEC.

The financial information included in this offering memorandum includes certain measures which are not accounting measures within the scope of IFRS. As used in this offering memorandum, the following terms have the following meanings which represent the primary non-IFRS measures contained herein:

Results before exceptional items and amortization

In considering the financial performance of our business and segments, we analyze each of our primary financial measures in our consolidated income statement in two components, comprising firstly "Before exceptional items and amortization" and secondly, "Total" which is presented after exceptional items and amortization. Exceptional items and amortization are presented separately as they are considered to impact the comparability of the Group's financial performance from year to year and therefore allow management and investors to monitor financial performance on a consistent basis.

Exceptional items and amortization are presented in note 5 to the Financial Statements included elsewhere in this offering memorandum. Where amounts have been included elsewhere in this offering memorandum, which are identified as "excluding exceptional items" or "before exceptional items," a reconciliation or reference to such reconciliation has been included to identify the nature and amounts of such exceptional items for your further analysis.

We believe that separately presenting financial performance in two components facilitates reading and interpreting financial performance between periods, as earnings and profit measures are more comparable because they exclude the effect of exceptional items and amortization, and exceptional items and amortization are more clearly understood if separately identified and analyzed. The presentation of these components of financial performance is in addition to, and is not a substitute for, the comparable measures presented in accordance with IFRS.

Management uses these adjusted financial measures as the basis for monitoring financial performance and in communicating financial performance to investors in external presentations and announcements of financial results. Internal financial reports, budgets and forecasts are also principally prepared on the basis of these adjusted financial measures. Management compensates for the limitations inherent in the use of these adjusted financial measures through the separate monitoring and disclosure of exceptional items and amortization as a component of the Group's overall financial performance.

Profit before taxation, exceptional items and amortization is also referred to in this document as adjusted profit before tax.

EBITDA

"EBITDA" as presented in our historical Financial Statements and throughout this offering memorandum is defined as profit attributable to equity holders of the company before taxation, interest expense (including write-off and amortization of deferred finance costs and the expected increase in net plan liabilities in respect of defined benefit pension plans), interest income (including the expected return on net plan assets in respect of defined benefit pension plans), depreciation (including the impairment of property, plant and equipment and right-of-use assets) and amortization (including the impairment of intangibles). See the Notes to the "Summary Historical Consolidated Financial Data" for a reconciliation of EBITDA to "Profit attributable to equity holders of the company" for each period presented.

Lastly, we also present a measure of EBITDA for each of our business segments as included in note 3 to the Financial Statements for each period, which are defined similarly to "EBITDA" in the paragraph above, but which have been calculated on a segment-by-segment basis and exclude exceptional items. For a reconciliation of EBITDA for each of our segments to total EBITDA, please refer to note 3 to the Financial Statements for each period.

In addition to the measures of EBITDA identified above, we also present EBITDA margin, which is defined as EBITDA as a percentage of revenue.

EBITDA and EBITDA margin are not measures of performance or liquidity under IFRS and should not be considered by investors in isolation or as a substitute for a measure of profit, or as an indicator of our operating performance or cash flows from operating activities as determined in accordance with IFRS. We do not consider these non-IFRS financial measures to be a substitute for, or superior to, the information provided by IFRS financial measures. We

have presented these supplemental non-IFRS measures because we believe they are helpful to investors and financial analysts in highlighting trends in our overall business. We encourage you to evaluate these items and the limitations for purposes of your analysis. Further, these measures of EBITDA may not be comparable to similarly titled measures disclosed by other companies.

Net debt

"Net debt" is defined as total borrowings and lease liabilities less cash and cash equivalents. "Debt" is defined as total borrowings and lease liabilities. The Group refers to net debt and debt, after excluding lease liabilities which arose on the adoption of IFRS 16, Leases, as "net external borrowing debt" and "external borrowing debt," respectively, throughout this offering memorandum.

A reconciliation of net debt to amounts included in the consolidated balance sheet and consolidated cash flow statement for each respective year is set forth in the consolidated cash flow statement and/or note 26 to the consolidated financial statements for FY April 2023 and for FY April 2022 included elsewhere in this offering memorandum. The Group uses net debt as a part of our internal debt analysis. We believe that net debt is a useful measure, as it indicates the level of borrowings after taking account of the most liquid financial assets within our business.

Free cash flow

We have also presented certain cash flow measures which we utilize as non-IFRS liquidity measures including "Cash inflow before growth capex and payment of exceptional costs," "Cash conversion ratio," "Free cash flow" and "Total cash generated/(absorbed)." For a reconciliation of these measures of cash flow to our cash flow from operations, refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

These measures of cash flow are not measures of performance or liquidity under IFRS and should not be considered by investors in isolation or as a substitute for an indicator of our operating performance or cash flows from operating activities as determined in accordance with IFRS. We do not consider these non-IFRS financial measures to be a substitute for, or superior to, the information provided by IFRS financial measures. We have presented these supplemental non-IFRS measures because we believe they are helpful to investors and financial analysts in our ability to fund capital expenditures and service our debt obligations. We encourage you to evaluate these items and the limitations for purposes of your analysis. Further, these measures of free cash flow may not be comparable to similarly titled measures disclosed by other companies.

Ratios and other measures derived from non-IFRS measures

We have also presented certain ratios and other measures in this offering memorandum which are derived from a combination of our principal non-IFRS measures and IFRS measures. Where such amounts have been presented a description of the amount and the measures from which it has been derived has been included.

NOTE ON DEFINED TERMS USED IN THIS OFFERING MEMORANDUM

The following terms used in this offering memorandum have the meanings assigned to them below:

"2026 Notes"	The 1.500% Senior Notes due August 12, 2026, issued on August 12, 2021.
"2027 Notes"	The 4.375% Second Priority Senior Secured Notes due August 15, 2027, issued on August 9, 2017.
"2028 Notes"	The 4.000% Second Priority Senior Secured Notes due May 1, 2028, issued on November 4, 2019.
"2029 Notes"	The 4.250% Second Priority Senior Secured Notes due November 1, 2029, issued on November 4, 2019.
"2031 Notes"	The 2.450% Senior Notes due August 12, 2031, issued on August 12, 2021.
"2032 Notes"	The 5.500% Senior Notes due August 11, 2032, issued on August 11, 2022.
"2033 Notes"	The 5.550% Senior Notes due May 30, 2033, issued on January 30, 2023.
"Ashtead," "Ashtead Group," "Group," "we," "us" and "our"	Ashtead Group plc and, unless otherwise indicated or the context otherwise requires, its consolidated subsidiaries.
"Ashtead Group plc"	Ashtead Group plc on an unconsolidated basis.
"British pounds sterling," "pounds," "sterling" or "£"	Pounds sterling, the currency of the United Kingdom.
"Canadian dollars" or "C$"	Canadian dollars, the currency of Canada.
"dollars" or "$"	US dollars, the currency of the United States of America.
"EBITDA"	Profit attributable to equity holders of the company before taxation, interest expense (including write-off and amortization of deferred finance costs and the expected increase in net plan liabilities in respect of defined benefit pension plans), interest income (including the expected return on net plan assets in respect of defined benefit pension plans), depreciation (including the impairment of property, plant and equipment and right-of-use assets) and amortization (including the impairment of intangibles).
"EEA"	European Economic Area
"Existing Notes"	The 2026 Notes, the 2027 Notes, the 2028 Notes, the 2029 Notes, the 2031 Notes, the 2032 Notes and the 2033 Notes, collectively.
"First Priority Senior Secured Credit Facility"	Loan and Security Agreement, dated August 31, 2006, as amended by that certain First Amendment to Loan and Security Agreement, dated as of May 1, 2008, as further amended by that certain Second Amendment to Loan and Security Agreement, dated as of November 23, 2009, as further amended by that certain Third Amendment to

	Loan and Security Agreement, dated as of March 28, 2011, as further amended by that certain Fourth Amendment to Loan and Security Agreement, dated as of August 22, 2013, as further amended by that certain Fifth Amendment to Loan and Security Agreement, dated as of July 27, 2015, as further amended by that certain Sixth Amendment to Loan and Security Agreement, dated as of December 22, 2016, as further amended by that certain Seventh Amendment to Loan and Security Agreement, dated as of July 28, 2017, as further amended by that certain Eighth Amendment to Loan and Security Agreement, dated as of May 25, 2018, as further amended by that certain Ninth Amendment to Loan and Security Agreement, dated as of December 19, 2018, as further amended by that certain Tenth Amendment to Loan and Security Agreement, dated as of April 3, 2020, as further amended by that certain Eleventh Amendment to Loan and Security Agreement, dated as of April 24, 2020, as amended further by that certain Twelfth Amendment to Loan and Security Agreement, dated as of August 20, 2021, and as amended further by that certain Thirteenth Amendment to Loan and Security Agreement, dated as of March 3, 2023, among Ashtead Group plc and certain of its direct and indirect subsidiaries, Bank of America, N.A., as administrative agent and collateral agent, and the financial institutions named therein, as more fully described in "Description of Certain Indebtedness."
"FY April 2021," "FY April 2022" and "FY April 2023"	Ashtead Group's fiscal years ended April 30, 2021, April 30, 2022 and April 30, 2023, respectively.
"IFRS".....	International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by United Kingdom for FY April 2022 and FY April 2023.
"Indenture"	The indenture to be issued governing the Notes among the Issuer, Ashtead Capital, Inc., Ashtead Group plc and certain of its direct and indirect subsidiaries, the guarantors party thereto, BNY Mellon Corporate Trustee Services Limited, as Trustee, The Bank of New York Mellon, London Branch, as Paying Agent and The Bank of New York Mellon SA/NV, Dublin Branch, as Registrar and transfer agent.
"Issuer".....	Ashtead Capital, Inc.
"Notes".....	The 5.950% Senior Notes due October 15, 2033.
"store"	The term we use to describe the sites through which we manage our operations. Each store has a manager, staff and a fleet of rental equipment. Stores are typically located at their own facility, which we either own or lease. At some of our larger owned or leased properties we may operate two or more stores. All references to the number of our stores are stated as of April 30, 2023, because we report the number of stores on a quarterly basis. Since April 30, 2023, there has been no material change to the total number of our stores.
"Sunbelt Canada".....	Sunbelt Rentals of Canada Inc. and William F. White International Inc., both indirect wholly owned subsidiaries of Ashtead Group plc, through which we conduct our operations in Canada. In this offering memorandum, unless the context indicates otherwise, when we refer to "Sunbelt Canada", we are referring to Sunbelt Rentals of Canada Inc.

	and William F. White International Inc. and their subsidiaries.
"Sunbelt Rentals".....	The term we use to refer to our combined operations of Sunbelt US, Sunbelt Canada, and Sunbelt UK.
"Sunbelt UK".....	Sunbelt Rentals Limited, an indirect wholly owned subsidiary of Ashtead Group plc through which we principally conduct our operations in the UK.
"Sunbelt US"	Sunbelt Rentals, Inc., an indirect wholly owned subsidiary of Ashtead Group plc through which we principally conduct our operations in the United States. In this offering memorandum, unless the context indicates otherwise, when we refer to "Sunbelt US," we are referring to Sunbelt Rentals, Inc. and its subsidiaries.
"Trustee"	BNY Mellon Corporate Trustee Services Limited, in its capacity as trustee under the Indenture.
"UK"	United Kingdom
"U.S. GAAP".....	Accounting principles generally accepted in the United States of America.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This offering memorandum includes forward-looking statements within the meaning of the US Private Securities Litigation Reform Act of 1995. These statements relate to our future prospects, developments and business strategies.

These forward-looking statements are identified by their use of terms and phrases such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" and similar terms and phrases, including references to assumptions. These forward-looking statements include all matters that are not historical facts. These statements are contained in sections entitled "Overview," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other sections of this offering memorandum.

Prospective investors should be aware that forward-looking statements are not guarantees of future performance and that the Group's actual results of operations, financial condition and the development of the industry in which it operates may differ significantly from those predicted or suggested by the forward-looking statements contained in this offering memorandum. In addition, even if the Group's results of operations, financial condition and business and the development of the industry in which it operates are consistent with the forward-looking statements contained in this offering memorandum, those results or developments may not be indicative of results or developments in subsequent periods.

Factors that could cause actual results to differ materially from the Group's expectations are contained in cautionary statements in this offering memorandum and include, among other things, the following:

- the impact of pandemics, such as the COVID-19 outbreak, on the global markets;
- our ability to obtain and/or renew financing;
- our ability to attract, hire and retain qualified personnel;
- our ability to successfully make acquisitions and integrate acquired companies;
- changes in general economic and business conditions in markets and countries where we have operations;
- currency and interest rate fluctuations;
- seasonality of our business;
- changes in the rental rates that we can charge for the equipment in our rental fleet or our services;
- changes in the construction and industrial markets;
- changes in political, social and economic conditions and local regulations;
- changes in the attitude of our customers towards renting, as compared with purchasing, equipment;
- changes in applicable accounting standards;
- changes in the mix of products offered in our rental fleet, industry capacity or competition;
- changes in environmental and safety regulations;
- changes in government spending or government policies;
- disruptions of established supply channels;
- the availability, terms and deployment of capital; and
- costs and availability of energy, and changes in transportation costs.

The foregoing factors and others described under "Risk Factors" should not be construed as exhaustive. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements. We urge you to read this offering memorandum, including the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a more complete discussion of the factors that could affect our future performance and the industry in which we operate.

Any forward-looking statements are only made as at the date of this offering memorandum and, except as required by law or the rules and regulations of any stock exchange on which the Notes are listed, we undertake no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this offering memorandum, including those set forth under "Risk Factors."

To the extent we have included prospective financial information in this offering memorandum, including guidance on future capital expenditures described under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Balance Sheet—Property, Plant and Equipment," our independent auditors, Deloitte LLP, have not compiled, examined or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information.

OVERVIEW

The following overview highlights selected information from this offering memorandum. It is not complete and does not contain all of the information that you should consider before investing in the Notes. You should read this offering memorandum in its entirety, including the "Risk Factors" section and our consolidated Financial Statements and the Notes thereto. In addition, certain statements include forward-looking information that involves risks and uncertainties. See "Information Regarding Forward-Looking Statements."

Our business

We believe we are one of the largest international equipment rental companies, with a network of c. 1,400 stores in the United States ("US"), Canada and the United Kingdom ("UK") as of April 30, 2023. We conduct our equipment rental operations across all markets under the name "Sunbelt Rentals." We believe Sunbelt Rentals is the second largest equipment rental business in North America and the largest equipment rental company in the UK, in each case, by rental revenue. We offer for rent a wide range of equipment and during FY April 2022 and FY April 2023, we generated revenue of $7,962 million and $9,667 million, respectively, and EBITDA of $3,609 million and $4,412 million, respectively.

Our diversified customer base includes construction, industrial and homeowner customers, service, repair and facility management businesses, emergency response organizations, event organizers, as well as government entities such as municipalities and specialist contractors. Our rental equipment fleet comprises an extensive range of general construction equipment, supplemented by product groups such as pumps, welding equipment, power generation equipment, mobile elevating work platforms, scaffolding, shoring equipment, climate control equipment, temporary accommodation units, temporary structures, temporary fencing, flooring equipment and temporary floor coverings and barriers. The original cost of our rental equipment fleet at April 30, 2023, was $15,826 million. The average age of our serialized rental equipment, which constitutes the substantial majority of our fleet, at April 30, 2023, weighted on a net book value basis, was approximately 35 months.

In FY April 2023, 85% of our revenue was generated in the US, where we operate 1,094 stores in 49 states and the District of Columbia, 6% of our revenue was generated in Canada, where we operate 119 stores, and 9% of our revenue was generated in the UK, where we operate 185 stores.

The Issuer

The Issuer, Ashtead Capital, Inc., is incorporated under the laws of the state of Delaware. The Issuer was incorporated on July 13, 2006, and is an indirect, wholly owned subsidiary of Ashtead Group plc. The Issuer has its registered office at The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801, at which the telephone number is (302) 777-0247. The Issuer was formed for the purpose of issuing a now-retired series of notes and, other than the issuance of the Existing Notes and the proposed issuance of the Notes, conducts, and is expected to conduct, no operations. Immediately following this offering, the Issuer will not have any liabilities other than the Notes, the Existing Notes and its guarantee of our First Priority Senior Secured Credit Facility.

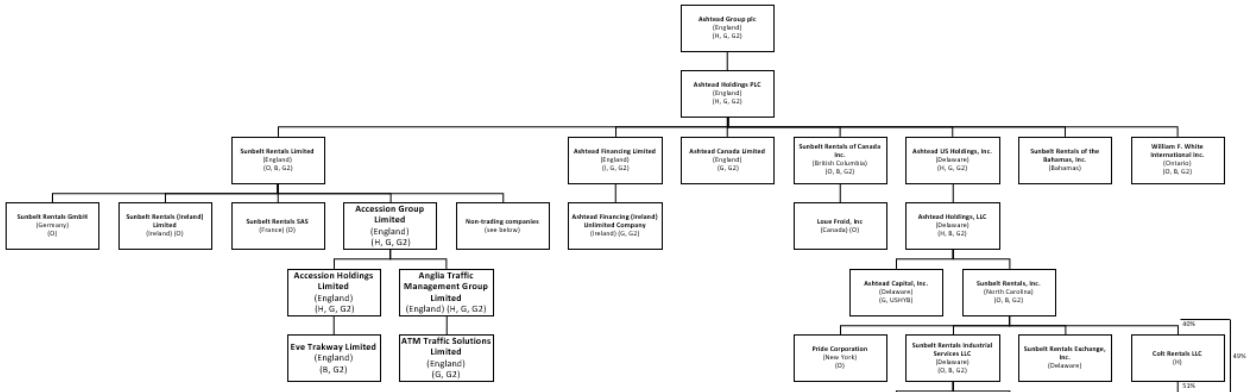
The Guarantors

Ashtead Group plc and substantially all of the material direct and indirect subsidiaries of Ashtead Group plc (other than the Issuer) guarantee the Existing Notes and will guarantee the Notes. The guarantors of the Existing Notes are, and the guarantors of the Notes will be: Ashtead Group plc; Ashtead Holdings PLC; Sunbelt Rentals Limited; Ashtead Financing Limited; Ashtead Holdings, LLC; Sunbelt Rentals, Inc.; Sunbelt Rentals Industrial Services, LLC; Accession Group Limited; Accession Holdings Limited; Eve Trakway Limited; Anglia Traffic Management Group Limited; ATM Traffic Solutions Limited; William F. White International Inc.; Sunbelt Rentals of Canada Inc.; Sunbelt Rentals Scaffold Services, Inc.; Ashtead US Holdings, Inc.; Ashtead Financing (Ireland) Unlimited Company; Sunbelt Rentals Scaffold Services, LLC; and Ashtead Canada Limited (collectively, the "guarantors"). The guarantors represent 99.9% of total combined assets as at April 30, 2023, and 99.9% of EBITDA for FY April 2023 of the Parent Guarantor and its consolidated subsidiaries.

Ashtead Group plc is a company with limited liability incorporated under the laws of England and Wales with registered number 1807982. Its head office is located at 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700. For additional details on the guarantors, see "General Information—The Guarantors and Persons Responsible."

Summary corporate and financing structure

The following diagram summarizes our corporate and financing structure. Dormant and non-trading entities are omitted.



Company codes:	
B	Borrowing company (ABL facility)
G	Guarantor (ABL facility)
G2	Guarantor (2026, 2027, 2028, 2029, 2031, 2032 and 2033 notes)
O	Operating company
H	Holding company
I	Intercompany financing company
USHYB	US bond issuing company (2026, 2027, 2028, 2029, 2031, 2032 and 2033 notes)

The offering

The following summary contains basic information about the Notes. It may not contain all the information that is important to you. For a more complete understanding of the Notes, please see "Description of the Notes" and the subsections mentioned specifically in this summary.

Issuer	Ashtead Capital, Inc., a Delaware corporation.
Parent Guarantor	Ashtead Group plc, a public limited company incorporated under the laws of England and Wales (the "Parent Guarantor").
Notes Offered	$750 million aggregate principal amount of 5.950% Senior Notes due October 15, 2033 as governed by the Indenture.
Maturity Date	The Notes will mature on October 15, 2033.
Interest Payment Dates	Interest on the Notes will be payable in arrears on April 15 and October 15 of each year, commencing on October 15, 2023. Interest on the Notes will accrue from July 27, 2023.
Denomination	The Notes will have a minimum denomination of $200,000 and in integral multiples of $1,000 in excess thereof.
Guarantees	All amounts payable, including principal, premium, if any, and interest, under the Notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer). The guarantors represent 99.9% of total combined assets as of April 30, 2023 and 99.9% of EBITDA for FY April 2023 of the Parent Guarantor and its consolidated subsidiaries. The Indenture also will provide that any subsidiary that guarantees debt will provide a guarantee of the Notes, subject to certain exceptions. See "Description of the Notes—The Guarantees." Claims in respect of the Notes will be structurally subordinated to the liabilities of any subsidiary of Ashtead Group plc which does not guarantee the Notes (other than the Issuer).
Ranking	The Notes will constitute the Issuer's senior unsecured obligations and will be: • senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the Notes; • equal in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the Notes; and • effectively subordinated to all of the Issuer's existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the Notes. The related guarantees will constitute the senior unsecured obligations of the guarantors and will be: • senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee;

- equal in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee; and

- effectively subordinated to all of the such guarantor's existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt.

At April 30, 2023, after excluding intercompany balances and intercompany guarantees:

- on an unconsolidated basis, the Issuer had total debt of $4,557 million and no trade payables or deferred taxes, other than expenses, if any, related to the offering of the Notes;

- on an unconsolidated basis, the Parent Guarantor had total debt of £5 million ($6 million) (excluding the guarantee of the Notes and the Existing Notes) and £11 million ($14 million) of trade and accrued payables; and

- on a consolidated basis, the Parent Guarantor, the Issuer and the guarantors had total debt of $8,989 million, including lease liabilities of $2,394 million, of which $6,595 million is external borrowing debt and senior debt represented by $2,038 million of borrowings outstanding under our First Priority Senior Secured Credit Facility (and we had $2,573 million of availability under the First Priority Senior Secured Credit Facility), $547 million is represented by the 2026 Notes, $596 million is represented by the 2027 Notes, $595 million is represented by the 2028 Notes, $595 million is represented by the 2029 Notes, $744 million is represented by the 2031 Notes, $738 million is represented by the 2032 Notes and $743 million is represented by the 2033 Notes. See "Description of the Notes—Ranking of the Notes and the Guarantees."

On a pro forma basis, assuming issuance of the Notes and use of the proceeds therefrom, as of April 30, 2023, we would have had total external borrowing debt of approximately $6,595 million, total external borrowing debt, as a percentage of total book capitalization, of approximately 52%, $547 million in outstanding 2026 Notes, $596 million in outstanding 2027 Notes, $595 million in outstanding 2028 Notes, $595 million in outstanding 2029 Notes, $744 million in outstanding 2031 Notes, $738 million in outstanding 2032 Notes, $743 million in outstanding 2033 Notes, $743 million in outstanding Notes and approximately $1,295 million outstanding under our First Priority Senior Secured Credit Facility.

Optional Redemption..... The Notes will be redeemable at our option, in whole or in part, at any time prior to July 15, 2033 (three months prior to the maturity date), at a redemption price equal to 100% of the principal amount to be redeemed plus a "make-whole" premium calculated as described in this offering memorandum, plus accrued and unpaid interest, if any, to but excluding the date of redemption.

In addition, at any time on or after July 15, 2033 (three months prior to the maturity date), we may redeem the Notes, in whole or in part, at a

	redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to the date of redemption on the principal amount of the Notes being redeemed.
Additional Amounts	The Issuer will make all payments with respect to the Notes and the guarantors will make all payments with respect to the guarantees free and clear of and without withholding or deduction for or on account of certain taxes, subject to certain exceptions as provided in the Indenture. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted. See "Description of the Notes—Additional Amounts."
Redemption upon Changes in Withholding Taxes	The Issuer may redeem all, but not less than all, of the Notes at a redemption price of 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the respective redemption date of each, if the Issuer, any guarantor, or any surviving entity would become obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances. For more information, see "Description of the Notes—Optional Redemption—Redemption upon Changes in Withholding Taxes."
Change of Control	If a "Change of Control" occurs, the Issuer or the Parent Guarantor will be required to offer to purchase the Notes at a purchase price equal to 101% of their aggregate principal amount, *plus* accrued and unpaid interest, if any, to the date of purchase. For a summary of what constitutes a Change of Control, see "Description of the Notes—Purchase of Notes upon a Change of Control Triggering Event."
Covenants	The Indenture will contain covenants for the benefit of the holders of the Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to: • create liens on assets to secure debt; • enter into sale and leaseback transactions; and • sell all or substantially all of its properties and assets or merge or consolidate with or into another company. These covenants are subject to important exceptions and qualifications, which are described under "Description of the Notes—Certain Covenants."
Transfer Restrictions	We have not registered, and do not intend to register, the Notes under the Securities Act or any state securities law. You may only offer or sell Notes in a transaction exempt from or not subject to the registration requirements of the Securities Act. The Notes offered hereby are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act and to non-US persons outside the US in reliance on Regulation S under the Securities Act. See "Notice to Investors."
No Registration Rights	We do not intend to register the Notes under the US federal or state securities laws or under the securities laws of any other jurisdiction.

Tax Considerations	For a discussion of certain UK and US tax considerations of purchasing, owning and disposing of the Notes, see "Taxation."
Use of Proceeds.....	We intend to use the net proceeds from the issuance of the Notes for general corporate purposes and will initially repay a portion of the outstanding borrowings under the First Priority Senior Secured Credit Facility, without a reduction in commitment. See "Use of Proceeds."
Trustee.....	BNY Mellon Corporate Trustee Services Limited.
Paying Agent	The Bank of New York Mellon, London Branch.
Registrar and Transfer Agent.....	The Bank of New York Mellon SA/NV, Dublin Branch.
Absence of Public Markets.....	The Notes will be new securities for which there will be no established trading markets. Accordingly, there can be no assurances as to the development or liquidity of any markets for the Notes.
Listing and Trading	Application will be made to the London Stock Exchange for the Notes to be admitted to trading on the International Securities Market. There is no assurance that the Notes will be listed and admitted to trading on the International Securities Market.
Governing Law.....	The Indenture, the Notes and the related guarantees will be governed by New York law.
Risk Factors.....	Investing in the Notes involves substantial risks. See the "Risk Factors" section of this offering memorandum for a more complete description of risks that you should carefully consider before investing in the Notes.

Summary historical consolidated financial data

The following tables summarize our historical consolidated financial data and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements and related notes included elsewhere in this offering memorandum. We have derived the consolidated financial data for FY April 2023, FY April 2022 and FY April 2021 from our consolidated financial statements, included elsewhere in this offering memorandum.

The summary historical financial data as of each date and for each period presented are prepared in accordance with IFRS. These historical results are not necessarily indicative of results to be expected in any future period. Effective from May 1, 2021, the Group decided to change its presentational currency from sterling to US dollars. See "Presentation of Financial Data and Non-IFRS Measures."

	Fiscal year ended April 30,		
	2021[12] (restated)	2022	2023
	(in millions, except ratios and percentages and where indicated)		
Selected Consolidated Income Statement Data:			
Revenue	$ 6,638.6	$ 7,962.3	$ 9,667.3
Staff costs	(1,501.5)	(1,830.5)	(2,222.1)
Depreciation and amortization[1]	(1,538.8)	(1,661.6)	(1,889.8)
Used rental equipment sold	(364.4)	(261.5)	(442.3)
Other operating costs	(1,735.9)	(2,260.9)	(2,591.1)
Total costs	(5,140.6)	(6,014.5)	(7,145.3)
Operating profit	1,498.0	1,947.8	2,522.0
Net financing costs[2]	(262.9)	(279.7)	(366.2)
Profit on ordinary activities before taxation	1,235.1	1,668.1	2,155.8
Profit on ordinary activities before exceptionals, amortization and taxation	1,316.3	1,823.8	2,273.5
Exceptionals and amortization[3]	(81.2)	(155.7)	(117.7)
Profit on ordinary activities before taxation	1,235.1	1,668.1	2,155.8
Taxation	(315.0)	(417.0)	(538.1)
Profit attributable to equity holders of the company	$ 920.1	$ 1,251.1	$ 1,617.7
Selected Other Financial Data:			
EBITDA[4]	$ 3,036.8	$ 3,609.4	$ 4,411.8
EBITDA margin[5]	45.7%	45.3%	45.6%
Net financing costs, excluding exceptional items[2]	262.9	232.6	366.2
Lease liabilities	1,633.3	1,995.2	2,394.3
Total net external borrowing debt[6]	4,167.4	5,164.8	6,565.2
Total net debt[6]	5,800.7	7,160.0	8,959.5
Capital expenditures and disposal proceeds[7]			
Rental equipment capital expenditures	809.2	1,999.2	3,262.1
Other capital expenditures	138.3	398.1	510.0
Proceeds from used equipment sales	389.3	340.4	627.4
Proceeds from other asset sales	18.3	24.8	41.4
Total capital expenditures net of disposal proceeds	539.9	2,032.1	3,103.3
Original cost of fixed asset disposals[8]	1,220.0	982.1	1,672.5
Selected Consolidated Balance Sheet Data:			
Cash and cash equivalents	$ 26.6	$ 15.3	$ 29.9
Rental equipment, net	6,908.9	7,814.3	9,649.1
Other property, plant and equipment assets, net	867.2	1,078.3	1,392.0
Goodwill	1,796.1	2,300.0	2,865.5
Total assets	12,838.0	15,290.1	18,729.3
Total equity attributable to equity holders of the company	4,525.5	5,033.7	6,008.0
Selected Consolidated Cash Flow Data:			
Net cash flow generated by/(used in):			
Operating activities	$ 1,942.2	$ 1,499.0	$ 1,000.1
Payments for non-rental property, plant and equipment	(138.3)	(398.4)	(510.0)
Proceeds from disposal of non-rental property, plant and equipment	18.3	24.8	41.4
Acquisition of businesses	(195.1)	(1,277.4)	(1,083.2)

	2021[12] (restated)	2022	2023
	(in millions, except ratios and percentages and where indicated)		
Financial asset investments……..	-	(40.0)	(42.4)
Financing activities	(1,909.9)	181.5	609.3
(Decrease)/increase in cash and cash equivalents	$ (282.8)	$ (10.5)	$ 15.2
Selected Other Financial Ratios[9]:			
Ratio of total net external borrowing debt to EBITDA	1.4x	1.5x	1.6x
Ratio of EBITDA to net financing costs excluding exceptional items	11.6x	15.5x	12.0x
Total Revenue by Business Segment:			
Sunbelt UK[10]	£ 635.1	£ 725.7	£ 684.8
Sunbelt Canada[10]	C$ 500.9	C$ 626.0	C$ 827.1
Sunbelt US	$ 5,417.5	$ 6,477.0	$ 8,222.4
Sunbelt UK	838.1	986.3	822.8
Sunbelt Canada	383.0	499.0	622.1
Total revenue	$ 6,638.6	$ 7,962.3	$ 9,667.3
EBITDA by Business Segment[11]:			
Sunbelt UK[10]	£ 192.8	£ 214.6	£ 192.2
Sunbelt Canada[10]	C$ 218.9	C$ 281.4	C$ 337.0
Sunbelt US	$ 2,634.5	$ 3,120.6	$ 3,955.3
Sunbelt UK	254.4	291.7	231.0
Sunbelt Canada	167.4	224.3	253.5
Group central costs	(19.5)	(27.2)	(28.0)
EBITDA	$ 3,036.8	$ 3,609.4	$ 4,411.8

EBITDA can be reconciled to the profit attributable to equity holders of the company as follows:

	Fiscal Year Ended April 30,		
	2021[12] (restated)	2022	2023
Profit attributable to equity holders of the company	$ 920.1	$ 1,251.1	$ 1,617.7
Taxation	315.0	417.0	538.1
Interest income	—	(0.1)	(2.6)
Interest expense	262.9	279.8	368.8
Depreciation	1,457.6	1,553.0	1,772.1
Amortization of intangibles	81.2	108.6	117.7
EBITDA	3,036.8	3,609.4	4,411.8

(1) Amounts represent the combination of depreciation (including the impairment of property, plant and equipment and right-of-use assets) and amortization (including the impairment of intangibles) as presented in our Financial Statements for each period. Depreciation consists of depreciation of all tangible fixed assets, including depreciation on our rental equipment. Amortization consists of amortization of our acquired and purchased intangible assets, excluding goodwill.

(2) Amounts represent the combination of interest income and interest expense as presented in our Financial Statements. Refer to note 6 to our Financial Statements for each period for an analysis of items included in these amounts.

(3) Refer to note 5 to our Financial Statements for each period for an analysis of the amounts which comprise exceptional items and amortization.

(4) EBITDA is defined as profit attributable to equity holders of the company before taxation, interest expense (including write-off and amortization of deferred finance costs and the expected increase in plan liabilities in respect of defined benefit pension plans), interest income (including the expected return on plan assets in respect of defined benefit pension plans) depreciation (including the impairment of property, plant and equipment and right-of-use assets) and amortization (including the impairment of intangibles). See "Presentation of Financial Data and Non-IFRS Measures" for disclosures related to and considerations related to the use of non-IFRS measures.

(5) EBITDA margin is defined as EBITDA divided by revenue for each respective period. See **"**Presentation of Financial Data and Non-IFRS Measures**"** for disclosures related to and considerations related to the use of non-IFRS measures.

(6) Total net external borrowing consists of total borrowings and less cash and cash equivalents as reported in our consolidated financial statements, excluding lease liabilities. Total net debt consists of total borrowings as reported in our consolidated financial statements, including lease liabilities. See note 26 to the consolidated financial statements for FY April 2023 and FY April 2022 for an analysis of net debt. See "Presentation of Financial Data and Non-IFRS Measures" for disclosures related to and considerations related to the use of non-IFRS measures.

(7) Capital expenditures consist of additions of tangible fixed assets as presented in note 13 to our consolidated financial statements for FY April 2023 and FY April 2022. For additional information regarding our capital expenditures, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Balance Sheet—Property, Plant and Equipment." Proceeds from used equipment sales consists of revenue from the sale of used rental equipment as reported in our consolidated financial statements.

(8) Original cost of fixed asset disposals represents the initial cost of such fixed assets to the Group. Such amount does not take into account changes in the price of replacement equipment, and therefore may not be an accurate indication of the current cost of replacing old or obsolete equipment.

(9) Amounts represent non-IFRS ratios which have been calculated using amounts included elsewhere in the tables above. Refer to the calculations and reconciliations provided elsewhere to understand the components of these non-IFRS measures and the reasons for their use. See "Presentation of Financial Data and Non-IFRS Measures" for disclosures related to and considerations related to the use of non-IFRS measures. Excluding the impact of IFRS 16, the ratio of total net external borrowing debt to EBITDA (excluding IFRS 16) was 1.6 times on a reported basis as at April 30, 2023.

(10) Revenue and EBITDA amounts presented in pounds for Sunbelt UK in FY April 2023, FY April 2022, FY April 2021 and in Canadian dollars for Sunbelt Canada in FY April 2023, FY April 2022, FY April 2021 represent the underlying results of Sunbelt UK and Sunbelt Canada according to the books and records maintained in pounds and Canadian dollars and are used by the Group when consolidating the results of Sunbelt UK and Sunbelt Canada into the Group consolidated financial statements.

(11) Amounts represent EBITDA for each of our business segments as included in note 3 to our Financial Statements for each period, which are defined similarly to "EBITDA" in note 3 above. See "Presentation of Financial Data and Non-IFRS Measures" for disclosures related to and considerations related to the use of non-IFRS measures.

(12) Effective from May 1, 2021, the Group decided to change its presentational currency from sterling to US dollars to allow for greater transparency in the Group's performance to investors and other stakeholders and reduced foreign exchange volatility given that c. 85% of the Group's revenue and c. 95% of the Group's operating profit originate in US dollars. As such, the Group began presenting its consolidated financial statements in the year ending April 30, 2022 in US dollars. In accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, this change in presentational currency was applied retrospectively and accordingly, prior year comparatives have been restated. Within this document, where we present financial information for FY April 2021 in US dollars, we have therefore translated it in accordance with IFRS as if the Group had always presented its financial information in US dollars.

RISK FACTORS

An investment in the Notes involves a high degree of risk. You should carefully consider the following risks, together with other information provided to you in this offering memorandum, in deciding whether to invest in the Notes. The below risks include all risks we deem material currently known to us in relation to the Notes, to the Issuer of the Notes and to each of the guarantors of the Notes. The occurrence of any of the events discussed below could harm us. Any of the risks described below, individually or together, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects as well as the value of the Notes. Additional risks not currently known to us or that we now deem immaterial may also harm us and affect your investment.

This offering memorandum contains "forward-looking" statements that involve risks and uncertainties. Our actual results may differ significantly from the results discussed in such forward-looking statements. Factors that might cause such differences include those discussed below. See "Information Regarding Forward-Looking Statements."

Risks relating to our business

Our business is highly competitive and competitive pressures could lead to a decrease in our market share or the prices we can charge.

The equipment rental industry is highly competitive and highly fragmented. Many of the markets in which we operate are served by numerous competitors, ranging from multinational equipment rental companies, like ourselves, to smaller multi-regional companies and small, independent businesses with a limited number of locations. The UK rental market is also comparatively more saturated with competitors than the US market. We may encounter increased competition from existing competitors or new market entrants in the future, particularly in the US, which could adversely affect our revenues and operating results by, among other things, decreasing our rental volumes, depressing prices that we can charge or increasing our costs to retain our employees.

Our revenue and operating results have varied historically from period to period and any unexpected periods of decline could result in an overall decline in our available cash flows, make it more difficult for us to make payments under the Notes, or could affect the trading value of the Notes.

Our revenue and operating results have varied historically from period to period and may continue to do so. We have identified below certain of the factors which may cause our revenue and operating results to vary:

- the impact and effects of public health crises, pandemics and epidemics;
- seasonal rental patterns, with rental activity tending to be lowest in the winter;
- the timing of expenditure for new equipment and the disposal of used equipment;
- changes in demand for our equipment or the prices we charge due to changes in economic conditions, competition or other factors;
- changes in the interest rates applicable to our variable rate debt, and the overall level of our debt;
- fluctuations in exchange rates or fuel costs;
- general economic conditions in the markets where we operate;
- the cyclical nature of our customers' businesses, particularly those operating in the commercial construction and industrial sectors;
- price changes in response to competitive factors;
- commodity price pressures and the resultant increase in the cost of fuel and steel to our equipment suppliers, which can result in increased equipment costs for us that we may not be able to pass through to our customers as price increases;

- other cost fluctuations, such as costs for employee-related compensation and healthcare benefits;
- labor shortages, work stoppages or other labor difficulties;
- potential enactment of new legislation affecting our operations or labor relations;
- timing of acquisitions and new location openings and related costs;
- possible unrecorded liabilities of acquired companies and difficulties associated with integrating acquired companies into our existing operations;
- our effectiveness in integrating acquired businesses and new locations; and
- possible write-offs or exceptional charges due to changes in applicable accounting standards, store reorganizations, obsolete or damaged equipment or the refinancing of our existing debt.

One or a number of these factors, in addition to the factors discussed above under "Information Regarding Forward-Looking Statements," could cause a decrease in the amount of our available cash flows, which would make it more difficult for us to make payments required by the Notes, or could affect the trading value of the Notes.

Our industry is cyclical in nature. An economic slowdown or decrease in general economic activity could cause weakness in our end markets and have adverse effects on our revenue and operating results.

A large portion of our customer base comes from the commercial construction and industrial sectors, which are cyclical in nature. In the past, weakness in our end markets has led to a decrease in the demand for our equipment and in the rates we realized. Such decreases adversely affected our operating results by causing our revenues to decline and, because certain of our costs are fixed, our operating margins to be reduced. A worsening of economic conditions, in particular with respect to our construction and industrial activities, could cause weakness in our end markets and adversely affect our revenues and operating results.

The following factors, among others, may cause weakness in our end markets, either temporarily or long-term:

- a decrease in expected levels of infrastructure spending by government entities in North America or the UK;
- uncertainty regarding global, regional and/or sovereign economic conditions;
- a lack of availability of credit;
- an increase in the cost of construction materials;
- an increase in interest rates;
- rising or persistent rates of inflation;
- rising commodity prices;
- adverse weather conditions, which may temporarily affect a particular region; or
- an overcapacity in the businesses that drive the need for commercial construction or industrial equipment.

Our business, operating results, and cash flows may be adversely impacted by a rising rate of inflation.

Due to supply chain constraints and labor shortages, amongst other global economic conditions, there have been significant recent inflationary trends in the cost of equipment, labor, freight costs, fuel costs and other expenses. These inflationary pressures could affect wages, the cost of and our ability to obtain equipment from suppliers, the price of our products and services, our ability to meet customer demand, our gross margins and our operating profit. Continuing elevated levels of inflation may further exacerbate other risks discussed in this "Risk Factors"

section, such as risks related to our suppliers' ability to source and provide equipment, our customers' ability and willingness to pursue construction projects and our ability to attract, motivate and retain key personnel. If we are unable to successfully manage the effects of inflation, our business, operating results, cash flows and financial condition may be adversely affected.

If we are unable to collect on contracts with customers, our operating results would be adversely affected.

One of the reasons some of our customers find it more attractive to rent equipment than own that equipment is the need to deploy their capital elsewhere. This has historically been particularly true in the construction industry. However, some of our customers may have liquidity issues and ultimately may not be able to fulfill the terms of their rental agreements with us. If we are unable to manage credit risk issues adequately, or if a large number of customers should have financial difficulties at the same time, our credit losses could increase above historical levels and our operating results would be adversely affected. Further, delinquencies and credit losses generally can be expected to increase during economic slowdowns or recessions.

We are dependent on our relationships with key suppliers to obtain equipment and other supplies for our business on acceptable terms.

We have achieved significant cost savings through our centralization of equipment and non-equipment purchases. However, as a result, we depend on a smaller group of key suppliers. While we make every effort to evaluate our counterparties prior to entering into long-term and other significant procurement contracts, we cannot predict the impact on our suppliers of changes in the economic environment and other developments in their respective businesses. Insolvency, financial difficulties or other factors may result in our suppliers not being able to fulfill the terms of their agreements with us. Further, such factors may render suppliers unwilling to extend contracts that provide favorable terms to us, or may force them to seek to renegotiate existing contracts with us. Although we believe we have alternative sources of supply for the equipment and other supplies used in our business, termination of our relationship with any of our key suppliers could have a material adverse effect on our business, financial condition, results of operations and cash flows in the event that we were unable to obtain adequate equipment or supplies from other sources in a timely manner or at all.

If the average age of our rental fleet increases, our operating costs may increase and we may be unable to pass along such costs to customers, impacting our results of operations.

If our rental equipment ages, the costs of maintaining such equipment, if not replaced within a certain period of time, will likely increase. The costs of maintenance may materially increase in the future and could have a material adverse effect on our financial condition, results of operations and cash flows.

The costs of new equipment we use in our fleet may increase, requiring us to spend more for replacement equipment or preventing us from procuring equipment on a timely basis.

The cost of new equipment for use in our rental fleet could increase due to increased material costs to our suppliers or other factors beyond our control. Such increases could materially adversely impact our financial condition, results of operations and cash flows in future periods. Furthermore, changes in customer demand could cause certain of our existing equipment to become obsolete and require us to purchase new equipment at increased costs.

Our rental fleet is subject to residual value risk upon disposition, and may not sell at the prices or in the quantities we expect.

The market value of any given piece of rental equipment could be less than its depreciated value at the time it is sold. The market value of used rental equipment depends on several factors, including:

- the market price for comparable new equipment;
- wear and tear on the equipment relative to its age and the effectiveness of preventive maintenance;
- the time of year that it is sold;

- the supply of similar used equipment on the market;
- the existence and capacities of different sales outlets;
- the age of the equipment, and the amount of usage of such equipment relative to its age, at the time it is sold;
- worldwide and domestic demand for used equipment;
- the effect of advances and changes in technology in new equipment models; and
- general economic conditions.

We include in income from operations the difference between the sales price and the depreciated value of an item of equipment sold. Changes in our assumptions regarding depreciation could change our depreciation expense, as well as the gain or loss realized upon disposal of equipment. Sales of our used rental equipment at prices that fall significantly below our expectations and/or in lesser quantities than we anticipate could have a negative impact on our financial condition, results of operations and cash flows.

The nature of our business exposes us to various liability claims which may exceed the level of our insurance.

Our business exposes us to claims for personal injury, death or property damage resulting from the use of the equipment we rent and from injuries caused in motor vehicle accidents in which our vehicles are involved. We carry insurance covering a wide range of potential claims at levels we believe are sufficient to cover existing and future claims.

Our US liability insurance programs provide that we can recover our liability related to each and every valid claim in excess of $2 million in relation to general liability and workers' compensation claims and in excess of $3 million in relation to motor vehicle claims. In the UK, our self-insured excess per claim is much lower than in the US and is typically £50,000 per claim or less. Our liability insurance coverage is limited to a maximum of £175 million per claim. Although we have not experienced any material losses that were not covered by insurance, our future claims may exceed the level of our insurance, and such insurance may not continue to be available at the same levels or on economically reasonable terms, or at all.

We have made acquisitions in the past which entail certain risks, as do any growth initiatives, including additional acquisitions or consolidations that we may pursue in the future.

We have historically achieved a portion of our growth through acquisitions, and we will continue to consider potential acquisitions on a selective basis. From time-to-time we have also approached, or have been approached, to explore consolidation opportunities with other public companies or large privately held companies.

It is possible that we will not realize the expected benefits from our acquisitions (whether historical or future) or that our existing operations will be adversely affected as a result of acquisitions. Acquisitions entail certain risks, including but not limited to:

- unrecorded or otherwise unknown liabilities of acquired companies, including failures in compliance, that we fail to discover during our due diligence investigations, that are not subject to indemnification or reimbursement by the seller, or that we have otherwise assumed the risk of;
- difficulty in assimilating the operations and personnel of the acquired companies within our existing operations or in maintaining uniform standards;
- expansion into businesses outside our core competencies that may not perform as expected or that customers may not value;
- loss of key employees of the acquired companies;
- the failure to achieve anticipated synergies; and

- strains on management and other personnel time and resources to evaluate, negotiate and integrate acquisitions.

We would expect to pay for any future acquisitions using cash, capital stock, or incurrence of and/or assumption of indebtedness. To the extent that our existing sources of cash are not sufficient in any instance, we expect we would need additional debt or equity financing. Each type of financing involves its own risks; for example, equity financing (including by way of convertible debt) may have a dilutive effect on our existing stockholders. Acquisitions involving debt financing may create or magnify risks with respect to our leverage and debt service costs. If one or more acquisitions results in our becoming substantially more leveraged on a consolidated basis, our flexibility in responding to adverse changes in economic, business or market conditions may be adversely affected, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We could be adversely affected by environmental and safety requirements, which could force us to incur significant capital and other operational costs and could subject us to reputational damage, fines or other penalties for non-compliance.

Our operations, like those of other companies engaged in similar businesses, require the handling, use, storage and disposal of certain regulated materials. As a result, we are subject to the requirements of UK, US, Canada, federal, state and provincial and various other applicable environmental and occupational health and safety laws and regulations. These laws regulate such issues as waste water, storm water, solid and hazardous wastes and materials and air quality. Under these laws, we may be liable for, among other things, the costs of investigating and remediating contamination at our sites as well as sites to which we sent hazardous wastes for disposal or treatment regardless of fault, and fines and penalties for non-compliance. Our operations generally do not raise significant environmental risks, but we use hazardous materials to clean and maintain equipment, dispose of solid and hazardous waste and waste water from equipment washing and store and dispense petroleum products from underground and above ground storage tanks located at certain of our locations.

We may not at all times be in complete compliance with all such requirements. We are subject to potentially significant fines or penalties, as well as reputational damage, if we fail to comply with any of these requirements. We have made and will continue to make capital and other expenditures in order to comply with these laws and regulations and we have purchased insurance to cover certain environmental liabilities. However, the requirements of these laws and regulations are complex, change frequently and could become more stringent in the future. It is possible that these requirements will change or that liabilities that are not covered by our insurance coverage will arise in the future in a manner that could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Based on the conditions currently known to us, we do not believe that any pending or likely remediation and compliance costs will have a material adverse effect on our business. We cannot be certain, however, as to the potential financial impact on our business if new adverse environmental conditions are discovered or environmental and safety requirements become more stringent. If we are required to incur environmental compliance or remediation costs that are not currently anticipated by us, our business could be adversely affected depending on the magnitude of the cost. See "Overview—Environmental and Safety Matters."

Future pandemics, such as the COVID-19 pandemic, could have adverse effect on our business.

While many of the direct impacts of the COVID-19 pandemic have eased, the longer-term macroeconomic effects on global supply chains, inflation, labor shortages and wage increases continue to impact many industries. Moreover, with the potential for new strains of COVID-19 or other pandemics to emerge, governments and businesses may re-impose aggressive measures to help slow their spread in the future. For this reason, among others, the potential global impacts are uncertain and difficult to assess.

The full extent of the impact and effects of COVID-19 or other pandemics will depend on future developments, including, among other factors, future variants of any such virus, availability, acceptance and effectiveness of vaccines along with related travel advisories, quarantines and restrictions, the recovery time of the disrupted supply chains and industries, the impact of labor market interruptions, the impact of government interventions, and uncertainty with respect to the duration of the global economic slowdown. COVID-19, or any future pandemics or epidemics, and

resulting impacts on the financial, economic and capital markets environment, and future developments in these and other areas present uncertainty and risk with respect to our performance, results of operation and financial position.

We have operations throughout the US, the UK and Canada, which exposes us to the laws and regulations of numerous national, state, provincial and local jurisdictions, in addition to various requirements to which we are subject as a government contractor. Changes in applicable law, regulations or requirements, or our material failure to comply with any of them, can increase our costs and have other negative impacts on our business.

Our 1,094 stores in the US, 185 stores in the UK and 119 stores in Canada expose us to a host of different local regulations, in addition to legal, regulatory and contractual requirements we face as a government contractor. These laws and requirements address multiple aspects of our operations, such as worker safety, consumer rights, privacy, employee benefits and labor relations and may also impact other areas of our business, such as pricing. There are often different requirements in different jurisdictions. Changes in these requirements, or any material failure by our branches to comply with them, can increase our costs, negatively affect our reputation and our business, require significant management time and attention and generally otherwise impact our operations in adverse ways.

A prolonged labor dispute could hurt our business.

As of April 30, 2023, approximately 6% of Sunbelt Rentals' employees in North America are represented by unions and/or covered by collective bargaining agreements. There can be no assurance that our non-unionized employees in North America, the UK or elsewhere will not become members of a union and/or become covered by a collective bargaining agreement, including through an acquisition of a business whose employees are subject to such an agreement. If we experience a prolonged labor dispute involving a significant number of our employees, our business would be adversely affected. Furthermore, our labor costs could increase as a result of the settlement of actual or threatened labor disputes. See "Overview—Employees."

The United Kingdom's withdrawal from the European Union could have an adverse impact on our business.

On January 31, 2020, the U.K. ceased being a Member State of the European Union ("EU"). The U.K. and the EU signed a EU-UK Trade and Cooperation Agreement, which became effective on May 1, 2021. Such a withdrawal from the EU is unprecedented, and it is unclear how the restrictions on the U.K.'s access to the European single market for goods, capital, services and labor within the EU, and the wider commercial, legal and regulatory environment, will impact our current and future operations (including business activities conducted by third parties and contract manufacturers on our behalf) in the U.K.

Currency and interest rate fluctuations may have a material impact on our business, financial condition and results of operations.

Currency risk is predominantly translation risk as there are no significant transactions in the ordinary course of business that take place between foreign affiliates. The Group's reporting currency is US dollars and while the majority of our assets, liabilities, revenue and costs are denominated in US dollars from stores located in the US, 15% of our revenue for FY April 2023 was denominated in pounds and Canadian dollars arising from our stores located in the UK and Canada. In order to include the results of operations of our UK and Canadian businesses in our Financial Statements, we must translate the results of those operations to US dollars at the applicable exchange rate, which continuously fluctuates. Fluctuations in the value of the US dollar with respect to the pound and Canadian dollar may have an impact on our financial condition and results of operations as reported. Currency fluctuations can also have an impact on our consolidated balance sheet when we translate the financial statements of our UK and Canadian subsidiaries into US dollars.

We are also exposed to interest rate risk on our floating rate debt (such as under our First Priority Senior Secured Credit Facility). Fluctuations in interest rates may affect our interest expense on existing debt and the cost of new debt financing. We periodically utilize interest rate swap agreements to manage and mitigate our exposure to changes in interest rates. However, as at April 30, 2023, we had no such swap agreements outstanding. As such, our financial condition and results of operations may be materially adversely affected by increases in interest rates.

For a further discussion of these matters and the measures we have taken to seek to protect our business against these risks, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosures About Market Risk."

If we determine that our goodwill has become impaired, we may incur impairment charges, which would negatively impact our operating results.

At April 30, 2023, we had $2,866 million of goodwill on our audited consolidated balance sheet. Goodwill represents the excess of cost over the fair value of net assets acquired in business combinations. We assess potential impairment of our goodwill at least annually. Impairment may result from significant changes in the manner of use of the acquired assets, negative industry or economic trends and/or significant underperformance relative to historical or projected operating results. An impairment of our goodwill may have a material adverse effect on our results of operations.

Turnover of members of our management and staff and our ability to attract and retain key personnel may affect our ability to efficiently manage our business and execute our strategy.

Our business depends on the quality of, and our ability to retain, our senior management and staff, and competition in our industry and the business world for top management talent is generally significant. Although we believe we generally have competitive pay packages, we can provide no assurance that our efforts to attract and retain senior management staff will be successful. Moreover, given the volatility in our stock price, it may be more difficult and expensive to recruit and retain employees, particularly senior management, through grants of equity-based awards. This in turn could place greater pressure on us to increase the cash component of our compensation packages, which may adversely affect our results of operations. In addition, the loss of services of certain members of our senior management could adversely affect our business until suitable replacements can be found. There may be a limited number of persons with the requisite skills to serve in these positions and we cannot assure you that we would be able to locate or employ such qualified personnel on terms acceptable to us or at all. In addition, we depend upon the quality of our staff personnel, including sales and customer service personnel who routinely interact with and fulfill the needs of our customers. Although we believe we have established competitive pay and benefit packages, as well as the right working environment for our staff, there is no assurance we can effectively limit staff turnover. A significant increase in such turnover could negatively affect our business, financial condition, results of operations and cash flows.

Our business could be hurt if we are unable to obtain capital as required, resulting in a decrease in our revenue and cash flows.

We require capital for, among other purposes, purchasing rental equipment to replace existing equipment that has reached the end of its useful life and for growth resulting from establishing new rental locations or stores, completing acquisitions and refinancing existing debt. If the cash that we generate from our business, together with cash that we may borrow under our First Priority Senior Secured Credit Facility, is not sufficient to fund our capital requirements, we will require additional debt and/or equity financing. If such additional financing is not available to fund our capital requirements, we could suffer a decrease in our revenue and cash flows that would have a material adverse effect on our business. Furthermore, our ability to incur additional debt is and will be contingent upon, among other things, the covenants contained in the Indenture, the indentures governing the Existing Notes and the First Priority Senior Secured Credit Facility, including limitations on the amount of senior debt that may be incurred. We cannot be certain that any additional financing that we require will be available or, if available, will be available on terms that are satisfactory to us. If we are unable to obtain sufficient additional capital in the future, our business could be materially adversely affected.

Disruptions in our information technology systems could limit our ability to effectively monitor and control our operations and adversely affect our operating results.

Our information technology systems, including our point of sale information technology platforms, facilitate our ability to monitor and control our assets and operations and adjust to changing market conditions and customer needs. Any disruptions in these systems or the failure of these systems to operate as expected could, depending on the magnitude of the problem, adversely affect our operating results by limiting our capacity to effectively record, monitor and control our assets and operations and adjust to changing market conditions in a timely manner. In addition, the security measures we employ to protect our systems may not detect or prevent all attempts to hack our systems, denial-

of-service attacks, viruses, malicious software, employee error or malfeasance, phishing attacks, security breaches, disruptions during the process of upgrading or replacing computer software or hardware or integrating systems of acquired businesses or other attacks and similar disruptions that may jeopardize the security of information stored in or transmitted by the sites, networks and systems that we otherwise maintain, which include cloud-based networks and data center storage. We are continuously developing and enhancing our controls, processes, and practices designed to protect our systems, computers, software, data, and networks from attack, damage, or unauthorized access. This continued development and enhancement requires us to expend additional resources. However, we may not anticipate or combat all types of future attacks until after they have been launched. If any of these breaches of security occur or are anticipated in the future, we could be required to expend additional capital and other resources, including costs to deploy additional personnel and protection technologies, train employees and engage third-party experts and consultants. As a result of the COVID-19 pandemic and the resultant growth in remote work, we face heightened cybersecurity risks due to our increased reliance on internet technology, which could strain our technology resources or create additional opportunities for cybercriminals to exploit vulnerabilities.

In addition, because our point of sale systems sometimes contain information about individuals and businesses, our failure to appropriately safeguard the security of the data we hold, whether as a result of our own error or the malfeasance or errors of others, could harm our reputation or give rise to legal liabilities, leading to lower revenues, increased costs and other material adverse effects on our business and results of operations. Further, a cyber-security incident could lead to a loss of commercially sensitive data, a loss of data integrity within our systems or loss of financial assets through fraud. A cyber-attack or serious uncured failure in our systems could result in us being unable to deliver service to our customers.

Risks relating to our debt and the Notes

Our substantial debt could adversely affect our financial health and prevent us from fulfilling our obligations under the Notes.

We have a significant amount of debt and significant debt service obligations. At April 30, 2023, we had total debt of $8,989 million, including lease liabilities of $2,394 million, and $6,595 million of external borrowing debt. Total external borrowing debt, as a percentage of total book capitalization, was approximately 52% at April 30, 2023, represented by $547 million in outstanding 2026 Notes, $596 million in outstanding 2027 Notes, $595 million in outstanding 2028 Notes, $595 million in outstanding 2029 Notes, $744 million in outstanding 2031 Notes, $738 million in outstanding 2032 Notes, $743 million in outstanding 2033 Notes and approximately $2,038 million outstanding under our First Priority Senior Secured Credit Facility (with $2,573 million of availability under our First Priority Senior Secured Credit Facility, with an additional $4,968 million of suppressed availability, meaning that the covenant was not measured at April 30, 2023, and is unlikely to be measured in forthcoming quarters). On a pro forma basis, assuming issuance of the Notes and use of the proceeds therefrom, as of April 30, 2023, we would have had total external borrowing debt of approximately $6,595 million, total debt, as a percentage of total book capitalization, of approximately 52%, $547 million in outstanding 2026 Notes, $596 million in outstanding 2027 Notes, $595 million in outstanding 2028 Notes, $595 million in outstanding 2029 Notes, $744 million in outstanding 2031 Notes, $738 million in outstanding 2032 Notes, $743 million in outstanding 2033 Notes, $743 million in outstanding Notes and $1,295 million outstanding under our First Priority Senior Secured Credit Facility (and we would have had $3,316 million of availability under the First Priority Senior Secured Credit Facility). Our substantial debt could have important adverse consequences for us and to you as a holder of the Notes. For example, our substantial debt:

- will require us to dedicate a large portion of our cash flows from operations to fund payments on our debt, thereby reducing the availability of our cash flows to fund working capital, capital expenditures and other general corporate needs;
- will increase our vulnerability to adverse general economic or industry conditions or cycles;
- could limit our flexibility in planning for, or reacting to, changes in our business or the industry in which we operate;
- could limit our ability to raise additional debt or equity capital in the future;

- could restrict us from making strategic acquisitions or exploiting business opportunities;
- could make it more difficult for us to satisfy our obligations with respect to the Notes and our other debt; and
- could place us at a competitive disadvantage compared with our competitors that have less debt.

In addition, a portion of our debt bears interest at variable rates that are linked to changing market interest rates, which exposes us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate debt will increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing the debt, will correspondingly decrease. At April 30, 2023, pre-tax profits would change by approximately $21 million for each one percentage point change in interest rates applicable to the variable rate debt and, after tax effects, equity would change by approximately $16 million. Although we from time to time may hedge a portion of our exposure to variable interest rates by entering into interest rate swaps, we cannot assure you that we will put such hedging in place in the future or that such hedging would be effective. As a result, an increase in market interest rates would increase our interest expense and our debt service obligations, which would exacerbate the risks associated with our leveraged capital structure. At April 30, 2023, we had $2,038 million of variable rate debt.

Despite currently expected levels of debt, we and our subsidiaries may be able to incur substantially more debt. This could further exacerbate the risks described above.

We may be able to incur substantial additional debt in the future. The Indenture will not contain restrictions on the incurrence of additional debt. If we incur any additional debt that ranks equally with the Notes, subject to collateral arrangements, the holders of that debt will be entitled to share ratably with you in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of our company. To the extent new debt is added to our current debt levels, the substantial leverage risks described above would increase.

Our ability to generate cash depends on many factors beyond our control, and we may not be able to generate sufficient cash to service our debt.

To service our debt, we will require a significant amount of cash. Our ability to pay interest or principal or refinance our debt, including the Notes, will depend upon prevailing economic conditions and our future operating performance, which will be affected by general economic, financial, competitive, regulatory and business factors, some of which may be beyond our control.

We anticipate that our operating cash flows, together with money we can borrow under our First Priority Senior Secured Credit Facility, will be sufficient to meet anticipated future operating expenses, working capital requirements and to fund capital expenditures. However, we cannot assure you that our business will generate sufficient cash flows from operations, that currently anticipated revenue growth and operating improvements will be realized or that future borrowings will be available to us under our First Priority Senior Secured Credit Facility (or any other credit facility we may enter into in the future) in amounts sufficient to enable us to service our debt, including the amounts outstanding under the Existing Notes and borrowed under our First Priority Senior Secured Credit Facility, each of which mature prior to the maturity of the Notes, or to fund our other liquidity needs. If we are unable to meet our debt service obligations or fund our other liquidity needs, we may be required to:

- reduce or delay capital expenditures;
- limit our growth;
- seek additional debt financing or equity capital;
- forego opportunities such as the acquisitions of other businesses;
- sell assets; or
- restructure or refinance our debt.

We cannot assure you that any of these strategies could be effected on favorable terms or at all. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

We expect to be able to repay the principal amount outstanding under the Notes when the Notes mature in 2033. If we are unable to do so we expect to refinance such principal amount with new debt. We may, however, be unable to refinance such principal amount on terms satisfactory to us or at all.

The restrictive covenants associated with our debt may limit our ability to operate our business.

The instruments governing certain of our debt impose significant operating and financial restrictions on us. These restrictions limit, among other things, our ability and the ability of certain of our subsidiaries to:

- incur or assume additional debt;
- pay dividends or make distributions on Ashtead Group plc's capital stock or redeem, repurchase or retire for value Ashtead Group plc's capital stock or subordinated debt;
- make investments or loans or acquire other entities;
- issue or sell capital stock of restricted subsidiaries;
- engage in transactions with affiliates;
- create liens on assets;
- sell, assign, lease, consign or otherwise dispose of any assets or property;
- enter into sale and leaseback transactions;
- make payments on subordinated debt or amend or modify the terms of indentures or certain other debt documents;
- in the case of a subsidiary that is not a subsidiary guarantor, guarantee our debt, the Issuer's debt (other than the Notes) or debt of any other subsidiary;
- enter into new lines of business; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

Our First Priority Senior Secured Credit Facility includes "springing" financial covenants which are tested only if excess availability under the credit facility is less than 10% of the total revolving commitments under the facility. Substantially all of our assets are subject to liens securing indebtedness under our First Priority Senior Secured Credit Facility. These restrictions could limit our ability to obtain future financing, make needed capital expenditures, withstand a downturn in our business, or otherwise conduct necessary corporate activities.

Our failure to comply with these restrictions could lead to a default under the terms of the relevant debt even if we were able to meet the related debt service obligations.

If there were an event of default under our First Priority Senior Secured Credit Facility, the indentures governing the Existing Notes or other debt, the holders of the affected debt could elect to accelerate such debt, declaring all of such debt to be immediately due and payable, which, in turn, could cause much of our other debt to become immediately due and payable. Upon such an event, we might not have sufficient funds available to satisfy such obligations, and we might be unable to obtain sufficient funds from alternative sources on terms favorable to us or at all. If the amounts outstanding under our First Priority Senior Secured Credit Facility were accelerated and we could not obtain sufficient funds to satisfy our obligations, our lenders could proceed against our assets and the stock and assets of our subsidiaries that guarantee the First Priority Senior Secured Credit Facility, the Existing Notes and the Notes.

The Issuer is dependent upon payments from our subsidiaries to meet its obligations under the Notes and there are currently no resources supporting a number of the guarantors' guarantees of the Notes other than those to which holders of the Notes already have access as direct creditors.

The Issuer's only asset is, and following this offering of Notes will be, intercompany loans of the proceeds of the offerings of the Existing Notes and the Notes to Sunbelt US. The Issuer's ability to make payment on the Notes is dependent on Sunbelt US generating sufficient cash to make payments on the loans, or on our other subsidiaries generating sufficient cash resources to make loans or contributions to Sunbelt US or the Issuer to allow payments on the loans, the Notes or the Existing Notes, respectively. The ability of Sunbelt US or our other subsidiaries to generate sufficient cash resources will depend on a number of factors, including competitive and economic conditions in the jurisdictions in which such subsidiaries operate. See, generally, "—Risks Relating to Our Business." Accordingly, you should only rely on the guarantees of the Notes to provide credit support in respect of payments on the Notes. Future borrowings by our subsidiaries may contain restrictions or prohibitions on the making of loans or contributions (or otherwise) by our subsidiaries to the Issuer.

Although the guarantors guarantee the Existing Notes, and will guarantee the Notes, in each case on a senior basis, a number of guarantors currently conduct no business and have no material assets. For example, Ashtead Group plc has no material assets other than the share capital of its subsidiary, Ashtead Holdings PLC, and has certain liabilities. Ashtead Group plc derives all of its operating income from and holds all its assets through its subsidiary, Ashtead Holdings PLC. Since all of the assets and the share capital owned by Ashtead Group plc have been pledged to secure Ashtead Group plc's guarantee of its obligations under the First Priority Senior Secured Credit Facility, there are currently no resources that will support Ashtead Group plc's guarantee of the Notes besides those to which holders of the Notes may have access as direct creditors.

The Notes will be effectively subordinated to our and our guarantors' secured debt to the extent of the value of the property securing that debt.

The Notes will not be secured by any of our or our guarantors' assets. As a result, the Notes and the guarantees will be effectively subordinated to our and our guarantors' secured debt with respect to the assets that secure that debt. As of April 30, 2023, after giving effect to this offering and the use of proceeds therefrom, we and the guarantors would have had $1,295 million of secured debt. As of April 30, 2023, we would also have had $3,316 million of availability under the First Priority Senior Secured Credit Facility.

Fraudulent transfer or fraudulent conveyance statutes may limit your rights as a holder of Notes.

The Issuer's obligations under the Notes as of the Issue Date will be guaranteed by Ashtead Group plc and substantially all of its material direct and indirect subsidiaries (other than the Issuer). The guarantees may be subject to review under the bankruptcy laws and insolvency laws or other similar creditor rights laws of the relevant jurisdiction in which each of the guarantors operates, and it is possible that creditors, liquidators, trustees or administrators of the guarantors or other parties in interest may challenge the guarantees as a fraudulent transfer or fraudulent conveyance, or as an analogous transaction or procedure in the relevant jurisdiction (in this regard, see "—Local insolvency laws may not be as favorable to you as those of another jurisdiction with which you may be familiar"). If so, such laws may permit a court, if it makes certain findings, to:

- avoid all or a portion of the guarantors' obligations under the guarantees;
- subordinate the guarantors' obligations under the guarantees to their other existing and future debt, entitling other creditors to be paid in full before any payment is made under the guarantees;
- direct that holders of the Notes return any amounts paid under a guarantee to the relevant guarantor or to a fund for the benefit of its creditors;
- limit the amount that will result in its guarantee not constituting a fraudulent transfer or fraudulent conveyance or improper corporate distribution; or
- take other action detrimental to you, including invalidating the guarantees.

Under such bankruptcy and fraudulent transfer or fraudulent conveyance laws, to take any of those actions, courts will typically need to find that, at the time the guarantees were issued, the guarantor:

- issued the guarantee of the Notes with the actual intent of hindering, delaying or defrauding current or future creditors; or

- received no, or significantly less than fair consideration or reasonably equivalent, value for incurring the debt represented by the guarantees and was insolvent or was rendered insolvent by reason of the issuance of the guarantee; was engaged, or about to engage, in a business or transaction for which the guarantor's remaining assets and capital were insufficient, or intended to incur, or should have believed the guarantor would incur, debts beyond its ability to pay as they matured.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is satisfied. A court may find that a guarantor did not receive reasonably equivalent value or fair consideration for its guarantee if the guarantor did not benefit directly or indirectly from the issuance of the guarantees. Thus, if the guarantees were legally challenged, any guarantee could be subject to the claim that, since the guarantee was incurred for the Issuer's benefit, and only indirectly for the benefit of the guarantor, the obligations of the applicable guarantor were incurred for less than reasonably equivalent value or fair consideration.

Many of the foregoing terms are defined in or interpreted under those fraudulent transfer or fraudulent conveyance statutes.

Different jurisdictions define "insolvency" in various ways. However, a guarantor generally would be considered insolvent at the time it issued the guarantee if:

- its liabilities exceeded its assets, at a fair valuation;

- it could not pay its debts as they fell due; or

- the present saleable value of its assets was less than the amount required to pay its total existing debts and liabilities, including the probable liability related to contingent liabilities, as they became absolute or matured.

We cannot assure you (1) which standard a court would apply in order to determine whether a guarantor was "insolvent" as of the date the guarantees were issued; (2) that, regardless of the method of valuation, a court would not determine that a guarantor was insolvent or rendered insolvent on that date; (3) that a court would not determine, regardless of whether or not a guarantor was insolvent on the date the guarantees were issued, that the guarantees constituted fraudulent transfers or fraudulent conveyances on other grounds; (4) that any payments to the holders of the Notes (including under the guarantees) did not constitute preferences, fraudulent transfers or fraudulent conveyances on other grounds; or (5) that the issuance of the Notes and the guarantees would not be subordinated to our or any guarantor's other debt. Moreover, there can be no assurance as to what standard a court would apply in making a determination as to the liability, if any, of each guarantor. If a court were to void a guarantee, you would no longer have a claim against the guarantor. Sufficient funds to repay the Notes may not be available from other sources, including the remaining guarantors, if any.

Each guarantee will contain a provision intended to limit the guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its subsidiary guarantee to be a fraudulent transfer or fraudulent conveyance. This provision may not be effective as a legal matter to protect the guarantees from being voided under fraudulent transfer or fraudulent conveyance law, or may reduce or eliminate the guarantor's obligation to an amount that effectively makes the subsidiary guarantee worthless.

In addition, any payment by us pursuant to the Notes or by a guarantor under a guarantee made at a time we or such guarantor was found to be insolvent could be voided and required to be returned to us or such guarantor or to a fund for the benefit of our or such guarantor's creditors if such payment is made to an insider within a one-year period prior to a bankruptcy filing or within 90 days for any outside party and such payment would give such insider or outsider party more than such creditors would have received in a distribution under the U.S. Bankruptcy Code in a hypothetical Chapter 7 liquidation.

Enforcing your rights as a holder of Notes or under the guarantees across multiple jurisdictions may prove difficult.

The Notes will be issued by Ashtead Capital, Inc., a company incorporated in Delaware. The Notes will be guaranteed by Ashtead Group plc, which is incorporated under the laws of England and Wales, and by substantially all of its material direct and indirect subsidiaries (other than the Issuer) as of the Issue Date, each of which is incorporated or organized under the laws of the US, England and Wales, Canada and Ireland.

If the Issuer cannot satisfy its obligations under the Notes, we cannot assure you that you would ever be repaid. In the event that any one or more of the Issuer or any of the guarantors experienced financial difficulty, it is not possible to predict with certainty in which jurisdiction or jurisdictions bankruptcy, insolvency or similar proceedings would be commenced, or the outcome of such proceedings. Instead, in the event of a bankruptcy, insolvency or similar event, of one or more of the Issuer or the guarantors, proceedings could be initiated in, among other jurisdictions, the US, the UK, Canada or Ireland. Such multi-jurisdictional proceedings are likely to be complex and costly for creditors and otherwise may result in greater uncertainty and delay regarding the enforcement of your rights. Your rights under the Notes and the guarantees may be subject to the insolvency and administrative laws of several jurisdictions, and there can be no assurance that you will be able to effectively enforce your rights in such complex bankruptcy, insolvency or similar proceedings.

In addition, the bankruptcy, insolvency, administrative and other laws of the Issuer's and the guarantors' jurisdictions of incorporation or organization may be materially different from, or be in conflict with, each other and those with which you may be familiar, including in the areas of rights of creditors, priority of governmental and other creditors, ability to obtain post-petition interest and duration of the proceeding. The application of these laws, or any conflict among them, could call into question whether any particular jurisdiction's laws should apply, adversely affect your ability to enforce your rights under the Notes and the guarantees in the relevant jurisdictions or limit any amounts that you may receive.

Furthermore, although we believe that the guarantees of these guarantors are enforceable (subject to any local law restrictions), there can be no assurance that the guarantors (as a debtor-in-possession), a trustee in bankruptcy or other third parties would not challenge these guarantees of the Notes and prevail in court.

Local insolvency laws may not be as favorable to you as those of another jurisdiction with which you may be familiar.

Ashtead Group plc and certain of the other guarantors are incorporated under the laws of England and Wales, and the Issuer and certain other guarantors are incorporated in the US. The insolvency laws of some of these jurisdictions may not be as favorable to your interests as the laws of jurisdictions with which you may be familiar.

The following is a brief description of certain aspects of insolvency law in England and the US, where the most significant guarantors are incorporated. In the event that any one or more of the Issuer or the guarantors experienced financial difficulty, it is not possible to predict with certainty the jurisdiction or jurisdictions in which insolvency or similar proceedings would be commenced, or the outcome of such proceedings.

England and Wales

Ashtead Group plc and a number of the other guarantors are companies incorporated under the laws of England and Wales. Accordingly, insolvency or security proceedings with respect to these English companies may be based on English insolvency laws. English insolvency laws may also be relevant where non-English companies have assets or operations in England. For example, a US incorporated company, has been subject to English insolvency procedures on the basis that its "centre of main interests" was in fact based in England.

Ashtead Group plc and a number of the other guarantors incorporated under the laws of England and Wales have created a floating charge over all or substantially all of their assets. Where a floating charge over all or substantially all of a company's assets has been created on or after September 15, 2003, it is subject to the provisions of the Enterprise Act 2002 which, in general, prohibits the appointment of an administrative receiver under that charge. Such security can, in general, only be enforced through the appointment of an administrator. There are exceptions to the prohibition against appointing an administrative receiver, for example, where the security interest is taken in respect of certain transactions in the capital markets. This exception is broadly drafted but, among other things, requires that

the security be in respect of a capital market arrangement and that the arrangement involve the issue of a capital market investment and a party to incur, or if at the time an agreement was entered into it was expected to incur, a debt of at least £50 million. The Enterprise Act 2002 also introduced the concept of ring-fencing a certain percentage of floating charge realizations for the benefit of unsecured creditors. This applies to 50% of the first £10,000 of floating charge realizations and 20% of the remainder over £10,000, with a maximum aggregate cap of £800,000 (except where the company's net property is available to be distributed to the holder of a first-ranking floating charge created before 6 April 2020, in which case the maximum aggregate cap is £600,000).

The relevant English insolvency statutes empower English courts to make an administration order in respect of an English company in certain circumstances. An administrator can be appointed by, among others, the company, its directors or the holder of a 'qualifying floating charge' and different procedures apply according to the identity of the appointer. Once appointed, the administrator must perform his functions with the objective of: (a) rescuing the company as a going concern; (b) achieving a better result for the company's creditors as a whole than would be likely if the company were wound up (without first going into administration); or (c) realizing property in order to make a distribution to one or more secured or preferential creditors. The administrator must perform his or her functions in the interests of the company's creditors as a whole. He may only perform his functions in pursuit of the objective stated in (b) if, in the administrator's opinion, it is either not reasonably practicable to rescue the company, or the objectives described in (b) would achieve a better result for the company's creditors as a whole. The administrator may only perform his or her functions in pursuit of the objective stated in (c) if the administrator believes that it is not reasonably practicable to achieve the objectives stated in (a) or (b) and to do so would not unnecessarily harm the interests of the creditors of the company as a whole. During the administration, in general no proceedings or other legal process may be commenced or continued against the debtor, except with leave of the court or consent of the administrator. If either Ashtead Group plc, Ashtead Holdings PLC or any of the other UK guarantors were to enter into administration proceedings, it is possible that the obligations due under the Notes and the guarantee of the Notes by such guarantor may not be enforced while the relevant company was in administration.

In the event of a liquidation under English law of Ashtead Group plc and the other UK guarantors, the liabilities of Ashtead Group plc and the other UK guarantors to their respective unsecured creditors will be satisfied only after payment of all secured indebtedness (to the extent of the assets securing that indebtedness and subject to the ring-fencing of a certain percentage of floating charge restrictions for the benefit of unsecured creditors as described above) and after payment of all claims entitled to priority under English insolvency law. Currently, these debts entitled to priority may include (a) amounts owed in respect of unpaid contributions for occupational pension plans, (b) certain amounts owed to employees in respect of unpaid wages and holiday entitlements and (c) claims by HMRC for certain amounts of tax held by the company on behalf of employees or customers, including VAT, PAYE income tax, employee NI contributions and Construction Industry Scheme deductions. Further, all expenses (including the liquidator's remuneration) properly incurred in a winding-up are also payable out of the company's assets in priority to all other claims.

Any interest accruing under or in respect of the Notes in respect of any period after the commencement of liquidation proceedings would only be recoverable by holders of the Notes from any surplus remaining after payment of all other debts proved in the proceedings and accrued and unpaid interest up to the date of the commencement of the proceedings.

Under English insolvency law, a liquidator or administrator of either Ashtead Group plc or one of the other UK guarantors could apply to the court to set aside the issuance of its guarantee if such liquidator or administrator believed that issuance of such guarantee constituted a transaction at an undervalue. Under English insolvency law, the liquidator or administrator of a company may, among other things, apply to the court to set aside a transaction entered into by a company at an under value, if such company was insolvent (as defined in the UK Insolvency Act 1986, as amended) at the time of, or in consequence of, the transaction and enters into liquidation or administration within two years of entering into the transaction. A transaction might be considered to be at an undervalue and thus subject to be set aside if it involved a gift by a company, if a company received no consideration or if a company received consideration of significantly less value, in money or money's worth, than the consideration given by such company. Upon such application, a court can make such order as it thinks fit to restore the company to the position it would have been in had it not entered into the transaction. A court generally will not intervene, however, if it is satisfied that the company entered into the transaction in good faith and for the purpose of carrying on its business, and that at the time it did so there were reasonable grounds for believing the transaction would benefit such company. We believe that

the guarantees by Ashtead Group plc and the other UK guarantors will be provided in good faith for the purposes of continuing their business and that there were reasonable grounds for believing that the transaction would benefit Ashtead Group plc and the other UK guarantors. The provision of the guarantees by Ashtead Group plc and the other UK guarantors could, however, be challenged by a liquidator or administrator subsequently and a court might not support this analysis.

An administrator or liquidator may apply to the court for an order avoiding any action taken by the company within six months (two years if the person receiving the preference is connected with the company) before the company went into administration or liquidation which has the effect of putting a creditor, guarantor or surety of the company in a better position (in the event of the company going into insolvent liquidation) than if the action had not been taken. In order to be successful, it must be shown that the company was influenced by a desire to produce that result and provided that, at the time or as a result of the preference, the company was unable to pay its debts.

Where it can be shown that a transaction was at an undervalue and was made for the purposes of putting assets beyond the reach of a person who is making, or may make, a claim against a company, or of otherwise prejudicing the interests of a person in relation to the claim, which that person is making or may make, the transaction may be set aside by the court as a transaction defrauding creditors. This provision may be used by any person who claims to be a "victim" of the transaction and is not therefore limited to liquidators or administrators. There is no statutory time limit in the English insolvency legislation within which the challenge must be made and the relevant company does not need to be insolvent at the time of the transaction.

United States

The Issuer is a corporation incorporated under the laws of the state of Delaware. In addition, certain of the guarantors are incorporated or formed under the laws of various states of the US. US federal and state insolvency laws may be relevant upon the insolvency of any of these entities, and the application of these laws may affect the enforcement of, and the ability to recover funds under, the guarantees given by these guarantors. In addition, the Issuer or any guarantor may be able to obtain the protection of US bankruptcy laws by seeking bankruptcy or reorganization relief under the US federal Bankruptcy Code (the "Bankruptcy Code"), or creditors may involuntarily force the Issuer or any guarantor into bankruptcy, each as discussed below.

Corporate or limited liability company bankruptcy cases in the US are usually initiated under either chapter 7 or chapter 11 of the Bankruptcy Code. Chapter 7 of the Bankruptcy Code provides procedures for the orderly liquidation of a debtor's assets. Chapter 11 of the Bankruptcy Code provides protection for a debtor (often referred to as a "debtor in possession") while it reorganizes its obligations and capital structure or seeks to unwind in an order of liquidation. Generally speaking, chapter 11 of the Bankruptcy Code is more favorable to, and provides more autonomy and protection for, debtors than bankruptcy and insolvency procedures in many other jurisdictions. A bankruptcy case under chapter 11 may be initiated by the voluntary filing of a petition by the debtor entity or the involuntary filing of a petition against the debtor by one or more qualifying creditors of the debtor entity. Involuntary filings may be contested, including by the purported debtor. The right to file a petition is not limited to companies incorporated or formed in the US. Subject to certain specific exclusions, any person or entity that resides or has a domicile, a place of business or property in the US may be a debtor under the Bankruptcy Code. This includes companies or other entities organized under the laws of other jurisdictions that have a place of business or property in the US.

Following commencement of a bankruptcy case (whether under chapter 11 or chapter 7 of the Bankruptcy Code or another applicable chapter of the Bankruptcy Code or applicable state law provisions) the issuance of Notes by the Issuer and the granting of guarantees by the guarantors may be subject to review as a fraudulent transfer or fraudulent conveyance under the Bankruptcy Code or comparable provisions of state fraudulent transfers or fraudulent conveyance laws. Under applicable provisions of the Bankruptcy Code or comparable provisions of state fraudulent conveyance laws, such transactions may be set aside or rendered void if, among other things, the debtor which incurred the relevant indebtedness or issued the relevant guarantee (A) did so with actual intent to hinder, delay or defraud any entity to which the debtor was or became indebted, or (B) (i) received less than a reasonably equivalent value or fair consideration in exchange for such incurrence or issuance and (ii) (I) was insolvent on the date of such issuance or incurrence or became insolvent as a result thereof, (II) was engaged in business or a transaction, or was about to so engage, for which the property remaining with the entity was insufficient or unreasonably small capital, or (III) intended to incur, or believed that the debtor would incur, debts beyond its ability to pay as they matured.

The test of insolvency for the purposes of determining whether a transaction is a fraudulent transfer or fraudulent conveyance will vary depending on the applicable federal or state law, such that we cannot be certain as to the standards a court would use to determine whether the Issuer or the guarantors was solvent at the relevant time. Generally, an entity is considered insolvent if (i) the sum of its debts is greater than the value of all of its property at a fair valuation (exclusive of property transferred, concealed or removed with intent to hinder, delay or defraud such entity's creditors), or (ii) the present fair saleable value of its assets is less than the amounts that would be required to pay its probable liabilities on its existing debts, including contingent liabilities, as they become absolute and matured or (iii) it generally is not paying its debts as they become due.

We believe that the issuance of the Notes and the granting of the guarantees by the guarantors are not fraudulent transfers or fraudulent conveyances. There can be no assurance, however, that a court determining the merit of such issues would reach the same conclusion.

In order to emerge from bankruptcy as a reorganized entity, a debtor under a chapter 11 bankruptcy case must file with the Bankruptcy Court a written disclosure statement containing, among other things, information about its assets, liabilities and business affairs and a plan of reorganization which generally includes a classification of claims and proposals for how each class of claim will be treated on the reorganization or liquidation of the debtor. Claims will be classified by, among other things, their relative priority as determined by the Bankruptcy Court. Claims secured by a second lien are likely to be classified separately from and junior to those claims secured by a first lien on the same assets. The treatment of claims relating to the Notes or the guarantees may provide for payment of less than the full amount owing and/or payment in a form other than cash. Further, whether holders of the Notes are entitled to interest, fees and expenses on their claim that accrues during a bankruptcy will depend on, among other things, whether it is determined that the claims relating to the Notes are fully secured (after taking into account all claims secured by a first lien). Creditors whose claims are impaired (i.e., whose contractual rights are to be modified or who will be paid less than the full value of their claims under the plan) have a right to vote on the plan before the plan is confirmed by the Bankruptcy Court. A class of claims has accepted a plan if creditors holding at least two-thirds in amount and more than one-half in number of the allowed claims in such class vote to accept the plan. However, even if a class does not vote to accept a plan, a debtor may still try to confirm the plan over the objecting class by showing that the treatment of the class is fair and equitable as set forth in the Bankruptcy Code.

Canada

Sunbelt Rentals of Canada Inc. is a company formed under the laws of the Province of British Columbia, Canada and William F. White International Inc. is a company formed under the laws of the Province of British Columbia, Canada (collectively, the "Canadian Guarantors"). In the event of an insolvency of the Canadian Guarantors, insolvency proceedings may, therefore, be initiated in Canada and Canadian insolvency law would govern those proceedings either as a main proceeding or recognizing a foreign proceeding. The guarantees of the Canadian Guarantors may be subject to review under applicable Canadian federal bankruptcy, insolvency and winding-up laws and applicable provincial and territorial fraudulent conveyance, assignment and preference laws or comparable provisions of applicable laws if a bankruptcy, insolvency, arrangement or reorganization proceeding or lawsuit is commenced by or in respect of the Canadian Guarantors.

If a Canadian court were to find that the incurrence of the guarantees by the Canadian Guarantors was a transfer at undervalue, preference or other similar voidable transaction, the Canadian court could, among other things, have the guarantee set aside or voided. In the event that the guarantees granted by the Canadian Guarantors is set aside or voided, holders of the Notes offered hereby would cease to have a claim under such guarantee and would have a claim solely under the Notes and the remaining guarantees, if any. Any amounts obtained for transactions that have been avoided may have to be repaid. Further, the voidance of the guarantees granted by the Canadian Guarantors could result in an event of default with respect to our other debt that could result in acceleration of such debt.

In proceedings under Canadian federal bankruptcy and insolvency laws (the "Bankruptcy / Insolvency Proceedings"), creditors may be stayed from commencing proceedings or taking other action against a debtor company for the recovery of any pre-filing debt or obligation without approval from the court supervising the relevant Bankruptcy / Insolvency Proceedings.

Under Canadian federal bankruptcy and insolvency laws, a court may grant an order authorizing interim financing that may rank in priority to the claim of any other creditor of the debtor. In such a circumstance, the court must

consider a number of factors, including whether any creditor affected by the proposed order may be materially prejudiced. The court may provide protections in the face of material prejudice. The Court may also grant an order permitting certain prior ranking charges for obligations arising in connection with the proceeding. However, these powers are discretionary, and we cannot predict whether, or to what extent, holders of the Notes offered hereby would be effected by the exercise of such discretion.

Not all of our subsidiaries will guarantee the Notes, and therefore, any claims you may have in respect of the Notes will be structurally subordinated to the liabilities of those subsidiaries.

Certain of our subsidiaries will not guarantee the Notes unless such subsidiaries guarantee other indebtedness and are required to guarantee the Notes under the Indenture. If any of such non-guarantor subsidiaries becomes insolvent, liquidates, reorganizes, dissolves or otherwise winds up, holders of its indebtedness and its trade creditors generally will be entitled to payment on their claims from the assets of such subsidiary before any of those assets would be made available to us. Consequently, your claims in respect of the Notes will be structurally subordinated to all of the existing and future liabilities, including trade payables, of any such non-guarantor subsidiaries. Subject to certain conditions, the Indenture does not prohibit us from having subsidiaries that are not guarantors in the future. See "Description of the Notes—Certain Covenants."

The non-guarantor subsidiaries accounted for less than 1% of Ashtead Group's EBITDA for FY April 2023, for less than 1% of Ashtead Group's total assets as of April 30, 2023, and for less than 1% of Ashtead Group's total liabilities as of April 30, 2023.

We may be unable to repurchase the Notes as required upon a change of control.

If Ashtead Group experiences a "Change of Control," as such term is defined under the Indenture, we will be required to make an offer to purchase all outstanding Notes at 101% of their principal amount *plus* accrued and unpaid interest, if any, to the date of repurchase. However, we may be unable to do so because:

- we might not have enough available funds, particularly since a change of control could cause part or all of our other debt to become due; and

- the agreements governing our First Priority Senior Secured Credit Facility and other debt could prohibit us from repurchasing the Notes, unless we were able to obtain a waiver or refinance such debt.

There may not be or remain an active trading market for the Notes.

Application will be made for the Notes to be admitted to trading on the London Stock Exchange's International Securities Market. However, we cannot assure that the Notes will be listed and/or admitted to trading on any stock exchange. We have been informed by certain of the initial purchasers that they intend to make a market in the Notes after this offering is completed. However, the initial purchasers are not obligated to do so and may cease their market making at any time. The ability of the Initial Purchasers to make a market in the Notes may be impacted by regulatory requirements and interpretations thereof applicable to publishing quotations with respect to the Notes. In addition, the liquidity of the trading market in the Notes, and the market price quoted for the Notes, may be adversely affected by changes in the overall market for these types of notes and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. Furthermore, the ability of the initial purchasers and other market participants to make a market in the Notes may be impacted by changes in regulatory requirements applicable to the issuing of quotations with respect to, the Notes, including as a result of potential restrictions pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on the ability of the initial purchasers and other market participants to publish quotations for the applicable Notes after January 4, 2025. As a result, we cannot assure you that there will be or remain an active trading market for the Notes.

A downgrade, suspension or withdrawal of the rating assigned by a rating agency to our debt securities could cause the liquidity or market value of the Notes to decline significantly.

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. In general, rating agencies base their ratings on many quantitative and qualitative factors, including, but not limited to, capital adequacy, liquidity, asset quality, business mix and quality of earnings, and, as a result, we may not be able to maintain our

current credit ratings. Credit rating agencies continually review their ratings for the companies that they follow, including us. In addition, the issuance of the Notes, as well as the future incurrence of additional secured or additional unsecured indebtedness, may cause the rating agencies to reassess the ratings assigned to our debt securities. Any such action may lead to a downgrade of any rating assigned to the Notes. Actual or anticipated changes in our credit ratings could cause the liquidity or market value of the Notes to decline significantly.

The Notes have been rated by S&P Global Ratings, Fitch Ratings, Inc. and Moody's Investors Service, Ltd. There can be no assurance that these ratings will remain for any given period of time or that these ratings will not be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes in the Group's business, so warrant.

Credit ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization in its sole discretion. Neither we nor any initial purchaser undertakes any obligation to maintain the ratings or to advise holders of Notes of any changes in ratings. Each agency's rating should be evaluated independently of any other agency's rating.

Holders of the Notes will not be entitled to registration rights, and there are significant restrictions on your ability to transfer or resell the Notes.

The Notes are being offered and sold pursuant to an exemption from registration under the Securities Act and applicable state securities laws and the Issuer does not currently intend to register the Notes or to offer to exchange the Notes for notes registered under the Securities Act. The holders of the Notes will not be entitled to require the Issuer to register the Notes for resale or otherwise. Therefore, you may transfer or resell the Notes in the US only in a transaction registered under or exempt from the registration requirements of the Securities Act and applicable state securities laws, and you may be required to bear the risk of your investment for an indefinite period of time. See "Notice to Investors."

If we are required by certain laws to withhold amounts from payments on the Notes, we would have to pay additional amounts to Note holders. Payment of those additional amounts could materially adversely affect us.

Under current law, we could be obliged to withhold UK tax with respect to payments of interest on the Notes, unless, among other things, the Notes are and remain listed on a stock exchange recognized by HM Revenue & Customs ("HMRC") or are admitted to trading on a multilateral trading facility operated by an EEA-regulated recognized stock exchange. Although we have applied to the London Stock Exchange for the Notes to be admitted to trading on the International Securities Market, there is no assurance that the Notes will be and will remain admitted to trading.

The audit reports of Deloitte LLP included in this offering memorandum include a statement limiting the persons that may rely on the audit work conducted by, and the audit reports prepared by, Deloitte LLP.

In respect of the audit reports relating to the annual financial statements reproduced herein, Deloitte LLP, in accordance with guidance issued by The Institute of Chartered Accountants in England and Wales, provide: "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."

Investors in the Notes should understand that these statements disclaim any liability to parties (such as purchasers of the Notes) other than the members of Ashtead Group plc with respect to those reports. In the context of the offering of the Notes, our independent auditors do not extend their duty of care to any party other than those to whom their reports were originally addressed.

The SEC would not permit such limiting language to be included in a registration statement or a prospectus used in connection with an offering of securities registered under the Securities Act or in a report filed under the US Securities Exchange Act of 1934, as amended (the "Exchange Act"). If a US court (or any other court) were to give effect to the language quoted above, the recourse that investors in the Notes may have against the independent auditors based on their reports or the consolidated financial statements to which they relate could be limited.

USE OF PROCEEDS

We estimate that the net proceeds from the issuance of the Notes will be approximately $743 million after deducting the initial purchasers' discount and the estimated expenses of the offering of the Notes. We intend to use the net proceeds from the issuance of the Notes for general corporate purposes and will initially repay a portion of the outstanding borrowings under the First Priority Senior Secured Credit Facility, without a reduction in commitment.

EXCHANGE RATES

The table below sets forth the period end, average, high and low closing exchange rates for US dollars, expressed in US dollars per £1.00, as reported by the Bank of England, for the last five years.

	Period end	Average	High	Low
Year Ended April 30,				
2019	1.3036	1.3045	1.3599	1.2527
2020	1.2613	1.2662	1.3343	1.1492
2021	1.3845	1.3195	1.4134	1.2126
2022	1.2556	1.3590	1.4211	1.2439
2023	1.2566	1.2015	1.2648	1.0745

The table below sets forth the period end, high and low exchange rates for each month during the six months prior to the date of this offering memorandum.

	Period end	High	Low
Month			
January 2023	1.2307	1.2394	1.1879
February 2023	1.2107	1.2326	1.1941
March 2023	1.2364	1.2380	1.1837
April 2023	1.2566	1.2566	1.2365
May 2023	1.2394	1.2627	1.2332
June 2023	1.2714	1.2812	1.2408

Our inclusion of these exchange rates is not meant to suggest that the US dollar amounts actually represent such pound amounts or that such amounts could have been converted into US dollars at such rate or any other rate. For a discussion of the impact of the exchange rate fluctuations on our financial condition and results of operations, see "Management's Discussion and Analysis of Financial Condition and Results of Operations." For our consolidated income statement and consolidated cash flow statement, we used Ashtead's average rate for the applicable period, which for (i) FY April 2023 was $1.2015 per £1.00 and (ii) for FY April 2022 was $1.3590 per £1.00. For our consolidated balance sheet as at April 30, 2023, we used a rate of $1.2566 per £1.00, the closing mid-market rate for pounds, as reported by the Bank of England on April 28, 2023.

On July 20, 2023, the US dollar had depreciated against the British pound sterling from its value on April 28, 2023, and the exchange rate was $1.2851 per £1.00. See "Risk Factors—Risks Relating to Our Business—Currency and interest rate fluctuations may have a material impact on our business, financial condition and results of operations."

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with, and is qualified in its entirety by reference to, our Financial Statements included in this offering memorandum beginning on page F-1. The following discussion should also be read in conjunction with "Presentation of Financial Data and Non-IFRS Measures," and "Summary Historical Consolidated Financial Data." Except for the historical information contained herein, the discussions in this section contain forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those discussed below. See "Risk Factors" and "Information Regarding Forward-Looking Statements."

Overview

We believe we are one of the largest equipment rental groups, with a network of c. 1,400 stores in North America and the UK as of April 30, 2023. We conduct our equipment rental operations under the name "Sunbelt Rentals." We believe Sunbelt Rentals is the second largest equipment rental business in North America and the largest equipment rental company in the UK, in each case, by rental revenue. We offer for rent a wide range of equipment to a diverse customer base.

Our diversified customer base includes construction, industrial and homeowner customers, service, repair and facility management businesses, emergency response organizations, event organizers, as well as government entities such as municipalities and specialist contractors. Our rental equipment fleet comprises an extensive range of general construction equipment, supplemented by product groups such as pumps, welding equipment, power generation equipment, mobile elevating work platforms, scaffolding, shoring equipment, climate control equipment, temporary accommodation units, temporary structures, flooring equipment and temporary floor coverings and barriers.

In FY April 2023, 85% of our revenue was generated in the US, where we operate 1,094 stores in 49 states and the District of Columbia, 6% of our revenue was generated in Canada, where we operate 119 stores, and 9% of our revenue was generated in the UK, where we operate 185 stores.

Effective from May 1, 2021, the Group changed its presentational currency from sterling to US dollars to allow for greater transparency in the Group's performance to investors and other stakeholders and reduced foreign exchange volatility given that c. 85% of the Group's revenue and c. 95% of the Group's operating profit originate in US dollars. As such, the Group began presenting its consolidated financial statements in the year ending April 30, 2022 in US dollars. In accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, this change in presentational currency was applied retrospectively and accordingly, prior year comparatives have been restated. Within this document, where we present financial information for FY April 2021 in US dollars, we have therefore translated it in accordance with IFRS as if the Group had always presented its financial information in US dollars.

For trends affecting our business and the markets in which we operate, see below and also "Risk Factors—Risks Relating to Our Business," "Our Competitors," and "Overview—Our Operations."

Factors affecting our results of operations

Seasonality and cyclicality

Our revenue and operating results are significantly dependent on activity in the commercial construction industry in the US, the UK and Canada. Commercial construction activity tends to increase in the summer and during extended periods of mild weather and to decrease in the winter and during extended periods of inclement weather. This results in changes in demand for our rental equipment. In addition, the commercial construction industries in the US, the UK and Canada are cyclical industries with activity levels that tend to increase in line with GDP growth and decline during an economic downturn. The seasonality and cyclicality of the equipment rental industry results in variable demand for our products and therefore, our revenue and operating results may fluctuate from period to period.

Currency translation and interest rate exposure

Currency risk is predominantly translation risk as there are no significant transactions in the ordinary course of business that take place between foreign affiliates. The majority of our assets, liabilities, revenue and costs are denominated in US dollars, our reporting currency from May 1, 2021, but sterling and Canadian dollars make up 25% of our net assets. Fluctuations in the value of pounds sterling and Canadian dollars with respect to the US dollar may have an impact on our financial condition and results of operations as reported in US dollars.

The Group has arranged its financing such that, at April 30, 2023, 88% of its debt (including lease liabilities) was denominated in US dollars. Based upon the currency mix of our profits and on sterling and Canadian dollar debt levels, interest and exchange rates at April 30, 2023, a 1% change in the pounds sterling and Canadian dollar to US dollar exchange rates would have impacted our pre-tax profits by approximately $0.2 million and equity by approximately $15 million. At April 30, 2023, the Group had no outstanding foreign exchange contracts.

Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations section of this offering memorandum, we at times present the changes in our actual reported results in one period as compared with the equivalent prior period at constant exchange rates, which assumes that the US dollar amounts for both periods were consolidated and translated at the same exchange rate by applying the exchange rates for the most recent period to the results of the prior period. We have given this additional information because we believe it provides prospective investors with useful information in respect of underlying performance.

Fiscal year ended April 30, 2023 compared with fiscal year ended April 30, 2022

	Fiscal year ended April 30,		Percentage increase/ (decrease)
	2022	2023	
	(in millions)		
Consolidated Income Statement Data:			
Revenue	$ 7,962.3	$ 9,667.3	21%
Staff costs	(1,830.5)	(2,222.1)	21%
Used rental equipment sold	(261.5)	(442.3)	69%
Other operating costs	(2,260.9)	(2,591.1)	15%
EBITDA	3,609.4	4,411.8	22%
Depreciation and amortization	(1,661.6)	(1,889.8)	14%
Operating profit	1,947.8	2,522.0	29%
Net financing costs	(279.7)	(366.2)	31%
Profit on ordinary activities before taxation	1,668.1	2,155.8	29%
Taxation	(417.0)	(538.1)	29%
Profit attributable to equity holders of the company	$ 1,251.1	$ 1,617.7	29%

Group revenue grew 24% at constant exchange rates to $9,667 million in FY April 2023, compared to $7,962 million in FY April 2022. This revenue growth, combined with strong operational execution, resulted in adjusted profit before tax increasing 25% to $2,273 million in FY April 2023, as compared to $1,824 million in FY April 2022.

The following table presents the revenue, EBITDA and operating profit before exceptional items and amortization for our businesses in US dollars for the periods indicated. In addition, the table presents revenue, EBITDA and operating profit before exceptional items and amortization for Sunbelt UK in pounds and Sunbelt Canada in Canadian dollars for the periods indicated.

	Revenue fiscal year ended April 30,		Percentage increase/ (decrease)	EBITDA fiscal year ended April 30,		Percentage increase/ (decrease)	Operating profit[1] fiscal year ended April 30,		Percentage increase/ (decrease)
	2022	2023		2022	2023		2022	2023	
	(in millions)			(in millions)			(in millions)		
Sunbelt UK	£ 725.7	£ 684.8	(6%)	£ 214.6	£ 192.2	(10%)	£ 86.8	£ 65.0	(25%)
Sunbelt Canada	C$ 626.0	C$ 827.1	32%	C$ 281.4	C$ 337.0	20%	C$ 143.6	C$ 167.4	17%
Sunbelt US	$ 6,477.0	$ 8,222.4	27%	$3,120.6	$3,955.3	27%	$1,852.3	$2,464.7	33%
Sunbelt UK	986.3	822.8	(17%)	291.7	231.0	(21%)	118.0	78.1	(34%)
Sunbelt Canada	499.0	622.1	25%	224.3	253.5	13%	114.4	125.9	10%
Group central costs	—	—	nm	(27.2)	(28.0)	3%	(28.3)	(29.0)	2%
	$ 7,962.3	$ 9,667.3	21%	$3,609.4	$4,411.8	22%	$2,056.4	$2,639.7	28%
Net financing costs							(232.6)	(366.2)	57%
Profit before taxation, exceptional items and amortization							1,823.8	2,273.5	25%
Exceptional items							(47.1)	-	nm
Amortization							(108.6)	(117.7)	8%
Profit before taxation							1,668.1	2,155.8	29%
Taxation							(417.0)	(538.1)	29%
Profit attributable to equity shareholders							$1,251.1	$1,617.7	29%
Margins[2]									
Sunbelt US				48.2%	48.1%		28.6%	30.0%	
Sunbelt UK				29.6%	28.1%		12.0%	9.5%	
Sunbelt Canada				45.0%	40.7%		22.9%	20.2%	
Group				45.3%	45.6%		25.8%	27.3%	

(1) Amounts presented for Sunbelt US, Sunbelt Canada and Sunbelt UK represent "segment result" as presented in note 3 of our consolidated financial statements for FY April 2023, as included elsewhere in this offering memorandum. The remaining components of this table have been extracted from our consolidated financial statements to reconcile such amounts to profit attributable to equity shareholders on a consolidated basis. See note 3 to our consolidated financial statements for further information on our operating segments.

(2) Margins for each of the items presented are calculated as a percentage of revenue for Sunbelt US, Sunbelt Canada, Sunbelt UK and the consolidated Group, respectively.

In the US, rental only revenue of $5,879 million in FY April 2023 was 23% higher than the $4,782 million for FY April 2022, representing continued market outperformance and demonstrating the benefits of our strategy of growing our specialty businesses and broadening our end markets. Organic growth (same-store and greenfields) was 18%, while bolt-ons contributed 5% of rental only revenue growth. In FY April 2023, our Specialty businesses grew 29% while the General Tool business grew 21%. Rental revenue increased 24% for FY April 2023 to $7,503 million from $6,042 million for FY April 2022. US total revenue, including new and used equipment, merchandise and consumable sales, increased 27% for FY April 2023 to $8,222 million from $6,477 million for FY April 2022.

The UK business generated rental only revenue of £429 million in FY April 2023, an increase of 6% on a comparable basis to revenue of £403 million in FY April 2022. Excluding the impact of the work for the Department of Health, which ended during the first quarter of 2022/23, rental only revenue increased 22%. Rental revenue increased 3% in FY April 2023 to £559 million from £544 million in FY April 2022, or 26% excluding the impact of the work for the Department of Health. Total revenue decreased 6% in FY April 2023 to £685 million from £726 million in FY April

2022, reflecting the high level of sales revenue associated with the work for the Department of Health, which accounted for c. 30% of UK revenue in FY April 2022.

Canada's rental only revenue increased 20% to C$548 million in FY April 2023 from C$456 million in FY April 2022. Markets are robust and the major part of the Canadian business is growing in a similar manner to the US with strong volume growth and rate improvement, in a good rate environment. The lighting, grip and lens business was affected by market uncertainty, with the threat earlier this financial year of strikes by production staff in Vancouver, resulting in productions being delayed or moved elsewhere. Canadian rental revenue increased 22% to C$696 million in FY April 2023 from C$569 million for FY April 2022, while Canadian total revenue increased to C$827 million in FY April 2023 from C$626 million in FY April 2022.

In common with many businesses, we have faced inflationary pressures across most cost lines, but particularly in relation to labor, transportation and fuel. However, our strong performance on rate, combined with operating efficiencies and inherent economies of scale, has enabled us to navigate this inflationary environment, driving strong revenue and profit growth in the US. As expected, US rental revenue drop through to EBITDA has improved as we have progressed through the year, and in the fourth quarter of FY April 2023 was 54%, resulting in drop through of 50% for FY April 2023. This contributed to an EBITDA margin of 48.1% in FY April 2023, as compared to an EBITDA margin of 48.2% in FY April 2022, and a 33% increase in segment profit to $2,465 million at a margin of 30.0% in FY April 2023 from $1,852 million in FY April 2022 at a margin of 28.6%.

The UK business remains focused on delivering operational efficiency and improving returns in the business. However, this year has been one of transition as we redeployed assets dedicated to the Department of Health testing centers elsewhere in the business, resulting in lower fleet utilization than last year. While we have managed to improve rental rates during the year, this has been insufficient to offset the inflation impact on the cost base. These factors, combined with a £4 million charge to impair a convertible loan note due from Britishvolt, which entered administration in January 2023, contributed to the UK generating an EBITDA margin in FY April 2023 of 28.1% and a segment profit of £65 million at a margin of 9.5%, as compared with an EBITDA margin of 29.6% and a segment profit of £87 million at a margin of 12.0% for FY April 2022.

Our Canadian business continues to develop and enhance its performance as it invests to expand its network and broaden its markets. However, this ongoing investment, including greenfields, acquisitions and the infrastructure of the business, combined with drag from the lighting, grip and lens business, contributed to an EBITDA margin for FY April 2023 of 40.7% and a segment profit of C$167 million at a margin of 20.2%, as compared to an EBITDA margin of 45.0% and a segment profit of C$144 million at a margin of 22.9% for FY April 2022.

Overall, Group adjusted operating profit increased in FY April 2023 to $2,640 million from $2,056 million in FY April 2022, up 29% at constant exchange rates. After an increase in net financing costs from $233 million in FY April 2022 to $366 million in FY April 2023, reflecting higher average debt levels and the higher interest rate environment, Group adjusted profit before tax increased to $2,273 million in FY April 2023 from $1,824 million in FY April 2022.

Statutory profit before tax was $2,156 million for FY April 2023, as compared to $1,668 million for FY April 2022. This is after amortization of $118 million and $109 million, respectively, and, in FY April 2022 , exceptional interest costs of $47 million.

Fiscal year ended April 30, 2022 compared with fiscal year ended April 30, 2021

	Fiscal year ended April 30,		Percentage increase/ (decrease)
	2021	2022	
	(in millions)		
Consolidated Income Statement Data:			
Revenue	$ 6,638.6	$ 7,962.3	20%
Staff costs	(1,501.5)	(1,830.5)	22%
Used rental equipment sold	(364.4)	(261.5)	(28)%
Other operating costs	(1,735.9)	(2,260.9)	30%
EBITDA	3,036.8	3,609.4	19%
Depreciation and amortization	(1,538.8)	(1,661.6)	8%
Operating profit	1,498.0	1,947.8	30%
Net financing costs	(262.9)	(279.7)	6%
Profit on ordinary activities before taxation	1,235.1	1,668.1	35%
Taxation	(315.0)	(417.0)	32%
Profit attributable to equity holders of the company	$ 920.1	$ 1,251.1	36%

Group revenue grew 19% at constant exchange rates to $7,962 million in FY April 2022, compared to $6,639 million in FY April 2021. This revenue growth, combined with strong operational execution, resulted in adjusted profit before tax increasing 39% to $1,824 million in FY April 2022, as compared to $1,316 million in FY April 2021.

The following table presents the revenue, EBITDA and operating profit before exceptional items and amortization for our businesses in US dollars for the periods indicated. In addition, the table presents revenue, EBITDA and operating profit before exceptional items and amortization for Sunbelt UK in pounds and Sunbelt Canada in Canadian dollars for the periods indicated.

	Revenue fiscal year ended April 30,		Percentage increase/ (decrease)	EBITDA fiscal year ended April 30,		Percentage increase/ (decrease)	Operating profit[1] fiscal year ended April 30,		Percentage increase/ (decrease)
	2021	2022		2021	2022		2021	2022	
	(in millions)			(in millions)			(in millions)		
Sunbelt UK	£ 635.1	£ 725.7	14%	£ 192.8	£ 214.6	11%	£ 60.9	£ 86.8	43%
Sunbelt Canada	C$ 500.9	C$ 626.0	25%	C$ 218.9	C$ 281.4	29%	C$ 97.8	C$ 143.6	47%
Sunbelt US	$ 5,417.5	$ 6,477.0	20%	$2,634.5	$3,120.6	18%	$1,444.6	$1,852.3	28%
Sunbelt UK	$ 838.1	$ 986.3	18%	254.4	291.7	15%	80.4	118.0	47%
Sunbelt Canada	$ 383.0	$ 499.0	30%	167.4	224.3	34%	74.8	114.4	53%
Group central costs	—	—	nm	(19.5)	(27.2)	40%	(20.6)	(28.3)	38%
	$ 6,638.6	$ 7,962.3	20%	$3,036.8	$3,609.4	19%	$1,579.2	$ 2,056.4	30%
Net financing costs							(262.9)	(232.6)	(12)%
Profit before taxation, exceptional items and amortization							1,316.3	1,823.8	39%
Exceptional items							—	(47.1)	nm
Amortization							(81.2)	(108.6)	34%
Profit before taxation							1,235.1	1,668.1	35%
Taxation							(315.0)	(417.0)	32%
Profit attributable to equity shareholders							$ 920.1	$1,251.1	36%
Margins[2]									
Sunbelt US				48.6%	48.2%		26.7%	28.6%	
Sunbelt UK				30.4%	29.6%		9.6%	12.0%	
Sunbelt Canada				43.7%	45.0%		19.5%	22.9%	
Group				45.7%	45.3%		23.8%	25.8%	

(1) Amounts presented for Sunbelt US, Sunbelt Canada and Sunbelt UK represent "segment result" as presented in note 3 of our consolidated financial statements for FY April 2022, as included elsewhere in this offering memorandum. The remaining components of this table have been extracted from our consolidated financial statements to reconcile such amounts to profit attributable to equity shareholders on a consolidated basis. See note 3 to our consolidated financial statements for further information on our operating segments.

(2) Margins for each of the items presented are calculated as a percentage of revenue for Sunbelt US, Sunbelt Canada, Sunbelt UK and the consolidated Group, respectively.

In the US, rental only revenue of $4,782 million in FY April 2022 was 20% higher than the $3,976 million for FY April 2021, representing continued market outperformance and demonstrating the benefits of our strategy of growing our specialty businesses and broadening our end markets. Organic growth (same-store and greenfields) was 16%, while bolt-ons contributed 4% of rental only revenue growth. In FY April 2022, our Specialty businesses grew 28% while the General Tool business grew 17%. While rental revenue growth was driven by volume, with a larger fleet and improved utilization, it benefitted from improved rates in what is a better rate environment than we had seen for a number of years. Our year-over-year rate of growth increased as we progressed through the year. US total revenue, including new and used equipment, merchandise and consumable sales, increased 20% for FY April 2022 to $6,477 million from $5,418 million for FY April 2021.

The UK business generated rental only revenue of £403 million in FY April 2022, an increase of 11% on a comparable basis to revenue of £362 million in FY April 2021. While our performance continued to benefit from our essential

support to the Department of Health in its COVID-19 response efforts, our core business performed strongly and benefitted from the operational improvements in the business which are ongoing. Total revenue increased 14% in FY April 2022 to £726 million from £635 million in FY April 2021, reflecting the higher level of ancillary and sales revenue associated with the work for the Department of Health, which accounted for c. 30% of UK revenue in the twelve months. Following the UK government's announcement that free mass COVID testing would stop from April 2022, we began to demobilize the test sites rapidly and expected a relatively low revenue contribution in 2022/23.

Canada's rental only revenue increased 26% to C$456 million in FY April 2022 from C$363 million in FY April 2021. While this rate of growth reflected the depressed comparatives in FY April 2021, it was driven by the strong performance of the original Canadian business and our lighting, grip and lens business since lockdowns eased. That said, the lighting, grip and lens business was affected again by COVID-19 induced production restrictions in the second half. Canadian total revenue increased to C$626 million in FY April 2022 from C$501 million in FY April 2021.

In FY April 2021, we took action to reduce operating costs and eliminate discretionary expenditure in all our markets. While we continued to maintain a focus on the cost base, a number of these costs returned to the business, reflecting the increased activity levels. In addition, we continued to invest in the infrastructure of the business to enable us to take advantage of the market and structural opportunities, particularly in our technology platform. In common with many businesses, we faced inflationary pressures across all cost lines but, particularly in relation to labor, transportation and fuel. However, our strong performance on rate, combined with our scale, enabled us to navigate the inflationary environment and deliver US rental revenue drop through to EBITDA in line with our expectations for the first year of Sunbelt 3.0 at 39%. This contributed to a reported EBITDA margin of 48% for FY April 2022 as compared to 49% for FY April 2021 and a 28% increase in segment profit for FY April 2022 to $1,852 million at a margin of 29% as compared to $1,445 million for FY April 2021 at a margin of 27%.

Support for the Department of Health has been a benefit to the UK business but also presented it with logistical and operational challenges. It remains focused on delivering operational efficiency and improving returns in the business and will seek to redeploy the assets dedicated to the testing centers elsewhere in the business. The UK generated an EBITDA margin of 30% for FY April 2022, level with the margin for FY April 2021 and a segment profit of £87 million for FY April 2022 at a margin of 12% as compared to £61 million for FY April 2021 at a margin of 10%.

The development of our Canadian business continued as it invests to expand its network and broaden its markets. Growth was achieved across the business while delivering a 45% EBITDA margin and generating a segment profit of C$144 million at a margin of 23% as compared to a 44% EBITDA margin and an operating profit of C$98 million for FY April 2021 at a margin of 20%.

Overall, Group adjusted operating profit increased to $2,056 million for FY April 2022 from $1,579 million for FY April 2021, up 30% at constant exchange rates. After net financing costs before exceptional items of $233 million in FY April 2022 as compared to $263 million for FY April 2021, Group profit before exceptional items, amortization of intangibles and taxation was $1,824 million for FY April 2022 as compared to $1,316 million in FY April 2021.

Group profit on ordinary activities before taxation was $1,668 million in FY April 2022 after amortization of $109 million and exceptional interest costs of $47 million, compared to a Group profit on ordinary activities before taxation of $1,235 million after amortization of $81 million in FY April 2021. The adjusted tax charge for FY April 2022 was $456 million, representing an effective rate of 25% of adjusted pre-tax profit of $1,824 million, as compared with an adjusted tax charge of $335 million, representing an effective rate of 25% of adjusted pre-tax profit of $1,316 million, for FY April 2021. The cash tax charge was 15% in FY April 2022. The exceptional tax credit of $39 million in FY April 2022, as compared with $20 million in FY April 2021, relates to a tax credit in relation to the amortization of intangibles and exceptional items.

Balance sheet

Property, plant and equipment

For FY April 2023, capital expenditure totaled $3,772 million as compared to $2,397 million during FY April 2022, with $3,262 million invested in the rental fleet as compared with $1,999 million during FY April 2022.

Expenditure on rental equipment was 86% of total capital expenditure during FY April 2023, with the balance relating to the delivery vehicle fleet, property improvements and IT equipment. Capital expenditure by division was as follows:

	Fiscal Year ended April 30,			
			2023	2022
	Replacement	Growth	Total	Total
Sunbelt UK (£m)[1]	£ 127.8	£ 33.2	£ 161.0	£ 158.1
Sunbelt Canada (C$m)[1]	C$ 80.8	C$ 173.4	C$ 254.2	C$ 200.5
Sunbelt US	$ 1,329.5	$ 1,548.0	$ 2,877.5	$ 1,624.6
Sunbelt UK	153.5	39.9	193.4	214.8
Sunbelt Canada	60.8	130.4	191.2	159.8
Total rental equipment	$ 1,543.8	$ 1,718.3	$ 3,262.1	$ 1,999.2
Delivery vehicles, property improvements and IT equipment			510.0	398.1
Total additions			$ 3,772.1	$ 2,397.3

(1) Amounts presented for Sunbelt UK in pounds and Sunbelt Canada in Canadian dollars represent the underlying results of Sunbelt UK and Sunbelt Canada according to their books and records which are maintained in pounds and Canadian dollars, respectively, and are used by the Group when consolidating the results of Sunbelt UK and Sunbelt Canada into the Financial Statements.

In a strong US rental market, $1,548 million of rental equipment capital expenditure was spent on growth in FY April 2023, while $1,329 million was invested in replacement of existing fleet. The growth proportion is estimated based on the assumption that replacement capital expenditure in any period is equal to the original cost of equipment sold.

The average age of the Group's serialized rental equipment, which constitutes the substantial majority of our fleet, at April 30, 2023 was 35 months on a net book value basis, as compared to 40 months at April 30, 2022. The US fleet had an average age of 35 months, the UK fleet had an average age of 36 months and the Canadian fleet had an average age of 35 months at April 30, 2023, as compared with ages of 41 months, 37 months and 36 months, respectively, at April 30, 2022.

The original cost of the Group's rental fleet and the dollar utilization as at April 30, 2023, is shown below:

	Rental fleet at original cost				
	April 30, 2023	April 30, 2022	LTM average	LTM rental revenue	LTM dollar utilization
				(in millions)	(in millions)
Sunbelt UK[1]	£ 1,081	£ 988	£ 1,049	£ 559	53%
Sunbelt Canada[1]	C$ 1,438	C$ 1,116	C$ 1,277	C$ 696	55%
Sunbelt US	$ 13,407	$ 11,425	$ 12,381	$ 7,503	61%
Sunbelt UK	1,358	1,241	1,260	672	53%
Sunbelt Canada	1,061	873	961	523	55%
Total	$ 15,826	$ 13,539	$ 14,602	$ 8,698	

(1) Amounts presented for Sunbelt UK in pounds and Sunbelt Canada in Canadian dollars represent the underlying results of Sunbelt UK and Sunbelt Canada according to their books and records which are maintained in pounds and Canadian dollars respectively and are used by the Group when consolidating the results of Sunbelt UK and Sunbelt Canada into the Financial Statements.

Dollar utilization is defined as rental revenue divided by average fleet at original (or "first") cost, and dollar utilization was for FY April 2023 was 61% in the US, 53% for the UK and 55% for Canada, as compared to utilizations of 57%, 58% and 55%, respectively, in FY April 2022. The improvement in US dollar utilization reflects the improved rate environment while in the UK, the decrease reflects the lower level of ancillary revenue due to the reduction in Department of Health work. In Canada, dollar utilization benefitted from a good rate environment but suffered from the drag of the lighting, lens and grip business.

Trade receivables

Receivable days at April 30, 2023 were 48 days, as compared to 47 days for April 30, 2022. The bad debt charge for the last twelve months ended April 30, 2023 as a percentage of total turnover was 0.5%, as compared to a charge to the income statement of 0.4% of total turnover for April 30, 2022. Trade receivables at April 30, 2023 of $1,385 million are stated net of allowances for bad debts and credit notes of $107 million, with the provision representing 7% of gross receivables, as compared to corresponding figures of $1,174 million, $86 million and 7%, respectively, at April 30, 2022.

Other non-current assets

Included within 'other non-current assets' are financial assets investments of $41 million as of April 30, 2023, which were $40 million as of April 30, 2022. These represent two targeted investments in early development-stage companies, which have been made in the US as part of the Group's activity to support the transition to a lower carbon economy. These financial asset investments are Level 3 financial assets where the fair value is estimated based on the latest transaction price and any subsequent investment-specific factors or events.

During FY April 2023, the Group made a new $42 million investment in Britishvolt, a UK company involved in the development of electric vehicle battery technology. In January 2023, Britishvolt entered administration following failure to secure additional funding and as a result, the Group estimated the fair value of its investment as $nil and consequently recognized in the third quarter of FY April 2023 a movement in the fair value of the equity component of its investment of $37 million through other comprehensive income and an impairment of the $5 million convertible loan component through the income statement.

Trade and other payables

Group payable days were 43 days at April 30, 2023, unchanged from April 30, 2022, with capital expenditure related payables totaling $606 million, as compared to $363 million for April 30, 2022. Payment periods for purchases other than rental equipment vary between seven and 60 days and for rental equipment between 30 and 120 days.

Other provisions

Provisions of $155 million at April 30, 2023, as compared to $137 million at April 30, 2022, relate predominantly to the provision for uninsured risk and acquisition related contingent consideration. The Group's business exposes it to the risk of claims for personal injury, death or property damage resulting from the use of the equipment it rents and from injuries caused in motor vehicle accidents in which its vehicles are involved. The Group carries insurance covering a wide range of potential claims at levels it believes are sufficient to cover existing and future claims.

Our US liability insurance programs provide that we can recover our liability related to each and every valid claim in excess of an agreed excess amount of $2 million in relation to general liability and workers' compensation claims and an agreed excess amount of $3 million in relation to motor vehicle claims. In the UK our self-insured excess per claim is much lower than in the US and is typically £50,000 per claim. Our liability insurance coverage is limited to a maximum of £175 million.

Pensions

The Group operates a number of pension plans for the benefit of employees, for which the overall charge included in the financial statements was $40 million in FY April 2023, as compared to $34 million in FY April 2022. Amongst these, the Group has one defined benefit pension plan which was closed to new members in 2001 and closed to future benefit accrual in October 2020. All our ongoing pension plans are defined contribution plans.

The Group's defined benefit pension plan is measured in accordance with the accounting standard IAS 19, Employee Benefits. At April 30, 2023, the pension surplus was $18 million, as compared to $19 million in surplus at April 30, 2022. The investment return on plan assets in FY April 2023 was $36 million lower than the expected return while a net actuarial gain of $33 million arose, predominantly due to the increase in the discount rate assumption. Overall, there was a net remeasurement loss on the defined benefit pension plan of $3 million which was recognized in the statement of comprehensive income for FY April 2023.

Contingent liabilities

The Group is subject to periodic legal claims in the ordinary course of its business, none of which is expected to have a material impact on the Group's financial position. In addition, following its state aid investigation, in April 2019 the European Commission announced its decision that the Group Financing Exemption in the UK controlled foreign company ("CFC") legislation constitutes state aid in some circumstances. In common with the UK Government and other UK-based international companies, the Group does not agree with the decision and has therefore lodged a formal appeal with the General Court of the European Union. In common with other UK taxpayers, the Group's appeal has been stayed while the appeals put forward by the UK Government and ITV plc proceed.

On June 8, 2022, the General Court of the European Union dismissed the appeals put forward by the UK Government and ITV plc. However, there remains a high degree of uncertainty in the final outcome given the UK Government and ITV have both appealed against the decision to the EU Court of Justice. The Group will continue to monitor proceedings closely.

Despite the UK Government appealing the European Commission's decision, His Majesty's Revenue & Customs ("HMRC") is required to make an assessment of the tax liability which would arise if the decision is not successfully appealed and collect that amount from taxpayers. HMRC issued a charging notice stating that the tax liability it believes to be due on this basis is £36 million, including interest payable. The Group has appealed the charging notice and has settled the amount assessed on it, including interest, in line with HMRC requirements. On successful appeal in whole or in part, all or part of the amount paid in accordance with the charging notice would be returned to the Group. If either the decision reached by the General Court of the European Union or the charging notice issued by HMRC are not ultimately appealed successfully, we have estimated the Group's maximum potential liability to be £36 million as at April 30, 2023 ($45 million at April 2023 exchange rates), including any interest payable. Based on the current status of proceedings, we have concluded that no provision is required in relation to this matter.

Liquidity and capital resources

Sources and uses of funds

Our principal existing sources of cash are (i) cash generated from operations, (ii) cash generated from sales of tangible fixed assets, primarily used rental equipment and (iii) borrowings available under our other borrowing facilities.

Our measures of free cash flow in FY April 2023 and FY April 2022 are summarized below:

	Fiscal year ended April 30,	
	2022	2023
	(in millions)	
EBITDA	**$ 3,609.4**	**$ 4,411.8**
Cash inflow from operations before changes in rental equipment	**3,406.5**	**4,073.6**
*Cash conversion ratio**	94.4%	92.3%
Replacement rental capital expenditure	(829.7)	(1,380.8)
Payments for non-rental capital expenditure	(398.4)	(510.0)
Rental equipment disposal proceeds	343.8	573.6
Other property, plant and equipment disposal proceeds	24.8	41.4
Tax (net)	(218.8)	(287.3)
Net financing costs before exceptional items	(231.1)	(340.2)
Cash inflow before growth capex and payment of exceptional costs	**2,097.1**	**2,170.3**
Growth rental capital expenditure	(935.7)	(1,638.8)
Exceptional costs	(36.0)	-
Free cash flow	**1,125.4**	**531.5**
Business acquisitions	(1,277.4)	(1,083.2)
Financial asset investments	(40.0)	(42.4)
Total cash absorbed	**(192.0)**	**(594.1)**
Dividends	(269.3)	(357.8)
Purchase of own shares by the Company	(409.6)	(264.4)
Purchase of own shares by the ESOT	(23.8)	(12.5)
Increase in net debt due to cash flow	**(894.7)**	**(1,228.8)**

* Cash inflow from operations before changes in rental equipment as a percentage of EBITDA.

Cash inflow for FY April 2023 from operations before the net investment in the rental fleet was $4,074 million as compared to $3,406 million in FY April 2022. The conversion ratio for FY April 2023 was 92% as compared with 94% in FY April 2022.

Total payments for capital expenditure (rental equipment and other PPE) during FY April 2023 were $3,530 million as compared with $2,164 million in FY April 2022. Disposal proceeds received totaled $615 million in FY April 2023, giving net payments for capital expenditure of $2,915 million in the period, as compared with proceeds of $369 million and net payments of $1,795 million in FY April 2022. In FY April 2023, financing costs paid totaled $340 million while tax payments were $287 million, with financing costs and taxes paid of $231 million and $219 million, respectively, in FY April 2022. Financing costs paid typically differ from the charge in the income statement due to the timing of interest payments in the year and non-cash interest charges. The exceptional costs in the prior year related to the premium on redemption of the senior notes that were due in 2025 and 2026.

Accordingly, the Group generated free cash flow for FY April 2023 of $531 million and, after acquisition and investment related expenditure of $1,126 million, a net cash outflow of $594 million, before returns to shareholders. In FY April 2022, the Group generated free cash flow of $1,125 million and, after acquisition and investment related expenditure of $1,317 million, a net cash inflow of $192 million, before returns to shareholders.

Net debt

	April 30, 2023	April 30, 2022
	(in millions)	
First priority senior secured bank debt	$ 2,038.4	$ 2,108.1
1.500% senior notes, due 2026	546.8	545.8
4.375% senior notes, due 2027	595.6	594.8
4.000% senior notes, due 2028	595.1	594.3
4.250% senior notes, due 2029	594.6	593.9
2.450% senior notes, due 2031	743.9	743.2
5.500% senior notes, due 2032	737.8	—
5.550% senior notes, due 2033	742.9	—
Total Long-term borrowings	6,595.1	5,180.1
Lease liabilities	2,394.3	1,995.2
Total gross debt	8,989.4	7,175.3
Cash and cash equivalents	(29.9)	(15.3)
Total net debt	$ 8,959.5	$ 7,160.0

Net debt at April 30, 2023 was $8,960 million, with the increase since April 30, 2022 reflecting principally the net cash outflow set out above and additional lease commitments as we continue our greenfield and bolt-on expansion. The Group's EBITDA for the twelve months ended April 30, 2023 was $4,412 million. Excluding the impact of IFRS 16, the ratio of net debt to EBITDA was 1.6 times on a constant currency and a reported basis as at April 30, 2023, as compared with 1.5 times as at April 30, 2022. Including the impact of IFRS 16, the ratio of net debt to EBITDA was 2.0 times at April 30, 2023, as compared with 2.0 times as at April 30, 2022.

Our debt package continues to be well structured and flexible, enabling us to optimize the opportunity presented by end market conditions. We retain substantial headroom on facilities which are committed for the long term, with an average of six years remaining at April 30, 2023. The weighted average interest cost of these facilities (including non-cash amortization of deferred debt raising costs) is 5%.

The senior secured bank debt is secured by way of first priority fixed and floating charges over substantially all the Group's property, plant and equipment, inventory and trade receivables. See "Description of Certain Indebtedness" for further information regarding our outstanding debt instruments.

Certain contractual obligations and commercial commitments

External Borrowings

The table below provides certain information concerning the maturity profile of our external borrowings as at April 30, 2023. This table is prepared for illustrative purposes only and it does not give a complete picture of all our future contractual obligations.

	Fiscal year ending April 30,						
	2024	2025	2026	2027	2028	Thereafter	Total
							(in millions)
Bank and other debt	$ —	$ —	$ —	$ 2,038.4	—	$ —	$ 2,038.4
1.500% senior notes	—	—	—	549.0	—	—	549.0
4.375% senior secured notes	—	—	—	—	600.0	—	600.0
4.000% senior secured notes	—	—	—	—	—	600.0	600.0
4.250% senior secured notes	—	—	—	—	—	600.0	600.0
2.450% senior notes	—	—	—	—	—	748.4	748.4
5.500% senior notes	—	—	—	—	—	743.0	743.0
5.550% senior notes	—	—	—	—	—	748.3	748.3
Subtotal	—	—	—	2,587.4	600.0	3,439.7	6,627.1
Deferred costs of raising finance	—	—	—	(2.2)	(4.4)	(25.4)	(32.0)
Cash at bank and in hand	(29.9)	—	—	—	—	—	(29.9)
Net external borrowings	(29.9)	—	—	2,585.2	595.6	3,414.3	6,565.2

Commercial commitments

Except for $73 million of standby letters of credit issued at April 30, 2023 under the first priority senior debt facility relating to the Group's insurance programs and $6 million of performance bonds granted by Sunbelt, we have no material commitments that we could be obligated to pay in the future which are not included in the Group's consolidated balance sheet.

Quantitative and qualitative disclosures about market risk

The Group's trading and financing activities expose it to various financial risks that, if left unmanaged, could adversely impact current or future earnings. Although not necessarily mutually exclusive, these financial risks are categorized separately according to their different generic risk characteristics and include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk.

It is the role of the Group treasury function to manage and monitor the Group's financial risks and internal and external funding requirements in support of the Group's corporate objectives. Treasury activities are governed by policies and procedures approved by the Board and monitored by the Finance and Administration Committee. In particular, the Board of directors or, through delegated authority, the Finance and Administration Committee, approves any derivative transactions. Derivative transactions are only undertaken for the purposes of managing interest rate risk and currency risk. The Group does not trade in financial instruments. The Group maintains treasury control systems and procedures to monitor liquidity, currency, credit and financial risks. Historically, the Group reported its financial results and paid dividends in pounds sterling.

The Group's activities expose it primarily to interest rate and currency risk. Interest rate risk is monitored on a continuous basis and managed, where appropriate, through the use of interest rate swaps whereas, the use of forward foreign exchange contracts to manage currency risk is considered on an individual non-trading transaction basis. The Group is not exposed to commodity price risk or equity price risk as defined in IFRS 7.

Interest rate risk

Management of fixed and variable rate debt

The Group has fixed and variable rate debt in issue with 69% of the drawn debt at a fixed rate as at April 30, 2023, excluding lease liabilities. The Group's accounting policy requires all borrowings to be held at amortized cost. As a result, the carrying value of fixed rate debt is unaffected by changes in credit conditions in the debt markets and there is therefore no exposure to fair value interest rate risk. The Group's debt that bears interest at a variable rate comprises all outstanding borrowings under the senior secured credit facility. Pricing is based on average availability, varying from the applicable benchmark interest rate *plus* 125bp to 150bp. The applicable benchmark interest rate is based on term SOFR for US dollars, SONIA for sterling loans and CDOR for Canadian dollar loans. The interest rates currently applicable to this variable rate debt are the applicable benchmark interest rate *plus* 125bp.

The Group periodically utilizes interest rate swap agreements to manage and mitigate its exposure to changes in interest rates. However, during the twelve months ended and as at April 30, 2023, the Group had no such swap agreements outstanding. The Group also may at times hold cash and cash equivalents which earn interest at a variable rate.

Net variable rate debt sensitivity

At April 30, 2023, based upon the amount of variable rate debt outstanding, the Group's pre-tax profits would change by approximately $21 million for each 1% change in interest rates applicable to the variable rate debt and, after tax effects, equity would change by approximately $16 million. The amount of the Group's variable rate debt may fluctuate as a result of changes in the amount of debt outstanding under the senior secured credit facility.

Currency exchange risk

Currency risk is predominantly translation risk as there are no significant transactions in the ordinary course of business that take place between foreign affiliates. The Group's reporting currency is US dollars. The majority of our assets, liabilities, revenue and costs are denominated in US dollars, but pounds and Canadian dollars made up 25% of our net assets as of April 30, 2023. Fluctuations in the value of pounds and Canadian dollars with respect to US dollars may have an impact on our financial condition and results of operations as reported in US dollars. The Group's financing is arranged such that the majority of its debt and interest expense is in US dollars. At April 30, 2023, 88% of its debt (including lease liabilities) were denominated in US dollars.

The Group's exposure to exchange rate movements on trading transactions is relatively limited. All Group companies invoice revenue in their respective local currency and generally incur expense and purchase assets in their local currency. Consequently, the Group does not routinely hedge either forecast foreign exchange exposures or the impact of exchange rate movements on the translation of overseas profits into dollars. Where the Group does hedge, it maintains appropriate hedging documentation. Foreign exchange risk on significant non-trading transactions is considered on an individual basis.

Credit risk and liquidity risk

For information regarding the credit risk and liquidity risk to which we are exposed, see Note 25 to our consolidated financial statements for FY April 2023.

OVERVIEW

The following overview highlights selected information from this offering memorandum. It is not complete and does not contain all of the information that you should consider before investing in the Notes. You should read this offering memorandum in its entirety, including the "Risk Factors" section and our consolidated Financial Statements and the Notes thereto. In addition, certain statements include forward-looking information that involves risks and uncertainties. See "Information Regarding Forward-Looking Statements."

Our business

We believe we are one of the largest international equipment rental companies, with a network of c. 1,400 stores in the United States ("US"), Canada and the United Kingdom ("UK") as of April 30, 2023. We conduct our equipment rental operations under the name "Sunbelt Rentals." We believe Sunbelt Rentals is the second largest equipment rental business in North America and that Sunbelt UK is the largest equipment rental company in the UK, in each case, by rental revenue. We offer for rent a wide range of equipment and during FY April 2023, we generated revenue of $9,667 million and EBITDA of $4,412 million.

Our diversified customer base includes construction, industrial and homeowner customers, service, repair and facility management businesses, emergency response organizations, event organizers, as well as government entities such as municipalities and specialist contractors. Our rental equipment fleet comprises an extensive range of general construction equipment, supplemented by product groups such as pumps, welding equipment, power generation equipment, mobile elevating work platforms, scaffolding, shoring equipment, climate control equipment, temporary accommodation units, temporary structures, temporary fencing, flooring equipment and temporary floor coverings and barriers. The original cost of our rental equipment fleet at April 30, 2023, was $15,826 million. The average age of our serialized rental equipment, which constitutes the substantial majority of our fleet, at April 30, 2023, weighted on a net book value basis, was approximately 35 months.

In FY April 2023, 85% of our revenue was generated in the US, where we operate 1,094 stores in 49 states and the District of Columbia, 6% of our revenue was generated in Canada, where we operate 119 stores, and 9% of our revenue was generated in the UK, where we operate 185 stores.

Our competitive advantages

We believe that we benefit from the following competitive advantages:

Geographical scale and customer diversity. We have significant geographical scale in the markets in which we operate. We believe Sunbelt Rentals is the second largest equipment rental business in North America by rental revenue and operates 1,094 stores in 49 states and the District of Columbia and 119 stores in Canada. Sunbelt UK is the largest equipment rental company in the UK by rental revenue and operates 185 stores throughout the UK.

In the US, we achieve scale through a 'clustered market' approach of grouping large and small General Tool and Specialty rental locations in each market. This approach allows us to provide a comprehensive product offering and convenient service to our customers wherever their job sites may be within these markets. Sunbelt Rentals has rental operations in all of the top 100 US markets. We are also present in 72 of the next 110 markets ranked by size. We estimate that we have an approximate 13% market share in the US and served over 750,000 customers during FY April 2023.

In Canada, we are focused on expanding our presence in the Western and Eastern provinces, whilst achieving scale through a clustered market approach similar to the US. The businesses we acquired have strong positions in construction equipment, mobile elevating work platforms and general tools. We are expanding the range of products available to customers in all areas, including building up our specialty service offering. The acquisition of Modu-Loc provides the foundation for our eleventh Specialty business, Temporary Fencing. In nine years, we have gone from six stores to 119 and now have a market share in the Canadian rental equipment market of approximately 9%.

In the UK, our strategy is focused on having a store structure that allows us to offer a full range of General Tool and Specialty Equipment on a nationwide basis. We are migrating to a regional operating center model with a few, larger

locations which are able to address all the needs of our customers in their respective markets, combined with smaller, local locations, not dissimilar to a cluster approach. The UK market remains fragmented and we have an approximate 13% market share and serve approximately 21,000 customers.

Our diversified customer base includes construction, industrial and homeowner customers, service, repair and facility management businesses, emergency response organizations, event organizers, as well as government entities such as municipalities and specialist contractors. In our core construction market, our customers range from the large national and regional contractors to the small to mid-sized local contractor. In North America, we seek to run our business with a broad customer base and a particular focus on the local/mid-size customer segment. This gives us a balanced approach to the market. Furthermore, our focus on the local/mid-size customer segment gives us a strategic advantage over our major competitors, which have not focused on this segment, enabling Sunbelt Rentals to deliver industry leading revenue growth. In addition, our focus on specialty markets, which are typically characterized by low rental penetration and small local players, contributes to our growth as rental penetration increases and customers become accustomed to the quality of our offering.

During FY April 2023, our top ten customers accounted for less than 10% of our total revenue and our largest customer now contributes c. 1% of our total revenue.

Our geographical scale and diversified customer base provide us with several benefits, which include:

- reducing the impact of localized economic fluctuations on our overall financial performance;
- reducing our dependence on any particular customer or group of customers; and
- enabling us to meet the needs of larger customers who increasingly demand wide geographical coverage across a broad range of equipment needs.

Extensive, high quality and standardized rental fleet. Our extensive and high quality rental fleet provides us with the ability to service a diverse customer base, to cross-market our products to our customers and to serve customers that require large quantities or different types of equipment.

While we have a broadly similar fleet to that of our peers, we differentiate our offering by emphasizing the specialty equipment types and services offered by our Power and HVAC, Pump Solutions, Lighting, Grip and Lens, Scaffold Services, Climate Control and Air Quality, Flooring Solutions, Ground Protection, Trench Safety, Industrial Tool, Temporary Structures and Temporary Fencing divisions in North America. We also service a range of other applications such as industrial, events, facilities management and repair and maintenance. We believe the breadth of our equipment range offers the potential for higher returns. On a major long-term project, we often provide the full range of our equipment from small hand-held tools to larger dirt moving or aerial equipment.

Across our rental fleet, we generally carry equipment from one or two suppliers in each product range and limit the number of model types of each product. Having a standardized fleet results in lower costs because we obtain greater discounts by purchasing in bulk and reduce maintenance costs through more focused, and therefore reduced, training requirements for our staff. We are also able to share spare parts between stores, which helps to minimize the risk of over-stocking, and to transfer fleet between locations easily, which helps us achieve high levels of fleet utilization.

Significant purchasing power. As one of the largest participants in our industry, we purchase significant amounts of equipment, parts and other items from our suppliers. Our capital expenditures on rental equipment for FY April 2023 were $3,262 million. We believe that this level of capital expenditures enables us to negotiate favorable pricing, warranty and other terms with our vendors. As a result, we believe that we generally are able to purchase equipment at prices that are more favorable than those paid by the majority of our competitors.

We purchase equipment from vendors with superior reputations for product quality and reliability and maintain close relationships with these vendors to ensure excellent after-purchase service and support. However, we also maintain sufficient alternative sources of supply for the equipment we purchase in each product category.

Motivated local management teams. We believe that we have motivated local management teams due to our strong corporate culture, which primarily results from:

- the autonomy enjoyed by each of our management teams, subject to budgetary and other controls, which enable a focus on delivering customer service; and

- our reward and incentive programs, in which key members of our teams participate.

We believe our reward and incentive programs motivate our employees to maximize returns on investment and encourages them to build and reinforce relationships with our customers. We also believe our reward and incentive programs act as an incentive to promote cross selling between our General tool and Specialty businesses, control costs, optimize pricing and promote efficient fleet management, while, at the same time, building motivated and cohesive teams focused on profitability at both the local and district levels.

Experienced senior management team. Our senior operational management teams at Sunbelt Rentals and Sunbelt UK have each spent most of their careers in the equipment rental industry and on average have over 15 years of experience in the industry. Our senior management team presently is led by Brendan Horgan, our Chief Executive, who has served in his current position since May 2019. Prior to May 2019 he served as Chief Operating Officer from January 2018 and as the Chief Executive of Sunbelt and a director since January 2011. Mr. Horgan joined Sunbelt in 1996 and has held a number of senior management positions including chief sales officer. Mr. Horgan is chair of the Finance and Administration Committee. Michael Pratt is our chief financial officer and was appointed to the Board in April 2018. Mr. Pratt had been our Deputy Finance Director and Treasurer since 2012 having joined us in 2003 from PricewaterhouseCoopers.

Well-established brand. Sunbelt Rentals, with its distinctive logo, is well-established and well-recognized in the markets in which we operate. We believe that our customers associate the name with high quality equipment and customer service, which fosters loyalty and enables us to attract new, as well as retain repeat, customers in our markets as we grow the business.

Investing in the best systems. Our competitive advantage also depends on having the right computer systems and applications to allow our staff to deliver the highest standards of service. We make use of industry-leading applications of technology to further differentiate our service and capitalize on growth opportunities in the marketplace. Sunbelt Rentals' Command Center, including a mobile app, enables customers to manage all aspects of their account. They can track what equipment they have on rent, order new items from the entire range, request service or pick-up, extend their contract and see store locations.

Our sales representatives have access to all this information, as well as a powerful CRM tool, Accelerate, which enables them to find available equipment, customer contracts, preferences and potential needs, and all other information relevant to serving the customer.

These tools are enhanced further through the use of our proprietary cloud-based sourcing decision engine, Chronos. Developed with over 200 logic rules based on different variables and situations, Chronos creates automated workflows connected to and powering our point of sales and logistics systems which enable our sales representatives to focus more of their time on servicing customer needs.

Sunbelt UK has similar tools, with AXIS, its customer portal, enabling customers to manage all aspects of their account. It also provides a complete fleet management tool providing data on CO2 emissions, utilization rates, the movement of equipment on hire and fuel levels. There is significant data behind these applications which we reference to make efficiency gains, add depth to our growth strategy and provide more accurate forecasts.

In addition, Sunbelt UK's Logistic tool provides customers with real time delivery tracking through text message and app, contactless and paperless delivery and the ability to off-hire in the same manner, providing customers with instant visibility of products on hire. Logistic is also used internally to create operational efficiencies, for example through providing visibility of our vehicle fleet to maximize utilization and create the most efficient delivery routes for drivers.

Our strategy

While our business will always have a degree of cyclicality, particularly given the importance of the construction end market, the continuing level of structural change in our markets, particularly in the US and Canada, combined with

our proven strategy, makes us better able to capitalize on good economic environments and be more resilient to economic downturns.

Following our successful Project 2021, during which we increased our revenue almost 75% from $3,825 million in 2016 to $6,639 million in 2021, we launched the latest iteration of our strategic plan, Sunbelt 3.0, in April 2021. Sunbelt 3.0 is ambitious and reflects what we believe is achievable for Ashtead. We are conservative in our approach to maintaining a stable and secure balance sheet throughout the cycle and this enables us to maintain the flexibility we require to manage changes to the business and its environment, as and when they occur. We have been able to make decisions based on the long-term prospects for the business without having to make short-term decisions that damage the fabric of it. The past three years have demonstrated perhaps more than anything else, our ability to not only withstand difficult market conditions, but actually to flourish under them.

Our goal for Sunbelt 3.0 is to continue to add new locations across North America, while in the UK, the focus is on transforming the business over the 3.0 period to deliver enhanced and sustainable margins and returns. We are guided by five actionable components which will help us capitalize on the structural growth opportunities still very much available in North America and position us as the leading rental company in the UK. These are underpinned by three cultural elements that make us who we are, investing in our people, maintaining our entrepreneurial culture but doing that at scale, and continuing to bring Availability, Reliability and Ease to our customers:

Actionable components

Grow General Tool and advance our clusters	Advance our clustered market approach through a proven playbook to meet demand and enable increased rental penetration in North America while optimizing our operational network in the UK
Amplify Specialty	Drive accelerated growth through recently realized Specialty scale, unique cross-selling capabilities, and demand in the early phases of rental penetration
Advance Technology	Make the move from industry-leading technology platform, to a leader among the broader industrial and service sector; further improving our customer value proposition and capture the benefits of scale across the Group
Lead with ESG	Embracing responsible sustainability and success for our people, our customers, our communities and our investors; while unlocking structural benefits Environmental, Social and Corporate Governance ("ESG") will bring to rental across the Group
Dynamic Capital Allocation	Consistent application of our capital allocation policy to optimize capital deployment for the benefit of all stakeholders

Our goal in the long-term is to achieve 20% market share in North America and continue to grow our share of the UK market. We believe these are realistic goals given the way the rental market continues to evolve and the way we do business. Consistent implementation of our strategy across the economic cycle will ensure we are in a strong position at all times to take advantage of the opportunities presented.

Grow General Tool and advance our clusters

The first of our actionable components is to grow our General Tool business and advance our proven clustered market approach to meet demand and enable increased rental penetration in North America. In the UK, our focus is on optimizing our operational network. We will focus on achieving operational improvements in existing locations, exploiting latent capacity in newly opened locations, investing in fleet, leveraging the economics of our cluster approach and improving rental rates.

Our plan included 126 General Tool greenfield locations during Sunbelt 3.0 whose location was determined based on our experience and analytics down to the zip code level. This analysis includes our assessment of current market share, fleet per capita, customer statistics, construction starts, proximity to existing locations, square footage under roof and the competitive landscape. Our greenfield openings will be biased towards the western part of the US where we have a lower market share. This organic growth strategy will be complemented by bolt-ons.

Our plans for Canada involve bringing our market share to our 2021 US level through 26 greenfield openings, across all provinces and advancing our clusters around Toronto which is the largest rental market. When we entered the Canadian market in 2014, we acquired six locations in Western Canada. At April 30, 2023, we had 73 General Tool locations and 119 locations in total.

There is a drag on margins when we open new stores but generally they improve quickly as they deliver more revenue and broaden the fleet and customer mix. The same happens with acquisitions because we buy businesses we can improve, either operationally or through additional investment, or both. Even when the market declines, as was the case in 2020/21, our stores can continue to benefit from the structural part of the growth which is independent of the market. The strength of our brand and reputation means that greenfield sites become profitable very quickly. The diversity of our product portfolio and services only adds to this.

Structural growth is people choosing to rent more equipment (increased rental penetration) and the big getting bigger (increased market share). We are able to keep growing because we prioritize investment in the fleet and have the financial strength to do that. Our customers want good quality fleet, readily available to meet their needs. Investing in a broad range of fleet and backing that up with great service means our customers remain loyal and do not need to look elsewhere. Prioritizing higher return on investment ("RoI") products further helps our growth.

Our cluster approach is an important aspect of our strategy. Our greenfield sites are chosen carefully to enhance our existing business. We focus on building clusters of stores because, as they mature, they access a broader range of markets unrelated to construction leading to better margins and RoI. The size and composition of a cluster depends on the market size based on Designated Market Areas.

A top 25 market cluster in the US has more than 15 stores, a top 26-50 market cluster more than ten stores and a top 51-100 market more than four stores. We also include the smaller 101-210 markets within our cluster analysis. We have found that these smaller markets, while performing less well than others overall, often prove more resilient when times are less good. Our definition of a cluster in these markets is two or more stores. Creating clusters is also a key element of our expansion strategy in Canada which also helps us increase the Specialty business element of what we can provide for customers. With the advanced technology we have in place, we are able to analyze local market data accurately. This allows us to find similarities between certain US and Canadian centers, and model our growth plans accordingly. The more customers get to know and trust us, the faster we are able to grow.

We focus on ensuring our clusters meet the multiple needs of local customers even if that means some stores may appear superficially to perform less well than others. The interaction of the stores in a cluster is what gives us real competitive advantage. We find that having a blend of locations is highly desirable and we like to mix up the large equipment locations with smaller General Tool stores. The addition of Specialty stores serves to differentiate us from competitors in the area. This enables us to broaden and diversify our customer base and our end markets, as we extend our reach within a market. Average revenue per store is not a relevant measure with which to evaluate the success of individual clusters or even the business as a whole. The value is in the mix.

Amplify Specialty

Our second actionable component is to amplify our Specialty businesses which focus on products with comparatively low rental penetration in predominantly non-construction markets. These products are often a natural add-on to our General Tool products and services. We are always looking for new rental opportunities and to expand the number of our Specialty businesses which in North America include:

- Power and HVAC;
- Climate Control and Air Quality;
- Scaffold Services;
- Flooring Solutions;

- Lighting, Grip & Lens;
- Pump Solutions;
- Industrial Tool;
- Trench Safety;
- Ground Protection;
- Temporary Structures; and
- Temporary Fencing.

In North America we intend to invest in fleet to enable existing location growth as well as continuing our greenfield openings and bolt-on acquisitions. We are scaling the less developed business lines and identifying and exploring and developing new white and grey space opportunities. Our acquisition of Modu-Loc, Canada's leading temporary fencing provider, created our eleventh Specialty business line in North America and we see significant opportunities to expand this business into the US.

Our Specialty businesses are true specialisms with in-house experts in each business line with in-depth product and application knowledge, who enable us to provide the very best level of service to our customers.

We are looking to grow our North American Specialty revenue to c. $2.4 billion per annum during Sunbelt 3.0 through our ambitious plans to drive rental penetration and increase our market share. The strong growth in our existing Specialty businesses, combined with the contribution from our new businesses, Temporary Structures and Temporary Fencing, delivered Specialty revenue of $2.5 billion in the year. We have a broad-based team identifying new rental product ideas for both existing and new businesses, and a culture that encourages ideas at all levels of the organization building entrepreneurialism with scale.

In the UK we are making targeted fleet investment, accelerating Specialty growth through cross-selling and also identifying and developing new acquisition opportunities to enhance existing Specialty businesses. In the UK we are seeing significant growth in cross referrals.

Advancing technology

The third of our strategic actionable components is advancing the way we use technology. We are moving from being an industry-leading technology platform to being a leader among the broader industrial and service sector, further improving our customer value proposition and capturing benefits of scale across the Group. We do this by: leveraging our experience, culture and the data we accumulate day-to-day; making what we create, sustainable and scalable; building a technology-driven ecosystem; enabling eCommerce across all channels; ensuring we improve further our customer value proposition of Availability, Reliability and Ease; and migrating our common applications to a group-wide platform.

We have a robust technology infrastructure which supports our proprietary systems with the aim of continuous improvement to enable The Perfect Rental™. With c. 60% of orders placed for delivery within 24 hours, our goal is to enable our sales force to say 'Yes' confidently, through the use of our proprietary cloud-based sourcing decision engine, Chronos. Our Sunbelt 3.0 technology roadmap is designed to enhance the capability of all our systems, mobile applications and tools to make them ever smarter and more flexible, such that they deliver improvements in customer service, procurement opportunities, service operations, logistics and our management of resources. We are focused specifically on increasing order capture, improving time utilisation, enhanced connectivity, improving rental rates, more dynamic pricing and enhancing customer service.

Lead with ESG

A major update to our strategy in launching Sunbelt 3.0 was the inclusion, for the first time, of ESG as an actionable component. Responsible sustainability has always been important to the Group and part of our activities day-to-day, but now it is formally embedded into our strategy for the benefit of our people, customers, suppliers, communities and investors, as well as optimising the structural benefits ESG brings to rental. This is an important element in what we mean by Ambition with Purpose for Sunbelt 3.0. We believe there are enormous environmental benefits associated with rental versus ownership at all stages of the business life cycle, from the supply chain, to operations, customer use and end of life of equipment. Significant environmental benefits accrue when many customers rent one piece of well-maintained and safe equipment only when they need it, as opposed to multiple customers purchasing that same piece

of equipment, using it a few times, then disposing of it when it becomes obsolete or no longer needed. This is a prime example of the sharing economy. Increased rental of shared assets reduces the number of machines that need to be manufactured with the benefit of lower consumption of raw materials, fewer manufacturing facilities and hence, lower energy requirements, and fewer assets to be disposed of at end of life. We believe our rental equipment is also amongst the lowest carbon emitting available. As we renew our rental equipment and take advantage of the latest technology, we will be able to expand our offering of low carbon solutions to our customers. We have made a commitment to reduce our Scope 1 and 2 carbon intensity by 35% by 2030 and by 15% during Sunbelt 3.0. We have made good progress with 2022/23 carbon intensity, which is 30% lower than the baseline of 2017/18 and further reductions will come, principally from environmental efficiencies in our transportation fleet and the facilities we operate.

From a social perspective, our people are our top priority. Ours is a culture committed to employee safety, engagement, diversity, equity and inclusion, and providing a Leading / Living Wage. Putting our people first allows them to give us enormous competitive advantage, and our skilled workforce is instrumental to the Group's long-term success.

As an essential service provider, we support our customers and communities, whether investing in the communities in which our people live and work, participating with first responders for emergencies, or natural disaster response such as hurricane relief.

Dynamic capital allocation

Our final actionable component is dynamic capital allocation; the consistent application of our capital application policy to optimise capital deployment for the benefit of all our stakeholders. Maintaining financial and operational flexibility enables us to flex our business and operational models through the economic cycle. This enables us to react quickly to both opportunities in the market and adverse changes. The more growth we experience and plan for, the more financial and operational flexibility we need. A key element of our strategy is ensuring we have the financial strength to enable growth when appropriate and make our returns sustainable. Having a strong balance sheet is fundamental to our success at all stages in the cycle.

Our consistently applied policy continues with the following allocation priorities:

- Organic growth investment in existing locations and greenfield sites;
- Bolt-on acquisitions; and
- Returns to shareholders – progressive dividend policy and share buybacks to maintain target leverage range.

A core element of our financial stability comes from our strategy of ensuring that, averaged across the economic cycle, we always deliver RoI well ahead of our cost of capital. RoI through the cycle is the key measure for any rental company and the best medium-term indicator of the strength of the business. We do this in a variety of ways at different stages of the cycle, all focused on the effective management of invested capital and financial discipline.

The maturity of our stores has a big impact on RoI. As stores mature, and the size and range of fleet increases, there is natural margin and returns progression. Stores that were greenfield sites only two years ago are now already adding same-store growth. We are always focused on moving new and young stores up the maturity curve as there is scope for higher returns as they progress. This also means that we are now at a very different stage in our evolution in the current economic cycle relative to where we were in the last cycle. We have more stores and they are larger and more mature than at the peak of the last cycle, and are well placed to take advantage of growth opportunities and much better placed to weather downturns, when they arise, as was seen during the pandemic.

We have been consistent in our commitment to both low leverage and a well invested fleet, and we benefit from the options this strategy has provided. The length and gradual nature of the last cycle enabled us to establish a smooth, well distributed fleet profile across the age bands which provides significant flexibility across the economic cycle. Traditionally, rental companies have only generated cash in a downturn when they reduce capital expenditure and age their fleet. In the upturn, they consume cash as they replace their fleets and then seek to grow. We have changed this dynamic through the cycle with our scale and strong margins. We have been in a phase where we continued to grow the business in the latter part of the last cycle and were highly cash generative. This cash generation continued in FY

April 2023, with free cash flow of $531 million, while we invested significantly in the business. Our leverage remains towards the bottom of our target range of 1.5 to 2.0 times net debt to EBITDA (excluding IFRS 16) which provides the Group with significant flexibility, security and a platform for growth as we look to take advantage of good markets.

This financial position, when combined with the scale, maturity and diversity of the business, puts us in a strong position as we look forward to Sunbelt 4.0. Free cash flow from operations will fund 100% of our ambitious organic growth plans, leaving significant capacity for bolt-ons and returns to shareholders.

Cultural elements

Underpinning our five actionable components are our cultural elements of investing in our people; fostering a culture of 'entrepreneurialism with scale'; and continuously delivering on our customer promise of Availability, Reliability and Ease. We believe our culture drives the success of our business and, as such, these elements underpin our strategic plan and are critical to its delivery.

History

Ashtead Group plc is a company with limited liability incorporated under the laws of England and Wales. Our predecessor company, Ashtead Plant Hire Company Limited, was founded in 1947 and operated as a small plant hire subsidiary company within a privately owned UK construction group for 37 years until we acquired it in 1984. In 1990, we sought to broaden our base beyond the UK market and purchased Sunbelt US, then a two-store business based in Charlotte, North Carolina. We grew our business significantly in the following decade through organic new-store openings and one significant acquisition in the southeastern US, and largely through acquisitions in the UK.

In June 2000, in order to provide a platform for Sunbelt US's future growth nationwide across the US, we completed the acquisition of BET USA, Inc., the US equipment rental business of Rentokil Initial plc, for a total consideration of approximately $500 million. The BET acquisition doubled the revenue of our US business and gave us a market presence on the West Coast, Texas and the central states of the US.

In August 2006, we made a further transformational acquisition when we acquired NationsRent Companies, Inc. for approximately $1 billion. NationsRent's geographic reach in the US was largely complementary to our own, and, following integration into Sunbelt US, Sunbelt US became the national player in the US equipment rental market that it is today.

After a period during which we focused on integrating the former NationsRent operations into Sunbelt US and on dealing with the impact of the recession during 2008-2010, Sunbelt US has pursued an expansion strategy of same-store growth supplemented by greenfield openings and bolt-on acquisitions.

In November 2014, Sunbelt Rentals entered the Canadian market when we acquired GWG Rentals. Following expansion by way of a number of greenfields and small bolt-on acquisitions, we almost tripled the size of our Canadian business through the acquisition of CRS in August 2017. Subsequently, we have also added the William F. White International Inc. business to our Canadian operations in December 2019, expanding our presence in the Lighting, Grip and Lens business.

We have added over 700 new locations in the US over the last ten years and increased our revenue in the US during the ten year period to April 2023 at a compound annual rate of 16%. A further 119 locations have been added in Canada. The greenfield openings and bolt-on acquisitions expand our general tool footprint and develop our specialty businesses. In addition, Sunbelt UK has increased same-store revenues and completed a number of small bolt-on acquisitions principally in the specialty areas of our business as it diversifies its rental offering.

Our customers

Our customers range in size and scale from multinational businesses, through strong local contractors to individual do-it-yourselfers. Our diversified customer base includes construction, industrial and homeowner customers, service, repair and facility management businesses, emergency response organizations, as well as government entities such as municipalities and specialist contractors. The nature of the business is such that it consists of a high number of low-value transactions.

A large portion of our customer base comes from the commercial construction and industrial sectors. Commercial construction rentals are geared towards contractors conducting new-build and repair and renovation work who rent a wide range of equipment from power tools to backhoes. Industrial rentals are geared towards businesses conducting routine plant maintenance as well as special projects that require welding equipment, power washing equipment, forklifts and other material handling equipment.

During FY April 2023, our top ten customers accounted for less than 10% of our total revenue and no single customer accounted for more than 1% of our total revenues.

Our competitors

The equipment rental industry in both North America and the UK is highly fragmented and competitive. Our competitors include large companies, regional competitors, small independent businesses and equipment vendors and dealers.

In North America, Sunbelt Rentals' largest national competitors are listed below.

United Rentals— the largest equipment rental company both in the US and worldwide based on revenues. United Rentals reported total revenue of $11,642 million in its fiscal year ended December 31, 2022.

Herc Rentals—offers a broad range of rental equipment and is Sunbelt Rentals' longest standing large competitor. Herc Rentals reported revenue of $2,739 million in its fiscal year ended December 31, 2022.

The UK equipment rental market is much more mature than the North American market, but still fragmented. We believe that the top four equipment rental companies in the UK accounted for approximately 35% of the total UK equipment rental market in FY April 2023. Our largest competitors in the UK market are listed below.

Speedy Hire plc—Speedy is a UK public company which provides tool hire and general equipment rental services in the UK. In its fiscal year ended March 31, 2023, Speedy reported revenue of £441 million.

HSS Hire Service Group—HSS rents small equipment and tools throughout the UK. In its fiscal year ended December 31, 2022, it reported revenue of £333 million.

Vp plc—VP rents small tools and unmanned plant equipment, mainly to the utilities, building and construction industries. In its fiscal year ended March 31, 2023 it reported revenue of £372 million.

Our operations

We have a network of c. 1,400 stores in North America and the UK. In order to address the fact that different product groups require different marketing expertise, a number of our rental locations are run according to a "split store" approach where, in certain instances, there is more than one store operating from a single physical rental location. In FY April 2023, we derived 90% of our revenue from rental and rental related revenues, with the balance coming from sales of new merchandise, including sales of parts and a limited number of sales of new equipment, and sales of used rental equipment.

Sunbelt Rentals' 1,213 North American stores are comprised of 711 general equipment stores and 502 stores in its specialty areas. The general equipment business of Sunbelt US is organized into 2 territories, 13 operational regions and 64 districts in the US based on geographical location. The general equipment business of Sunbelt Canada is managed as 2 territories.

The Sunbelt North America specialty business includes a number of areas including Power and HVAC, Pump Solutions, Scaffold Services, Climate Control and Air Quality, Lighting, Grip and Lens, Industrial Tool, Flooring Solutions, Trench Safety, Ground Protection, Temporary Structures and Temporary Fencing.

Sunbelt UK's general equipment operations are managed nationally through 3 divisions: rental solutions; engineered solutions; and specialist solutions. The rental solutions division represents the general equipment business of Sunbelt UK and is managed through 7 geographical regions. The engineered solutions and specialist solutions divisions

represent Sunbelt UK's specialty businesses and include accommodation, formwork and falsework, climate control, temporary roadway and barriers, survey, traffic management and film and television.

Rental fleet composition

In North America, Sunbelt Rentals strives to offer the widest variety of specialized and non-specialized equipment in the industry, and we believe that Sunbelt US' rental fleet is one of the most extensive fleets in the US market. The original cost of Sunbelt US' fleet, at April 30, 2023, was $13,407 million. At April 30, 2023, the average age of Sunbelt US' fleet on a net book value weighted basis was approximately 35 months overall. The table below sets out the composition of the Sunbelt US fleet at April 30, 2023, by major category based on original cost.

Sunbelt US fleet breakdown	% of gross fleet	Original cost (in millions)
Mobile elevating work platforms	30%	4,087
Forklifts	20%	2,625
Earth moving	14%	1,854
Power & HVAC	11%	1,408
Scaffold	2%	272
Other	23%	3,161
Total	100%	13,407

The original cost of the Sunbelt Canada fleet was approximately C$1,438 million at April 30, 2023. The average age of Sunbelt Canada's fleet on a net book value weighted basis was approximately 36 months at April 30, 2023. The table below sets out the composition of the Sunbelt Canada's fleet at April 30, 2023, by major category based on original cost.

Sunbelt Canada fleet breakdown	% of gross fleet	Original cost (in millions)
Mobile elevating work platforms	31%	445
Earth moving	12%	170
Forklifts	11%	160
Power & HVAC	9%	124
Lighting, grip and lens	22%	312
Other	15%	227
Total	100%	C$ 1,438

We believe Sunbelt UK offers the widest range of non-operated rental equipment available from a single company in the UK. The original cost of its fleet, at April 30, 2023, was approximately £1,081 million and the average age of Sunbelt UK's fleet at April 30, 2023, was 36 months on a net book value weighted basis. The table below sets out the composition of the Sunbelt UK fleet at April 30, 2023, by major category based on original cost.

Sunbelt UK fleet breakdown	% of gross fleet	Original cost (in millions)
Accommodation	16%	168
Mobile elevating work platforms	11%	115
Earth moving	11%	117
Panels, fencing and barriers	10%	110
Forklifts	9%	103
Other	43%	468
Total	100%	£ 1,081

Suppliers

Sunbelt Rentals primarily buys new equipment from vendors with strong reputations for product quality and reliability.

In North America, the five largest equipment manufacturers from which Sunbelt Rentals purchases equipment, in terms of original cost of purchases, are Clark Equipment, JCB, JLG Industries, John Deere and Multiquip. These suppliers accounted for approximately 50% of Sunbelt Rentals North American capital expenditure on rental equipment in FY April 2023.

Sunbelt UK has continued to rationalize the number of suppliers from which it purchases new equipment. The five largest equipment manufacturers from which Sunbelt UK purchases equipment, in terms of original cost of purchases, are JCB, Genquip, Leica, Terex, and Thurston. These suppliers accounted for approximately 40% of Sunbelt UK's capital expenditures on rental equipment in FY April 2023.

We believe that Sunbelt Rentals has sufficient alternative sources of supply for the equipment it purchases in each of its product categories in each geography in which it operates.

Information technology

Sunbelt North America's complete digital eco-system begins with our online Command Center, including a mobile app, where customers can see and manage everything to do with their account. They can, among other things, track what equipment they have on rent, order new items from the entire available range, see what they've rented recently, request service or a pickup, extend their contract, see store locations or log their favorite equipment. Our sales representatives have access to all of this information, as well as a very powerful CRM tool, Accelerate, which enables them to find out where available equipment is located, customer contacts, preferences and potential needs, and all other information relevant to serving the customer.

These tools are enhanced further through the use of our proprietary cloud-based sourcing decision engine, Chronos. Developed with over 200 logic rules based on different variables and situations, Chronos creates automated workflows connected to and powering our point of sales and logistics systems which enable our sales representatives to focus more of their time on servicing customer needs.

Finally, our Vehicle Delivery Optimization System ("VDOS") is used by dispatchers to manage pickup and deliveries of equipment at job sites, and schedule drivers who are able to access it on their mobile phones. There are vast amounts of data behind each of these applications, which we reference to make efficiency gains, deliver improvements in procurement, service operations, logistics and our management of resources, add depth to our growth strategy and provide more accurate strategic forecasts.

Similar to Sunbelt in North America, Sunbelt UK has a range of technology based tools to enhance the customer experience and deliver operational efficiencies. Sunbelt UK offers its customers an interactive website where customers can find their nearest Sunbelt UK store and browse Sunbelt UK's range of rental equipment. In addition, Sunbelt UK also operates a customer extranet where customers can access their accounts on-line at any time and, tailor the presentation according to their preferences. Sunbelt UK utilizes a sophisticated point-of-sale invoicing and asset control computer system that links all Sunbelt UK stores and allows Sunbelt UK staff to manage and control the rental fleet effectively.

These tools are supported by Sunbelt UK's Logistic tool, which provides customers with real time delivery tracking through text message and app, contactless and paperless delivery and the ability to off-hire in the same manner, providing customers with instant visibility of products on hire. Logistic is also used internally to create operational efficiencies, for example through providing visibility of our vehicle fleet to maximize utilization and create the most efficient delivery routes for drivers.

Sales and marketing

Each of Sunbelt US, Sunbelt Canada and Sunbelt UK has a dedicated sales force focusing on establishing and expanding our national, regional and specialized equipment customers in various sectors. In both North America and the UK, we have dedicated national account sales forces that are focused on building and reinforcing relationships with our larger customers, particularly those with a national or multi regional presence. Our sales force is further broken down into smaller product focused teams, which enhances the development of technical expertise.

In addition to the efforts of our sales force, we market our business through traditional outlets such as direct mail campaigns, print advertising, telemarketing and industry trade publications.

Staff, training and development

Developing quality rental equipment staff is a priority at Sunbelt Rentals and, we believe, is also an important way of maintaining employee morale and loyalty. Sunbelt Rentals maintain in-house training teams which during FY April 2023 offered a wide range of courses for a significant number of our employees.

Employees

Our worldwide workforce consisted of approximately 25,325 employees (full- and part-time) at April 30, 2023, of which approximately 21,075 were located in North America and approximately 4,250 were located in the UK. We have approximately 1,168 employees in the US who are members of the laborers', teamsters' or operating engineers' unions. We believe that, overall, our relations with our employees are good. Staff costs remain our largest individual cash cost and amounted to $2,222 million and $1,831 million, or 42% of our operating costs, in each of FY April 2023 and FY April 2022, respectively.

Properties and lease arrangements

At April 30, 2023, we operated 1,398 stores in North America and the UK. We own 80 properties in North America and lease the remaining locations. We own 38 properties in the UK and hold a leasehold interest in the remaining locations.

Each of our locations typically includes offices for sales, administration and management, a customer showroom displaying rental equipment, an equipment service area, office accommodation and outdoor and indoor storage facilities for equipment. Each location offers a range of rental equipment dependent on the specializations of the store(s) based at the location.

We also lease our corporate headquarters in an office building in London, England, Sunbelt Rentals' corporate headquarters in an office building in Fort Mill, South Carolina and Sunbelt UK's corporate headquarters in an office building in Warrington, England. We do not consider any specific leased location to be material to our operations.

Environmental and safety matters

Our operations are subject to numerous laws governing environmental protection and occupational health and safety matters. These laws regulate such issues as wastewater, storm water, solid and hazardous wastes and materials and air quality. Under these laws, we may be liable for, among other things, the cost of investigating and remediating contamination at our sites as well as sites to which we sent hazardous wastes for disposal or treatment regardless of fault, and also fines and penalties for non-compliance. Our operations generally do not raise significant environmental risks, but we use hazardous materials to clean and maintain equipment, dispose of solid and hazardous waste and wastewater from equipment washing and store and dispense petroleum products from underground and above ground storage tanks located at certain of our locations.

Based on the conditions currently known to us, we do not believe that any pending or likely remediation and compliance costs will have a material adverse effect on our business. We cannot be certain, however, as to the potential financial impact on our business if new adverse environmental conditions are discovered or environmental and safety requirements become more stringent. If we are required to incur environmental compliance or remediation costs that are not currently anticipated by us, our business could be adversely affected depending on the magnitude of the cost.

Legal proceedings

We are a party to certain legal proceedings arising in the ordinary course of business, the results of which cannot be predicted with certainty.

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer, the guarantors or the Ashtead Group is aware), during the previous 12 months which

may have, or have had in the recent past, significant effects on the Issuer's, the guarantors' or Ashtead Group's financial position or profitability.

MANAGEMENT

Directors and executive officers

The following table sets forth certain information with respect to our executive officers and members of Ashtead Group plc's Board of Directors as of the date of this offering memorandum.

Name	Age	Title
Executive Officers		
Brendan Horgan	49	Chief Executive of Ashtead Group plc and Chief Executive Officer of Sunbelt Rentals
Michael Pratt	59	Chief Financial Officer of Ashtead Group plc
Directors		
Paul Walker	66	Non-Executive Chair
Brendan Horgan	49	Executive Director
Michael Pratt	59	Executive Director
Angus Cockburn	60	Senior Independent Non-Executive Director
Jill Easterbrook	52	Independent Non-Executive Director
Tanya Fratto	62	Independent Non-Executive Director
Renata Ribeiro	51	Independent Non-Executive Director
Lucinda Riches	62	Independent Non-Executive Director
Lindsley Ruth	52	Independent Non-Executive Director

Brendan Horgan, Chief Executive, Ashtead Group plc, was appointed as Chief Executive in May 2019. Prior to May 2019, Mr. Horgan served as Chief Operating Officer of Ashtead Group, plc from January 2018 and as the Chief Executive of Sunbelt Rentals since January 2011. Mr. Horgan joined Sunbelt Rentals in 1996 and has previously held a number of senior management positions including Chief Sales Officer and Chief Operating Officer. Mr. Horgan is chair of the Finance and Administration Committee. Mr. Horgan is a US citizen and lives in Charlotte, North Carolina.

Michael Pratt, Chief Financial Officer, Ashtead Group plc, was appointed as Chief Financial Officer and as a Director of Ashtead Group plc in April 2018. Mr. Pratt joined the Group in 2003 from PricewaterhouseCoopers and since 2012 has served as Deputy Finance Director and Treasurer. He is a Chartered Accountant. Mr. Pratt is a member of the Finance and Administration and Group Risk Committees. Mr. Pratt is a British citizen and lives in London.

Board composition

In addition to our executive officers Messrs. Horgan and Pratt, whose backgrounds we have described above, our board includes the following non-executive directors:

Paul Walker, Non-Executive Chair, was appointed as a non-executive Director in July 2018 and non-executive Chair September 2018. Mr. Walker is chair of the Nomination Committee and a member of the Finance and Administration Committee. Mr. Walker is also non-executive Chair of RELX plc. Mr. Walker was previously Chief Executive of the Sage Group plc and has served on the boards of Diageo plc, Experian plc, Halma plc, Sophos Group plc and MyTravel Group plc. Mr. Walker is a British citizen and lives in Newcastle.

Angus Cockburn, Senior Independent Non-Executive Director, was appointed as a non-executive Director in October 2018 and senior independent non-executive Director in January 2019. Mr. Cockburn is chair of the Audit Committee and a member of the Remuneration and Nomination Committees. Mr. Cockburn is non-executive Chair of James Fisher and Sons plc and non-executive Director of Securities Trust of Scotland plc and Edrington Group Limited. Previously, Mr. Cockburn was Chief Financial Officer of Serco Group plc from October 2014 to April 2021. Additionally, Mr. Cockburn was Chief Financial Officer and Interim Chief Executive at Aggreko plc, senior independent Director of GKN plc and a non-executive Director of Howden Joinery Group PLC. Mr. Cockburn is a British citizen and lives in Edinburgh.

Jill Easterbrook, Independent Non-Executive Director, was appointed as a non-executive Director and member of the Audit, Remuneration and Nomination Committees in January 2020. Ms. Easterbrook is the non-executive Chair of

Headland Consultancy and a non-executive Director of Auto Trader Group plc, Tracsis plc and UP Global Sourcing Holdings plc. Ms. Easterbrook formally held a number of senior positions with Tesco PLC and was the Chief Executive Officer of JP Boden & Co. Ms. Easterbrook is a British citizen and lives in Buckinghamshire.

Tanya Fratto, Independent Non-Executive Director, was appointed as a non-executive Director and a member of the Audit, Remuneration and Nomination Committees in July 2016. Ms. Fratto is a non-executive Director of Advanced Drainage Systems Inc. Ms. Fratto was formerly a non-executive Director of Smiths Group plc and Mondi Group plc, and President and Chief Executive Officer of Diamond Innovations. Ms. Fratto is a US citizen and lives in Alabama.

Renata Ribeiro, Independent Non-Executive Director, was appointed as a non-executive Director and a member of the Audit, Remuneration and Nomination Committees in January 2022. Ms. Ribeiro is currently Senior Vice President for operations strategy for Carnival Corporation & plc, where she has worked since 2008. Ms. Ribeiro was previously Director of commercial innovation and international expansion for Natura & Co. Ms. Ribeiro is a US and Brazilian citizen and lives in Florida.

Lucinda Riches, Independent Non-Executive Director, was appointed as a non-executive Director and a member of the Remuneration and Nomination Committees in June 2016 and chair of the Remuneration Committee and member of the Audit Committee in September 2016. Ms. Riches is the non-executive chair of Peel Hunt plc and Greencoat UK Wind plc and a non-executive director of LGT Capital Partners. Ms. Riches was formerly global head of Equity Capital Markets and a member of the board of UBS Investment Bank. Ms. Riches is a British citizen and lives in London.

Lindsley Ruth, Independent Non-Executive Director, was appointed as a non-executive Director and a member of the Audit, Remuneration and Nomination Committees in May 2019. Mr. Ruth was formerly Chief Executive Officer of RS Group plc (formerly Electrocomponents plc) and has also held senior positions with TTI Inc. and Solectron Corporation. Mr. Ruth is a US citizen and lives in Texas.

As of the date of this offering memorandum, there are no current or potential conflicts of interest between each of the directors of Ashtead Group plc in his or her official capacity and his or her private interests or other duties.

The business address of the Board of Directors of Ashtead Group plc and each of Michael Pratt, Paul Walker, Angus Cockburn, Jill Easterbrook, Tanya Fratto, Renata Ribeiro, Lucinda Riches and Lindsley Ruth is 100 Cheapside, London EC2V 6DT, England. Brendan Horgan's business address is 1799 Innovation Pt., Fort Mill, SC 29715, USA.

Board committees

Our Board of Directors has established an Audit Committee, a Remuneration Committee, a Nomination Committee and Group Risk Committee and a Finance and Administration Committee to carry out certain functions as described below. The following is a brief description of the committees of our Board of Directors.

Audit Committee

The Audit Committee of the Board of Directors is composed of Angus Cockburn (Chair), Jill Easterbrook, Tanya Fratto, Renata Ribeiro, Lucinda Riches and Lindsley Ruth. Eric Watkins is secretary to the Committee. The Audit Committee meets as and when required during the year to consider, among other things, quarterly and annual results, the external and internal audit plans and reports from the external auditor and internal operational auditors, the independence, objectivity and effectiveness of the external auditor and the level of audit and non-audit fees, the frequency and scope of internal audit, the Ashtead Group plc risk register and the work of the Ashtead Group plc Risk Committee, the effectiveness of Ashtead Group plc's internal controls and financial reporting policies and reports on matters referred through Ashtead Group plc's whistle blowing procedures.

Remuneration Committee

The Remuneration Committee of the Board of Directors is composed of Lucinda Riches (Chair), Angus Cockburn, Renata Ribeiro, Jill Easterbrook, Tanya Fratto and Lindsley Ruth. Eric Watkins is secretary to the Committee. The Remuneration Committee meets as and when required during the year to set the compensation packages for the

executive Directors, to establish the terms and conditions of the executive Directors' employment and to set remuneration policy generally.

None of the Committee members has any personal financial interests, other than as shareholders, in the matters to be decided. None of the members of the Remuneration Committee is currently or has been at any time one of our executive Directors or an employee. None of our executive Directors currently serves, or has served, as a member of the board of directors of any other company that has one or more executive directors serving on our Board of Directors or Remuneration Committee.

Nomination Committee

The Nomination Committee of the Board of Directors is composed of Paul Walker (Chair), Angus Cockburn, Jill Easterbrook, Tanya Fratto, Renata Ribeiro, Lucinda Riches and Lindsley Ruth. Eric Watkins is secretary to the Committee. The Nomination Committee meets as and when required to consider the structure, size and composition of our Board of Directors. The Committee's primary focus during the year remained succession planning and, in particular, the orderly replacement of the long-serving non-executive directors.

Finance and Administration Committee

The Finance and Administration Committee is composed of Brendan Horgan (Chair), Michael Pratt and Paul Walker. The Board of Directors has delegated authority to this Committee to deal with routine financial and administrative matters between Board of Directors meetings. The Committee meets as necessary to perform its role and has a quorum requirement of two members with certain matters requiring the participation of Paul Walker, non-executive Chair of the Board of Directors, including, for example, the approval of material announcements to the London Stock Exchange.

Group Risk Committee

The Group Risk Committee is composed of Michael Pratt (Chair); the North American chief financial officer, head of control operations, head of administration and business development, chief technology officer, the head of safety, health and environment and one of the operational executive vice presidents; the UK chief financial officer; the Group's managing director of ESG; US and Group counsel; and the Group Head of Internal Audit. The Group Risk Committee provides the Audit Committee, and through them the Board, with a comprehensive annual report on its activities including new legislative requirements, details of areas identified in the year as requiring improvement, and the status of actions being taken to make those improvements. It also facilitates the coordination of the environmental, health, safety and risk management activities of Sunbelt and Sunbelt UK so that best practice and new initiatives in one business can be shared with, and adopted by, the other.

Principal shareholders

The Issuer

As of April 30, 2023, the authorized share capital of the Issuer consisted of 1,000 shares, each with no par value. All of the issued share capital of the Issuer is beneficially owned by Ashtead Holdings, LLC.

Ashtead Group plc

As of April 30, 2023, the issued share capital of Ashtead Group plc was £45.1 million, consisting of 451,354,833 ordinary shares, each with a par value of 10 pence per share. The following shareholders have notified the Directors that they hold or are beneficially interested in 3% or more of Ashtead Group plc's ordinary share capital as of June 12, 2023.

Name	Percent
BlackRock, Inc.	5%

The shareholders listed above have the same voting rights of one vote per share as other holders of ordinary shares.

DESCRIPTION OF CERTAIN INDEBTEDNESS

The following is a summary of our financing arrangements. This summary is qualified in its entirety by reference to the various documents governing the financing arrangements.

First priority senior secured credit facility

Set forth below is a summary of certain of the terms and conditions that govern our First Priority Senior Secured Credit Facility. This summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the terms and conditions of our First Priority Senior Secured Credit Facility and the agreements evidencing our First Priority Senior Secured Credit Facility.

The borrowers

Ashtead Holdings, LLC, Sunbelt Rentals, Inc., Sunbelt Rentals Scaffold Services, LLC, Sunbelt Rentals Limited, Eve Trakway Limited, Sunbelt Rentals Industrial Services LLC, William F. White International Inc. and Sunbelt Rentals of Canada Inc. are the borrowers under our First Priority Senior Secured Credit Facility.

The guarantors

Ashtead Group plc, Ashtead Holdings PLC, Ashtead Financing Limited, Ashtead Capital, Inc., Accession Group Limited, Accession Holdings Limited, ATM Traffic Solutions Limited, Anglia Traffic Management Group Limited, Sunbelt Rentals Scaffold Services, Inc., Ashtead Canada Limited, Ashtead US Holdings, Inc. and Ashtead Financing (Ireland) Unlimited Company are the guarantors under our First Priority Senior Secured Credit Facility. We are required to make certain future material subsidiaries of Ashtead Group plc additional guarantors under our First Priority Senior Secured Credit Facility.

The facilities

Our First Priority Senior Secured Credit Facility, which is currently scheduled to mature in August 2026, consists of an asset-based senior secured revolving credit facility in an aggregate principal amount of $4.5 billion, of which up to $1 billion US dollar equivalent can be drawn in pounds sterling and $1 billion US dollar equivalent can be drawn in Canadian dollars. The facility is non-amortizing.

Pricing for the revolving credit facility is based on a grid which varies, depending on average quarterly availability, from the applicable benchmark interest rate *plus* 125 basis points to the applicable benchmark interest rate *plus* 150 basis points (or from the base rate, based among other things on Bank of America's prime rate, *plus* 25 basis points to the base rate *plus* 50 basis points). The interest rates currently applicable to this variable rate debt are term SOFR for US dollar loans, SONIA for pound sterling loans and CDOR for Canadian dollar loans, as applicable to the currency borrowed, in each case *plus* 125 basis points. We are able to elect for term SOFR and CDOR loans interest periods of one, three or six months. The applicable interest rate will rise by 2.0% per annum on any principal amount that is not paid when due, on the principal amount of all obligations under the facility upon the commencement by or against any borrower of an insolvency proceeding and with respect to the principal amount of any protective agent advances. Among other fees, the facility is also subject to a per annum unused line fee on the undrawn portion of the facility of 25 basis points, payable quarterly in arrears.

As the facility is asset-based, the maximum amount available to be borrowed (which includes drawings in the form of standby letters of credit) depends on asset values (receivables, inventory, rental equipment and real estate) which are subject to periodic independent appraisal. Our ability to borrow, repay and reborrow revolving loans and have letters of credit issued for our accounts is limited by, among other things, US, UK, and Canadian borrowing bases equal to specified percentages of, among other things, eligible accounts receivable, eligible inventory, eligible rental equipment and eligible real estate and is subject to other conditions to borrowing and limitations, including reserve requirements and limitations on the value of certain assets comprising the borrowing bases. $2,152 million was utilized under the facility at April 30, 2023.

Covenants

Our First Priority Senior Secured Credit Facility also contains representations and warranties customary for facilities of this type. It contains a springing financial covenant to maintain a minimum fixed charge coverage ratio, which is the ratio of consolidated EBITDA *minus*, to the extent positive, consolidated net capital expenditures for the then ended four fiscal quarter period to fixed charges for such four fiscal quarter period. This financial covenant does not, however, apply when excess availability under the facility exceeds 10% of the facility size ($450 million). Available liquidity under the First Priority Senior Secured Credit Facility at April 30, 2023, was $2,573 million, reflecting drawings under the facility at that date together with outstanding letters of credit of $73 million. In addition, our First Priority Senior Secured Credit Facility contains certain restrictive or negative covenants, including negative covenants that restrict the ability of each borrower, each guarantor and any restricted subsidiary of the foregoing, subject to certain important exceptions, to, among other things:

(a) merge, reorganize, consolidate or amalgamate with any person or entity;

(b) make investments or loans or acquire any person or entity;

(c) create, incur, assume, guarantee or suffer to exist any debt;

(d) enter into, or be party to any transaction with, any affiliate or stockholder;

(e) create or suffer to exist any lien or encumbrance on any of its assets or property;

(f) make payments in connection with subordinated debt or amend or modify the terms of indentures or certain other debt documents;

(g) declare, pay or make distributions or dividends;

(h) sell, assign, lease, consign or otherwise dispose of any of its assets or property; or

(i) engage in any new business.

Our obligations under our First Priority Senior Secured Credit Facility are secured by a first priority security interest, subject to permitted liens and other limited exceptions, in substantially all tangible and intangible property of the borrowers and the guarantors at any time owned or acquired.

Each new material subsidiary of Ashtead Group plc is required to promptly provide security over its assets, subject to permitted liens and other limited exceptions.

Events of default

Our First Priority Senior Secured Credit Facility contains certain events of default, subject to certain thresholds and cure rights, including, among other things:

(a) non-payment of any amount due;

(b) breach of any representation, warranty or other written statement made or furnished or when reaffirmed by any borrower or any guarantor;

(c) breaches of covenants;

(d) any event of default on the part of any obligor under any agreement relating to any debt in excess of the greater of 2.0% of consolidated net tangible assets or $125 million, if the payment or maturity of such debt may be accelerated or demand for payment may be made in consequence thereof;

(e) the borrowers and guarantors shall cease to be solvent (on a consolidated basis);

(f) any action, case or proceeding is commenced by or against any borrower or guarantor, or any agreement of any borrower or guarantor, for (i) the entry of an order for relief under any chapter of the US Bankruptcy Code or other insolvency or debt adjustment law (whether state, federal or foreign), (ii) the appointment of a receiver, trustee, liquidator or other custodian for any borrower or guarantor or any part of its assets, (iii) an assignment or trust mortgage for the benefit of creditors of any borrower or guarantor or (iv) the liquidation, dissolution or winding up of the affairs of any borrower or guarantor;

(g) any "Change of Control" (as defined in the agreement evidencing our First Priority Senior Secured Credit Facility); and

(h) one or more judgments or orders for the payment of money (not covered by insurance) against any borrower or any guarantor in an amount (net of any applicable insurance recoveries) that exceeds, individually or in the aggregate, the greater of 2.0% of consolidated net tangible assets or $125 million.

2026 Notes

On August 12, 2021, the Issuer issued $550 million of the 2026 Notes. The 2026 Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer).

The 2026 Notes mature on August 12, 2026. Interest on the 2026 Notes accrues at a rate of 1.500% per annum and is payable on each February 12 and August 12.

The 2026 Notes rank senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the 2026 Notes and rank equally in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the 2026 Notes, including the 2027 Notes, 2028 Notes, 2029 Notes and 2031 Notes. The guarantees of each of the guarantors of the 2026 Notes rank senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee and rank equally in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee. The 2026 Notes are effectively subordinated to existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the 2026 Notes.

At any time prior to May 12, 2026, the Issuer may on one or more occasions redeem all or part of the 2026 Notes at a redemption price equal to the greater of:

- 100% of the principal amount of 2026 Notes being redeemed; and
- the sum of the present values of the applicable remaining scheduled payments (not including any portion of payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis, computed using a discount rate equal to the Treasury Rate, as defined in the indenture governing the 2026 Notes, at such redemption date *plus* 20 basis points;

in each case, *plus* accrued and unpaid interest, if any, to the redemption date.

On or after July 12, 2026, and prior to the maturity date for the 2026 Notes, the Issuer may on one or more occasions redeem all or a portion of the 2026 Notes at a redemption price equal to 100% of the principal amount thereof, *plus* accrued and unpaid interest, if any, to the redemption date.

The Issuer may also redeem all, but not less than all, of the 2026 Notes at a redemption price of 100% of the principal amount thereof outstanding, *plus* accrued and unpaid interest, if any, to the redemption date, premium, if any, and all other additional amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise, if the Issuer determines in good faith that it or any guarantor of the 2026 Notes is, or on the next date on which any amount would be payable in respect of the 2026 Notes would be, obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances.

The Issuer will make all payments with respect to the 2026 Notes and the guarantors will make all payments with respect to the guarantees of the 2026 Notes free and clear of and without withholding or deduction for or on account of certain taxes, subject to certain exceptions as provided in the indenture governing the 2026 Notes. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

The indenture governing the 2026 Notes contains covenants for the benefit of the holders of the 2026 Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to:

- create liens on assets to secure debt;
- enter into sale and leaseback transactions;
- in the case of a subsidiary that is not the Issuer or a subsidiary guarantor, guarantee our debt; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

The indenture governing the 2026 Notes provides that the Issuer or the Parent Guarantor will be required to make an offer to purchase the 2026 Notes at a purchase price equal to 101% of their aggregate principal amount, *plus* accrued and unpaid interest, if any, to the date of purchase upon the occurrence of a "Change of Control," as defined in the indenture governing the 2026 Notes. In addition, the indenture governing the 2026 Notes requires that the Issuer or the Parent Guarantor offer to purchase all or a portion of the 2026 Notes at 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the date of repurchase from the net cash proceeds of certain asset sales if those proceeds are not reinvested or used to repay certain indebtedness.

The indenture governing the 2026 Notes specifies a number of events of default, including, among others, a failure to make timely principal or interest payments or to perform the covenants contained in the indenture governing the 2026 Notes. If an event of default occurs and is continuing, the trustee under the indenture governing the 2026 Notes or the holders of a specified principal amount of the outstanding 2026 Notes may declare the principal amount of, premium, if any, and any additional amounts and accrued but unpaid interest on all of the 2026 Notes to be due and payable. An acceleration of the 2026 Notes may, under specified circumstances, be rescinded by the holders of a majority of the aggregate principal amount of the then outstanding 2026 Notes.

2027 Notes

On August 9, 2017, the Issuer issued $600 million of the 2027 Notes. The 2027 Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer).

The 2027 Notes mature on August 15, 2027. Interest on the 2027 Notes accrues at a rate of 4.375% per annum and is payable on each February 15 and August 15.

The 2027 Notes rank senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the 2027 Notes and rank equally in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the 2027 Notes, including the 2026 Notes, 2028 Notes, 2029 Notes and 2031 Notes. The guarantees of each of the guarantors of the 2027 Notes rank senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee and rank equally in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee. The 2027 Notes are effectively subordinated to existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the 2027 Notes.

Prior to the maturity date for the 2027 Notes, the Issuer may on one or more occasions redeem all or a portion of the 2027 Notes at the following redemption prices if redeemed during the twelve-month period commencing on August 15 of the years set forth below:

Year	Redemption price
2022	102.188%
2023	101.458%
2024	100.729%
2025 and thereafter	100.000%

The Issuer may also redeem all, but not less than all, of the 2027 Notes at a redemption price of 100% of the principal amount thereof outstanding, *plus* accrued and unpaid interest, if any, to the redemption date, premium, if any, and all other additional amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise if the Issuer determines in good faith that it or any guarantor of the 2027 Notes is, or on the next date on which any amount would be payable in respect of the 2027 Notes would be, obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances.

The Issuer will make all payments with respect to the 2027 Notes and the guarantors will make all payments with respect to the guarantees of the 2027 Notes free and clear of and without withholding or deduction for or on account of certain taxes, subject to certain exceptions as provided in the indenture governing the 2027 Notes. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

The indenture governing the 2027 Notes contains covenants for the benefit of the holders of the 2027 Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to:

- create liens on assets to secure debt;
- enter into sale and leaseback transactions;
- in the case of a subsidiary that is not the Issuer or a subsidiary guarantor, guarantee our debt; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

The indenture governing the 2027 Notes also provides that the Issuer or the Parent Guarantor will be required to make an offer to purchase the 2027 Notes at a purchase price equal to 101% of their aggregate principal amount (plus accrued and unpaid interest, if any, to the date of purchase) upon the occurrence of a "Change of Control," as defined in the indenture governing the 2027 Notes. In addition, the indenture governing the 2027 Notes requires that the Issuer or the Parent Guarantor offer to purchase all or a portion of the 2027 Notes at 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the date of repurchase from the net cash proceeds of certain asset sales if those proceeds are not reinvested or used to repay certain indebtedness.

The indenture governing the 2027 Notes specifies a number of events of default, including, among others, a failure to make timely principal or interest payments or to perform the covenants contained in the indenture governing the 2027 Notes. If an event of default occurs and is continuing, the trustee under the indenture governing the 2027 Notes or the holders of a specified principal amount of the outstanding 2027 Notes may declare the principal amount of, premium, if any, and any additional amounts and accrued but unpaid interest on all of the 2027 Notes to be due and payable. An acceleration of the 2027 Notes may, under specified circumstances, be rescinded by the holders of a majority of the aggregate principal amount of the then outstanding 2027 Notes.

2028 Notes

On November 4, 2019, the Issuer issued $600 million of the 2028 Notes. The 2028 Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer).

The 2028 Notes mature on May 1, 2028. Interest on the 2028 Notes accrues at a rate of 4.000% per annum and is payable on each May 1 and November 1.

The 2028 Notes rank senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the 2028 Notes and rank equally in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the 2028 Notes, including the 2026 Notes, 2027 Notes, 2029 Notes and 2031 Notes. The guarantees of each of the guarantors of the 2028 Notes rank senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee and rank equally in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee. The 2028 Notes are effectively subordinated to existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the 2028 Notes.

Prior to the maturity date for the 2028 Notes, the Issuer may on one or more occasions redeem all or a portion of the 2028 Notes at the following redemption prices if redeemed during the twelve-month period commencing on May 1 of the years set forth below:

Year	Redemption price
2023	102.000%
2024	101.333%
2025	100.667%
2026 and thereafter	100.000%

The Issuer may also redeem all, but not less than all, of the 2028 Notes at a redemption price of 100% of the principal amount thereof outstanding, *plus* accrued and unpaid interest, if any, to the redemption date, premium, if any, and all other additional amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise if the Issuer determines in good faith that it or any guarantor of the 2028 Notes is, or on the next date on which any amount would be payable in respect of the 2028 Notes would be, obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances.

The Issuer will make all payments with respect to the 2028 Notes and the guarantors will make all payments with respect to the guarantees of the 2028 Notes free and clear of and without withholding or deduction for or on account of certain taxes, subject to certain exceptions as provided in the indenture governing the 2028 Notes. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

The indenture governing the 2028 Notes contains covenants for the benefit of the holders of the 2028 Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to:

- create liens on assets to secure debt;
- enter into sale and leaseback transactions;
- in the case of a subsidiary that is not the Issuer or a subsidiary guarantor, guarantee our debt; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

The indenture governing the 2028 Notes also provides that the Issuer or the Parent Guarantor will be required to make an offer to purchase the 2028 Notes at a purchase price equal to 101% of their aggregate principal amount (plus accrued and unpaid interest, if any, to the date of purchase) upon the occurrence of a "Change of Control," as defined in the indenture governing the 2028 Notes. In addition, the indenture governing the 2028 Notes requires that the Issuer or the Parent Guarantor offer to purchase all or a portion of the 2028 Notes at 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the date of repurchase from the net cash proceeds of certain asset sales if those proceeds are not reinvested or used to repay certain indebtedness.

The indenture governing the 2028 Notes specifies a number of events of default, including, among others, a failure to make timely principal or interest payments or to perform the covenants contained in the indenture governing the 2028 Notes. If an event of default occurs and is continuing, the trustee under the indenture governing the 2028 Notes or the holders of a specified principal amount of the outstanding 2028 Notes may declare the principal amount of, premium, if any, and any additional amounts and accrued but unpaid interest on all of the 2028 Notes to be due and payable. An acceleration of the 2028 Notes may, under specified circumstances, be rescinded by the holders of a majority of the aggregate principal amount of the then outstanding 2028 Notes.

2029 Notes

On November 4, 2019, the Issuer issued $600 million of the 2029 Notes. The 2029 Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer).

The 2029 Notes mature on November 1, 2029. Interest on the 2029 Notes accrues at a rate of 4.250% per annum and is payable on each May 1 and November 1.

The 2029 Notes rank senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the 2029 Notes and rank equally in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the 2029 Notes, including the 2026 Notes, 2027 Notes, 2028 Notes and 2031 Notes. The guarantees of each of the guarantors of the 2029 Notes rank senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee and rank equally in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee. The 2029 Notes are effectively subordinated to existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the 2029 Notes.

At any time prior to November 1, 2024, the Issuer may on one or more occasions redeem all or part of the 2029 Notes at a redemption price equal to 100% of the principal amount thereof, *plus* accrued and unpaid interest, if any, to the redemption date and the greater of:

- 1.0% of the principal amount of such 2029 Notes being redeemed; and
- the excess of:
    - the present value at such redemption date of (x) the redemption price of such 2029 Notes being redeemed at November 1, 2024 (i.e., 102.125% of the principal amount of such 2029 Notes), *plus* (y) all required scheduled interest payments that would otherwise be due to be paid on such 2029 Notes during the period between the redemption date and November 1, 2024 (excluding accrued but unpaid interest), computed using a discount rate equal to the Treasury Rate, as defined in the indenture governing the 2029 Notes, at such redemption date *plus* 50 basis points; over
    - the outstanding principal amount of such 2029 Notes being redeemed.

On or after November 1, 2024, and prior to the maturity date for the 2029 Notes, the Issuer may on one or more occasions redeem all or a portion of the 2029 Notes at the following redemption prices if redeemed during the twelve-month period commencing on November 1 of the years set forth below:

Year	Redemption price
2024	102.125%
2025	101.417%
2026	100.708%
2027 and thereafter	100.000%

The Issuer may also redeem all, but not less than all, of the 2029 Notes at a redemption price of 100% of the principal amount thereof outstanding, *plus* accrued and unpaid interest, if any, to the redemption date, premium, if any, and all other additional amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise if the Issuer determines in good faith that it or any guarantor of the 2029 Notes is, or on the next date on which any amount would be payable in respect of the 2029 Notes would be, obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances.

The Issuer will make all payments with respect to the 2029 Notes and the guarantors will make all payments with respect to the guarantees of the 2029 Notes free and clear of and without withholding or deduction for or on account of certain taxes, subject to certain exceptions as provided in the indenture governing the 2029 Notes. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

The indenture governing the 2029 Notes contains covenants for the benefit of the holders of the 2029 Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to:

- create liens on assets to secure debt;
- enter into sale and leaseback transactions;
- in the case of a subsidiary that is not the Issuer or a subsidiary guarantor, guarantee our debt; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

The indenture governing the 2029 Notes also provides that the Issuer or the Parent Guarantor will be required to make an offer to purchase the 2029 Notes at a purchase price equal to 101% of their aggregate principal amount (plus accrued and unpaid interest, if any, to the date of purchase) upon the occurrence of a "Change of Control," as defined in the indenture governing the 2029 Notes. In addition, the indenture governing the 2029 Notes requires that the Issuer or the Parent Guarantor offer to purchase all or a portion of the 2029 Notes at 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the date of repurchase from the net cash proceeds of certain asset sales if those proceeds are not reinvested or used to repay certain indebtedness.

The indenture governing the 2029 Notes specifies a number of events of default, including, among others, a failure to make timely principal or interest payments or to perform the covenants contained in the indenture governing the 2029 Notes. If an event of default occurs and is continuing, the trustee under the indenture governing the 2029 Notes or the holders of a specified principal amount of the outstanding 2029 Notes may declare the principal amount of, premium, if any, and any additional amounts and accrued but unpaid interest on all of the 2029 Notes to be due and payable. An acceleration of the 2029 Notes may, under specified circumstances, be rescinded by the holders of a majority of the aggregate principal amount of the then outstanding 2029 Notes.

2031 Notes

On August 12, 2021, the Issuer issued $750 million of the 2031 Notes. The 2031 Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer).

The 2031 Notes mature on August 12, 2031. Interest on the 2031 Notes accrues at a rate of 2.450% per annum and is payable on each February 12 and August 12.

The 2031 Notes rank senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the 2031 Notes and rank equally in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the 2031 Notes, including the 2026 Notes, 2027 Notes, 2028 Notes and 2029 Notes. The guarantees of each of the guarantors of the 2031 Notes rank senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee and rank equally in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee. The 2031 Notes are effectively subordinated to existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the 2031 Notes.

At any time prior to May 12, 2031, the Issuer may on one or more occasions redeem all or part of the 2031 Notes at a redemption price equal to the greater of:

- 100% of the principal amount of 2031 Notes being redeemed; and
- the sum of the present values of the applicable remaining scheduled payments (not including any portion of payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis, computed using a discount rate equal to the Treasury Rate, as defined in the indenture governing the 2031 Notes, at such redemption date *plus* 20 basis points;

in each case, *plus* accrued and unpaid interest, if any, to the redemption date.

On or after May 12, 2031, and prior to the maturity date for the 2031 Notes, the Issuer may on one or more occasions redeem all or a portion of the 2031 Notes at a redemption price equal to 100% of the principal amount thereof, *plus* accrued and unpaid interest, if any, to the redemption date.

The Issuer may also redeem all, but not less than all, of the 2031 Notes at a redemption price of 100% of the principal amount thereof outstanding, *plus* accrued and unpaid interest, if any, to the redemption date, premium, if any, and all other additional amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise, if the Issuer determines in good faith that it or any guarantor of the 2031 Notes is, or on the next date on which any amount would be payable in respect of the 2031 Notes would be, obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances.

The Issuer will make all payments with respect to the 2031 Notes and the guarantors will make all payments with respect to the guarantees of the 2031 Notes free and clear of and without withholding or deduction for or on account of certain taxes, subject to certain exceptions as provided in the indenture governing the 2031 Notes. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

The indenture governing the 2031 Notes contains covenants for the benefit of the holders of the 2031 Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to:

- create liens on assets to secure debt;
- enter into sale and leaseback transactions;
- in the case of a subsidiary that is not the Issuer or a subsidiary guarantor, guarantee our debt; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

The indenture governing the 2031 Notes also provides that the Issuer or the Parent Guarantor will be required to make an offer to purchase the 2031 Notes at a purchase price equal to 101% of their aggregate principal amount, *plus* accrued and unpaid interest, if any, to the date of purchase upon the occurrence of a "Change of Control," as defined in the

indenture governing the 2031 Notes. In addition, the indenture governing the 2031 Notes requires that the Issuer or the Parent Guarantor offer to purchase all or a portion of the 2031 Notes at 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the date of repurchase from the net cash proceeds of certain asset sales if those proceeds are not reinvested or used to repay certain indebtedness.

The indenture governing the 2031 Notes specifies a number of events of default, including, among others, a failure to make timely principal or interest payments or to perform the covenants contained in the indenture governing the 2031 Notes. If an event of default occurs and is continuing, the trustee under the indenture governing the 2031 Notes or the holders of a specified principal amount of the outstanding 2031 Notes may declare the principal amount of, premium, if any, and any additional amounts and accrued but unpaid interest on all of the 2031 Notes to be due and payable. An acceleration of the 2031 Notes may, under specified circumstances, be rescinded by the holders of a majority of the aggregate principal amount of the then outstanding 2031 Notes.

2032 Notes

On August 11, 2022, the Issuer issued $750 million of the 2032 Notes. The 2032 Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer).

The 2032 Notes mature on August 11, 2032. Interest on the 2032 Notes accrues at a rate of 5.500% per annum and is payable on each February 11 and August 11.

The 2032 Notes rank senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the 2032 Notes and rank equally in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the 2032 Notes, including the 2026 Notes, 2027 Notes, 2028 Notes, the 2029 Notes and the 2031 Notes. The guarantees of each of the guarantors of the 2032 Notes rank senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee and rank equally in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee. The 2032 Notes are effectively subordinated to existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the 2032 Notes.

At any time prior to May 11, 2032, the Issuer may on one or more occasions redeem all or part of the 2032 Notes at a redemption price equal to the greater of:

- 100% of the principal amount of 2032 Notes being redeemed; and
- the sum of the present values of the applicable remaining scheduled payments (not including any portion of payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis, computed using a discount rate equal to the Treasury Rate, as defined in the indenture governing the 2032 Notes, at such redemption date *plus* 45 basis points;

in each case, *plus* accrued and unpaid interest, if any, to the redemption date.

On or after May 11, 2032, and prior to the maturity date for the 2032 Notes, the Issuer may on one or more occasions redeem all or a portion of the 2032 Notes at a redemption price equal to 100% of the principal amount thereof, *plus* accrued and unpaid interest, if any, to the redemption date.

The Issuer may also redeem all, but not less than all, of the 2032 Notes at a redemption price of 100% of the principal amount thereof outstanding, *plus* accrued and unpaid interest, if any, to the redemption date, premium, if any, and all other additional amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise, if the Issuer determines in good faith that it or any guarantor of the 2032 Notes is, or on the next date on which any amount would be payable in respect of the 2032 Notes would be, obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances.

The Issuer will make all payments with respect to the 2032 Notes and the guarantors will make all payments with respect to the guarantees of the 2032 Notes free and clear of and without withholding or deduction for or on account

of certain taxes, subject to certain exceptions as provided in the indenture governing the 2032 Notes. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

The indenture governing the 2032 Notes contains covenants for the benefit of the holders of the 2032 Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to:

- create liens on assets to secure debt;
- enter into sale and leaseback transactions;
- in the case of a subsidiary that is not the Issuer or a subsidiary guarantor, guarantee our debt; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

The indenture governing the 2032 Notes also provides that the Issuer or the Parent Guarantor will be required to make an offer to purchase the 2032 Notes at a purchase price equal to 101% of their aggregate principal amount, *plus* accrued and unpaid interest, if any, to the date of purchase upon the occurrence of a "Change of Control," as defined in the indenture governing the 2032 Notes. In addition, the indenture governing the 2031 Notes requires that the Issuer or the Parent Guarantor offer to purchase all or a portion of the 2032 Notes at 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the date of repurchase from the net cash proceeds of certain asset sales if those proceeds are not reinvested or used to repay certain indebtedness.

The indenture governing the 2032 Notes specifies a number of events of default, including, among others, a failure to make timely principal or interest payments or to perform the covenants contained in the indenture governing the 2032 Notes. If an event of default occurs and is continuing, the trustee under the indenture governing the 2032 Notes or the holders of a specified principal amount of the outstanding 2032 Notes may declare the principal amount of, premium, if any, and any additional amounts and accrued but unpaid interest on all of the 2032 Notes to be due and payable. An acceleration of the 2032 Notes may, under specified circumstances, be rescinded by the holders of a majority of the aggregate principal amount of the then outstanding 2032 Notes.

2033 Notes

On January 30, 2023, the Issuer issued $750 million of the 2033 Notes. The 2033 Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor and substantially all of the Parent Guarantor's material direct and indirect subsidiaries (other than the Issuer).

The 2033 Notes mature on May 30, 2033. Interest on the 2033 Notes accrues at a rate of 5.550% per annum and is payable on each May 30 and November 30.

The 2033 Notes rank senior in right of payment to all of the Issuer's existing and future debt that is subordinated in right of payment to the 2033 Notes and rank equally in right of payment with all of the Issuer's existing and future debt that is not subordinated in right of payment to the 2033 Notes, including the 2026 Notes, 2027 Notes, 2028 Notes, the 2029 Notes, the 2031 Notes and the 2032 Notes. The guarantees of each of the guarantors of the 2033 Notes rank senior in right of payment to all of such guarantor's existing and future debt that is subordinated in right of payment to such guarantee and rank equally in right of payment with all of such guarantor's existing and future debt that is not subordinated in right of payment to such guarantee. The 2033 Notes are effectively subordinated to existing and future secured debt, including the First Priority Senior Secured Credit Facility, to the extent of the value of the collateral securing such debt, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the 2033 Notes.

At any time prior to February 28, 2033, the Issuer may on one or more occasions redeem all or part of the 2033 Notes at a redemption price equal to the greater of:

- 100% of the principal amount of 2033 Notes being redeemed; and

- the sum of the present values of the applicable remaining scheduled payments (not including any portion of payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis, computed using a discount rate equal to the Treasury Rate, as defined in the indenture governing the 2033 Notes, at such redemption date *plus* 35 basis points;

in each case, *plus* accrued and unpaid interest, if any, to the redemption date.

On or after February 28, 2033, and prior to the maturity date for the 2033 Notes, the Issuer may on one or more occasions redeem all or a portion of the 2033 Notes at a redemption price equal to 100% of the principal amount thereof, *plus* accrued and unpaid interest, if any, to the redemption date.

The Issuer may also redeem all, but not less than all, of the 2033 Notes at a redemption price of 100% of the principal amount thereof outstanding, *plus* accrued and unpaid interest, if any, to the redemption date, premium, if any, and all other additional amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise, if the Issuer determines in good faith that it or any guarantor of the 2033 Notes is, or on the next date on which any amount would be payable in respect of the 2033 Notes would be, obligated to pay certain additional amounts as a result of certain changes in specified tax laws or certain other circumstances.

The Issuer will make all payments with respect to the 2033 Notes and the guarantors will make all payments with respect to the guarantees of the 2033 Notes free and clear of and without withholding or deduction for or on account of certain taxes, subject to certain exceptions as provided in the indenture governing the 2033 Notes. In the event that any such withholding or deduction is made, the Issuer or the guarantors, as the case may be, will, except in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

The indenture governing the 2033 Notes contains covenants for the benefit of the holders of the 2033 Notes that include, subject to important exceptions, restrictions on the ability of the Parent Guarantor, the Issuer and the Parent Guarantor's other subsidiaries to:

- create liens on assets to secure debt;
- enter into sale and leaseback transactions;
- in the case of a subsidiary that is not the Issuer or a subsidiary guarantor, guarantee our debt; and
- sell all or substantially all of its properties and assets or merge or consolidate with or into another company.

The indenture governing the 2033 Notes also provides that the Issuer or the Parent Guarantor will be required to make an offer to purchase the 2033 Notes at a purchase price equal to 101% of their aggregate principal amount, *plus* accrued and unpaid interest, if any, to the date of purchase upon the occurrence of a "Change of Control," as defined in the indenture governing the 2033 Notes. In addition, the indenture governing the 2033 Notes requires that the Issuer or the Parent Guarantor offer to purchase all or a portion of the 2033 Notes at 100% of the principal amount, *plus* accrued and unpaid interest, if any, to the date of repurchase from the net cash proceeds of certain asset sales if those proceeds are not reinvested or used to repay certain indebtedness.

The indenture governing the 2033 Notes specifies a number of events of default, including, among others, a failure to make timely principal or interest payments or to perform the covenants contained in the indenture governing the 2033 Notes. If an event of default occurs and is continuing, the trustee under the indenture governing the 2033 Notes or the holders of a specified principal amount of the outstanding 2033 Notes may declare the principal amount of, premium, if any, and any additional amounts and accrued but unpaid interest on all of the 2033 Notes to be due and payable. An acceleration of the 2033 Notes may, under specified circumstances, be rescinded by the holders of a majority of the aggregate principal amount of the then outstanding 2033 Notes.

Leases

Our lease obligations relate to our properties. The obligation represents the present value of expected future lease payments measured at the Group's incremental borrowing rate. At April 30, 2023, the Group's lease obligation recognized in the financial statements was $2,394 million.

DESCRIPTION OF THE NOTES

In this "Description of the Notes," the word "Issuer" refers only to Ashtead Capital, Inc., and the words "Parent Guarantor" refer only to Ashtead Group plc and not to any of its Subsidiaries, except for the purpose of financial data determined on a consolidated basis. In addition, the words "Subsidiary Guarantors" refer to all existing Subsidiaries of Parent Guarantor that Guarantee the Notes and to any future Subsidiaries of the Parent Guarantor that guarantee the Notes. The word "Guarantors" refers to the Parent Guarantor and the Subsidiary Guarantors collectively. The Issuer and the Subsidiary Guarantors are each wholly owned direct or indirect subsidiaries of the Parent Guarantor. The definitions of certain other capitalized terms used in this description are set forth throughout the text or under "—Certain Definitions."

The Issuer will issue a series of notes due 2033 (the "Notes") under an Indenture (the "Indenture") among, inter alios, the Issuer, the Guarantors and BNY Mellon Corporate Trustee Services Limited, as trustee.

The registered holder of a Note will be treated as its owner for all purposes. Only registered holders of the Notes will have rights under the Indenture, including, without limitation, with respect to enforcement and the pursuit of other remedies. The Notes will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and will therefore be subject to certain transfer restrictions.

The following description is a summary of the material terms of the Indenture. It does not, however, restate the Indenture in its entirety and where reference is made to particular provisions of the Indenture, such provisions, including the definitions of certain terms, are qualified in their entirety by reference to all of the provisions of the Notes and the Indenture. You should read the Indenture because it contains additional information and because the Indenture and not this description defines your rights as a holder of the Notes. A copy of the form of the Indenture may be obtained by requesting it from the corporate trust office of the trustee in London, England and from the Issuer at the address indicated under "Where You Can Find More Information."

The Issuer will make an application to the London Stock Exchange for the Notes to be admitted to trading on the London Stock Exchange's International Securities Market. The Issuer can provide no assurance that this application will be accepted, and if accepted, will be maintained. It is not a condition to the issuance of the Notes that such application be accepted.

Brief description of the notes

The Notes will:

- be the Issuer's senior unsecured obligations;
- mature on October 15, 2033;
- be guaranteed on a senior basis by the Parent Guarantor and the Subsidiary Guarantors; and
- rank as described below under "—Ranking of the Notes and the Guarantees."

The guarantees

The Guarantors will jointly and severally agree to guarantee the due and punctual payment of all amounts payable under the Notes, including principal, premium, if any, and interest payable under the Notes. The Indenture also will provide that any future Subsidiary of the Parent Guarantor that guarantees certain Indebtedness of the Issuer or any other Guarantor will provide a Guarantee of the Notes, subject to certain exceptions. The Parent Guarantor, however, will not be obligated to cause any of its Subsidiaries to become a Guarantor if the provision by such Subsidiary of a Guarantee would result in any violation of applicable law that cannot be avoided or otherwise prevented through measures reasonably available to the Parent Guarantor (including any "whitewash" or similar procedures that would be required in order to enable such Guarantee to be provided in accordance with applicable law). Each Guarantee will be an unsecured senior obligation of each Guarantor.

The obligations of each Guarantor under its Guarantee will be limited to an amount not to exceed the maximum amount that can be guaranteed by such Guarantor by law or without resulting in its obligations under its Guarantee being voidable or unenforceable under applicable laws relating to fraudulent transfer, or under similar laws affecting the rights of creditors generally. Each Guarantor that makes a payment or distribution under its Guarantee will be entitled to contribution from each other Guarantor.

Release of the guarantees

The Indenture will provide that each Guarantee of a Guarantor will be automatically and unconditionally released and discharged upon:

(a) legal defeasance, covenant defeasance or satisfaction and discharge, the conditions for the occurrence of which are described in "—Legal Defeasance or Covenant Defeasance of the Indenture" and "Satisfaction and Discharge";

(b) any disposition of the Issuer or a Guarantor of all of the Capital Stock, or all or substantially all of the assets, of any such Subsidiary Guarantor or upon the merger, amalgamation or consolidation of any Subsidiary Guarantor with and into the Issuer or another Guarantor or upon the liquidation of such Subsidiary Guarantor following the transfer of all of its assets to the Issuer or another Guarantor; provided that such disposal or such merger, amalgamation or consolidation is made in compliance with the terms of the Indenture; and

(c) any such Subsidiary Guarantor no longer guaranteeing the Senior Secured Credit Facility or any other capital markets debt securities of the Issuer or any other Guarantor in an aggregate principal amount in excess of the greater of (i) 1.0% of Consolidated Net Tangible Assets or (ii) $110.0 million (including if such guarantees of such other Debt are released or deemed to be released concurrently) if such Guarantor would not then otherwise be required to guarantee the Notes pursuant to the Indenture.

Ranking of the notes and the guarantees

The notes

The Notes will:

- be the Issuer's senior unsecured obligations;
- rank senior in right of payment to all of the Issuer's existing and future indebtedness that is subordinated in right of payment to the Notes;
- rank equally in right of payment with each other and all of the Issuer's existing and future indebtedness that is not subordinated in right of payment to the Notes; and
- be effectively subordinated to all secured indebtedness of the Issuer, including the Senior Secured Credit Facility, to the extent of the value of the collateral securing such indebtedness, and structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the Notes.

The parent guarantor's guarantee

The Parent Guarantor's Guarantee of the Notes will:

- be the Parent Guarantor's senior unsecured obligation;
- rank senior in right of payment to any and all of the Parent Guarantor's existing and future indebtedness that is subordinated in right of payment to the Guarantee;
- rank equally in right of payment with all of the Parent Guarantor's existing and future indebtedness that is not subordinated in right of payment to the Guarantee; and

- be effectively subordinated to all secured indebtedness of the Parent Guarantor, including the Senior Secured Credit Facility, to the extent of the value of the collateral securing such indebtedness.

The subsidiary guarantors' guarantees

Each Subsidiary Guarantor's Guarantee will:

- be the Subsidiary Guarantor's senior unsecured obligation;
- rank senior in right of payment to all of such Subsidiary Guarantor's existing and future indebtedness that is subordinated in right of payment to the Guarantee;
- rank equally in right of payment with all of such Subsidiary Guarantor's existing and future indebtedness that is not subordinated in right of payment to the Guarantee; and
- be effectively subordinated to all secured indebtedness of a Subsidiary Guarantor, including the Senior Secured Credit Facility, to the extent of the value of the collateral securing such indebtedness.

At April 30, 2023, as adjusted to give effect to the offering of the Notes and the use of proceeds therefrom, and after excluding intercompany balances and intercompany guarantees:

- on an unconsolidated basis, the Issuer would have had total debt of $5,300 million and no trade payables or deferred taxes, other than expenses, if any, related to the offering of the Notes;
- on an unconsolidated basis, the Parent Guarantor had total debt of £5 million ($6 million) (excluding the guarantee of the Notes and the Existing Notes) and £11 million ($14 million) of trade and accrued payables; and
- on a consolidated basis, the Parent Guarantor, the Issuer and the Subsidiary Guarantors would have had total debt of $8,989 million, including lease liabilities of $2,394 million, of which $6,595 million is external borrowing debt and senior debt represented by $1,295 million of borrowings outstanding under the Senior Secured Credit Facility (and we had $3,316 million of availability under the Senior Secured Credit Facility), $547 million in outstanding 2026 Notes, $596 million in outstanding 2027 Notes, $595 million in outstanding 2028 Notes, $595 million in outstanding 2029 Notes, $744 million in outstanding 2031 Notes, $738 million in outstanding 2032 Notes, $743 million in outstanding 2033 Notes and $743 million in outstanding Notes. See "—Description of the Notes—Ranking of the Notes and the Guarantees."

Principal, maturity and interest

The Notes will mature on October 15, 2033 unless redeemed prior thereto as described herein. The Issuer will issue the Notes in an initial aggregate principal amount of $750 million. The Issuer will be permitted to issue additional Notes under the Indenture ("Additional Notes") from time to time. The Notes offered hereby and the Additional Notes that are actually issued will be treated as a single class for all purposes of the Indenture, including waivers, amendments, redemptions and offers to purchase. Such Notes and such Additional Notes may not, however, be fungible with the Notes for U.S. federal income tax purposes and bear a different CUSIP number. Unless the context otherwise requires, references to "Notes" for all purposes of the Indenture and in this "Description of the Notes" include references to any Additional Notes that are actually issued.

The Notes will bear interest at the rate per annum shown on the cover page of this offering memorandum and will be payable semi-annually in arrears on April 15 and October 15 of each year, commencing on October 15, 2023. Interest will be payable to the holders of record on the Notes in respect of the principal amount thereof outstanding as of the immediately preceding April 1 or October 1, as the case may be. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months and will be paid on overdue principal and other overdue amounts at the same rate.

Form of notes

The Notes will be issued on the date of the Indenture in denominations of $200,000 and in integral multiples of $1,000 in excess thereof.

The Notes will initially be represented by one or more global notes (the "Global Notes"). The Global Notes will be registered in the name of DTC or its nominee. Ownership of interests in the Global Notes, referred to as "book-entry interests," will be limited to persons that have accounts with DTC or participants in DTC (including Euroclear and Clearstream Banking) or persons that may hold interests through such participants. Book-entry interests will be shown on, and transfers thereof will be effected only through, records maintained in book-entry form by DTC, and participant in DTC, including Euroclear and Clearstream Banking, and their participants. The terms of the Indenture will provide for the issuance of certificated registered Notes in certain circumstances. See "Book-Entry; Delivery and Form."

Transfer

The Global Notes may be transferred in accordance with the Indenture. See "Book-Entry; Delivery and Form." The Notes will be subject to certain restrictions on transfer and certification requirements, as described under "Notice to Investors."

Payments on the notes; paying agent and registrar

The Issuer will maintain one or more paying agents (each, a "Paying Agent") for the Notes. The Bank of New York Mellon, London Branch will initially act as Paying Agent.

The Issuer will also maintain a registrar for the Notes (the "Registrar"). The initial Registrar for the Notes will be The Bank of New York Mellon SA/NV, Dublin Branch. The Issuer will also maintain a transfer agent. The initial transfer agent with respect to the Notes will be The Bank of New York Mellon SA/NV, Dublin Branch. The Registrar will maintain a register, outside the UK at all times, reflecting ownership of Definitive Registered Notes outstanding from time to time. The Paying Agent will facilitate payments on Definitive Registered Notes on the behalf of the Issuer, and the transfer agent will facilitate transfer of Definitive Registered Notes on the behalf of the Issuer.

The Issuer may change a Paying Agent, the transfer agent or the Registrar without prior notice to the holders of the Notes. However, for so long as the Notes are listed on the International Securities Market of the London Stock Exchange and the rules of the London Stock Exchange so require, the Issuer will publish a notice of any change of Paying Agent, Registrar or transfer agent in the manner required or otherwise permitted by such rules.

In addition, the Issuer or any of its affiliates may act as Paying Agent in connection with the Notes other than for the purposes of effecting a redemption described under "—Optional Redemption" or an offer to purchase the Notes described under "—Purchase of Notes upon a Change of Control Triggering Event." The Issuer will make payments on the Global Notes to DTC or its nominee as the registered holder of the Global Notes. The Issuer will make all payments in same-day funds.

No service charge will be made for any registration of transfer, exchange or redemption of the Notes, but the Issuer may require payment of a sum sufficient to cover any transfer tax or similar governmental charge payable in connection with any such registration of transfer or exchange.

Additional amounts

All payments that the Issuer or any Surviving Entity (as defined below under "—Certain Covenants—Consolidation, Merger and Sale of Assets") makes under or with respect to the Notes and that the Guarantors make under or with respect to the Guarantees will be made free and clear of and without withholding or deduction for or on account of any present or future tax, duty, levy, impost, assessment or other governmental charges (including, without limitation, penalties, interest and other similar liabilities related thereto) of whatever nature (collectively, "Taxes") imposed or levied by or on behalf of any jurisdiction in which the Issuer, any Guarantor or any Surviving Entity is incorporated, organized or otherwise resident for tax purposes or from or through which any of the foregoing makes any payment on the Notes or by or within any department or political subdivision or governmental authority of or in any of the

foregoing having the power to tax (each, a "Relevant Taxing Jurisdiction"), unless the withholding or deduction is then required by law or by the interpretation or administration of law. If the Issuer, a Guarantor or any Surviving Entity is required to withhold or deduct any amount for or on account of Taxes of a Relevant Taxing Jurisdiction from any payment made under or with respect to the Notes, the Issuer, the Guarantor or such Surviving Entity, as the case may be, will pay additional amounts ("Additional Amounts") as may be necessary to ensure that the net amount received by each holder or beneficial owner of the Notes (including Additional Amounts) after such withholding or deduction will be not less than the amount the holder or beneficial owner would have received if such Taxes had not been required to be withheld or deducted.

Neither the Issuer, any Guarantor nor any Surviving Entity will, however, pay Additional Amounts in respect or on account of:

- any Taxes that are imposed or levied by a Relevant Taxing Jurisdiction by reason of the holder's or beneficial owner's present or former connection with such Relevant Taxing Jurisdiction (other than the mere receipt or holding of Notes or by reason of the receipt of payments thereunder or the exercise or enforcement of rights under any Notes, the Indenture or any Guarantee);

- any Taxes that are imposed or withheld by reason of the failure of the holder or beneficial owner of Notes, following the Issuer's written request addressed to the holder or beneficial owner or otherwise made available to the holder or beneficial owner (and made at a time that would enable the holder or beneficial owner acting reasonably to comply with that request) to comply with any certification, identification, information or other reporting requirements relating to such matters, whether required or imposed by statute, regulation or administrative practice of a Relevant Taxing Jurisdiction, as a precondition to exemption from, or reduction in the rate of deduction or withholding of, Taxes imposed by the Relevant Taxing Jurisdiction (including, without limitation, a certification that the holder or beneficial owner is not resident in the Relevant Taxing Jurisdiction);

- any estate, inheritance, gift, sales, transfer, personal property or similar Taxes;

- any Tax which is payable otherwise than by deduction or withholding from payments made under or with respect to the Notes;

- any Tax imposed on or with respect to any payment by the Issuer or a Guarantor to the holder if such holder is a fiduciary or partnership or person other than the sole beneficial owner of such payment to the extent that Taxes would not have been imposed on such payment had such holder been the sole beneficial owner of such Note;

- any Tax that is imposed or levied by reason of the presentation (where presentation is required in order to receive payment) of such Notes for payment on a date more than 30 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever is later, except to the extent that the beneficial owner or holder thereof would have been entitled to Additional Amounts had the Notes been presented for payment on any date during such 30-day period;

- any Tax imposed under Sections 1471 through 1474 of the Code as of the Issue Date (or any amended or successor provision that is substantively comparable and not more onerous to comply with), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code as of the Issue Date (or any amended or successor provision that is substantively comparable and not materially more onerous to comply with), or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code;

- any Tax that is imposed or levied on or with respect to a Note presented for payment on behalf of a holder or beneficial owner who would have been able to avoid such withholding or deduction by presenting the relevant Note to another paying agent in a member state of the European Union; or

- any withholding or deduction in respect of any Taxes imposed by the United States or any jurisdiction therein.

The Issuer, the Guarantors and any Surviving Entity will (i) make such withholding or deduction required by applicable law and (ii) remit the full amount deducted or withheld to the relevant taxing authority in accordance with applicable law.

At least 30 calendar days prior to each date on which any payment under or with respect to the Notes is due and payable, if the Issuer, the Guarantors or any Surviving Entity will be obligated to pay Additional Amounts with respect to such payment (unless such obligation to pay Additional Amounts arises after the 30th day prior to the date on which payment under or with respect to the Notes is due and payable, in which case it will be promptly thereafter), the Issuer will deliver to the trustee an Officer's Certificate stating that such Additional Amounts will be payable and the amounts so payable and will set forth such other information (other than the identities of holders and beneficial owners) necessary to enable the trustee or Paying Agent, as the case may be, to pay such Additional Amounts to holders and beneficial owners on the relevant payment date. The Issuer will provide the trustee with documentation reasonably satisfactory to the trustee evidencing payment of such Additional Amounts. The Issuer will promptly publish a notice in accordance with the provisions set forth in "—Notices" stating that such Additional Amounts will be payable and describing the obligation to pay such amounts.

Upon request, the Issuer, the Guarantors or any Surviving Entity will furnish to the trustee or a holder within a reasonable time certified copies of tax receipts evidencing the payment by the Issuer, the Guarantors or such Surviving Entity (as the case may be) of any Taxes imposed or levied by a Relevant Taxing Jurisdiction. If, notwithstanding the efforts of the Issuer, the Guarantors or such Surviving Entity to obtain such receipts, the same are not obtainable, then the Issuer, the Guarantors or such Surviving Entity will promptly provide the trustee or such holder with other evidence reasonably satisfactory to the trustee or holder of such payment by the Issuer, the Guarantors or such Surviving Entity.

The Indenture will further provide that if the Issuer or Guarantors or any Surviving Entity conduct business in any jurisdiction (an "Additional Taxing Jurisdiction") other than a Relevant Taxing Jurisdiction and, as a result, is required by the law of such Additional Taxing Jurisdiction to withhold or deduct any amount on account of the Taxes imposed by such Additional Taxing

Jurisdiction from payment under the Notes or any Guarantee, as the case may be, which would not have been required to be so withheld or deducted but for such conduct of business in such Additional Taxing Jurisdiction, the Additional Amounts provision described above shall be considered to apply as if references in such provision to 'Taxes' included Taxes imposed by way of withholding or deduction by any such Additional Taxing Jurisdiction (or any political subdivision thereof or therein).

In addition, the Issuer, the Guarantors and any Surviving Entity will pay (i) any present or future stamp, issue, registration, court documentation, excise or property Taxes or other similar Taxes, including interest and penalties with respect thereto, imposed by any Relevant Taxing Jurisdiction in respect of the execution, issue, delivery or registration of the Notes, the Guarantees or the Indenture or any other document or instrument referred to thereunder and any such Taxes imposed by any jurisdiction as a result of, or in connection with, the enforcement of the Notes, the Guarantees or the Indenture or any other such document or instrument following the occurrence of any Event of Default with respect to the Notes, and (ii) any stamp, court, or documentary Taxes (or similar charges or levies) imposed with respect to the receipt of any payments with respect to the Notes or the Guarantees. The Issuer, Guarantors and/or such Surviving Entity will not, however, be responsible for such amounts that are imposed on or result from a sale or other transfer or disposition by a holder or beneficial owner of a Note.

The preceding provisions will survive any termination, defeasance or discharge of the Indenture and shall apply mutatis mutandis to any jurisdiction in which any successor person to the Issuer or a Guarantor is organized, incorporated or otherwise resident for Tax purposes and any political subdivision or taxing authority or agency thereof or therein.

Whenever the Indenture or this "Description of the Notes" refers to, in any context, the payment of principal, premium, if any, interest or any other amount payable under or with respect to any Note (including payments thereof made pursuant to any Guarantee), such reference includes the payment of Additional Amounts, if applicable.

Currency indemnity

The U.S. Dollar is the sole currency of account and payment for all sums payable under the Notes, the Guarantees and the Indenture. Any amount received or recovered in respect of the Notes or the Guarantees in a currency other than U.S. Dollars (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the winding up or dissolution of any of the Guarantors, the Issuer, any other Subsidiary or otherwise) by a holder of the Notes in respect of any sum expressed to be due to such holder from the Issuer or the Guarantors will constitute a discharge of their obligation only to the extent of the U.S. Dollar amount that the recipient is able to purchase with the amount so received or recovered in such other currency on the date of that receipt or recovery (or, if it is not possible to purchase U.S. Dollars on that date, on the first date on which it is possible to do so). If the U.S. Dollar amount to be recovered is less than the U.S. Dollar amount expressed to be due to the recipient under any Note, the Issuer and the Guarantors will indemnify the recipient against the cost of making any further purchase of U.S. Dollars in an amount equal to such difference. For the purposes of this paragraph, it will be sufficient for the holder of the Notes to certify that it would have suffered a loss had the actual purchase of U.S. Dollars been made with the amount so received in that other currency on the date of receipt or recovery (or, if a purchase of U.S. Dollars on that date had not been possible, on the first date on which it would have been possible). These indemnities, to the extent permitted by law:

- constitute separate and independent obligations from the Issuer's and the Guarantors' other obligations;
- give rise to separate and independent causes of action;
- apply irrespective of any waiver granted by any holder of a Note; and
- will continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Note or any other judgment or order.

Optional redemption

The Notes

The Issuer may redeem the Notes in whole or in part, at the Issuer's option, upon not less than 10 nor more than 60 days' notice:

- at any time and from time to time prior to July 15, 2033 (three months prior to the Stated Maturity of the Notes) (the "Notes Par Call Date") at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed, and (ii) as determined by the Independent Investment Banker, the sum of the present values of the applicable Remaining Scheduled Payments (not including any portion of payments of interest accrued to the date of redemption) discounted to the date fixed for redemption (the "Redemption Date") on a semi-annual basis (assuming a 360 day year consisting of twelve 30 day months and a redemption on the Notes Par Call Date) at the Treasury Rate plus 35 basis points; and
- at any time and from time to time on or after the Notes Par Call Date, at a redemption price equal to 100% of the principal amount of the Notes being redeemed;

in each case, together with accrued and unpaid interest thereon, if any, to, but not including, the Redemption Date.

"Comparable Treasury Issue" means the United States Treasury security or securities selected by the Independent Investment Banker as having an actual or interpolated maturity comparable to the Notes Par Call Date that would be utilized, at the time of selection and in accordance with customary financial practice.

"Comparable Treasury Price" means, with respect to any Redemption Date, (A) the average of the Reference Treasury Dealer Quotations for that Redemption Date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (B) if the Independent Investment Banker for the Notes obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

"Independent Investment Banker" means one of the Reference Treasury Dealers appointed by the Issuer to act as the "Independent Investment Banker."

"Reference Treasury Dealer" means each of BofA Securities, Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC and or their respective affiliates, which are primary U.S. Government securities dealers, and their respective successors and one other nationally recognized investment banking firm that is a Primary Treasury Dealer specified by the Issuer; provided, however, that if any of the foregoing or their affiliates shall cease to be a primary U.S. Government securities dealer in The City of New York (a "Primary Treasury Dealer"), the Issuer shall substitute therefor another Primary Treasury Dealer.

"Reference Treasury Dealer Quotation" means, with respect to each Reference Treasury Dealer and any Redemption Date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the third business day in New York City preceding that Redemption Date.

"Remaining Scheduled Payments" means, with respect to the Notes being redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the relevant Redemption Date but for such redemption as if the Notes matured on the Notes Par Call Date; provided, however, that if the Redemption Date is not an Interest Payment Date with respect to the Notes, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to that Redemption Date.

"Treasury Rate" means, with respect to any Redemption Date, the rate per annum equal to the semi-annual equivalent yield to maturity (computed as at the third business day immediately preceding that Redemption Date or interpolated on a day count basis) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that Redemption Date.

Redemption upon changes in withholding taxes

The Issuer may, at its option, redeem the Notes as a whole but not in part, at any time upon giving not less than 10 nor more than 60 days' notice to the holders (which notice shall be irrevocable and given in accordance with the procedures described in "—Notices"), at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest thereon, if any, to, but not including, the redemption date, premium, if any, and all Additional Amounts, if any, then due and which will become due on the date of redemption as a result of the redemption or otherwise, if the Issuer determines in good faith that the Issuer or any Guarantor is, or on the next date on which any amount would be payable in respect of the Notes, would be obligated to pay Additional Amounts (as defined above under "—Additional Amounts") in respect of the Notes pursuant to the terms and conditions thereof, which the Issuer or Guarantor, as the case may be, cannot avoid by the use of reasonable measures available to it (including making payment through a paying agent located in another jurisdiction), as a result of:

(a) any change in, or amendment to, the laws (or any regulations or rulings promulgated thereunder) of any Relevant Taxing Jurisdiction (as defined above under "—Additional Amounts") affecting taxation which becomes effective on or after the date of the Indenture or, if the Relevant Taxing Jurisdiction has changed since the date of the applicable Indenture, the date on which the then current Relevant Taxing Jurisdiction became the Relevant Taxing Jurisdiction under the applicable Indenture (or, in the case of a successor person, after the date of assumption by the successor person of the obligations hereunder); or

(b) any change in the official application, administration, or interpretation of the laws, regulations or rulings of any Relevant Taxing Jurisdiction, (including a holding, judgment, or order by a court of competent jurisdiction), on or after the date of the applicable Indenture or, if the Relevant Taxing Jurisdiction has changed since the date of the applicable Indenture, the date on which the then current Relevant Taxing Jurisdiction became the Relevant Taxing Jurisdiction under the applicable Indenture (or, in the case of a successor person, after the date of assumption by the successor person of the obligations hereunder) (each of the foregoing clauses (a) and (b), a "Change in Tax Law").

Notwithstanding the foregoing, the Issuer may not redeem the Notes under this provision if the Relevant Taxing Jurisdiction changes under the applicable Indenture and the Issuer is obligated to pay Additional Payments as a result

of a Change in Tax Law of the then current Relevant Taxing Jurisdiction which, at the time the latter became the Relevant Taxing Jurisdiction under the applicable Indenture, was officially announced.

In the case of a Guarantor that becomes a party to the applicable Indenture after the Issue Date or a successor person (including a Surviving Entity), the Change in Tax Law must become effective after the date that such entity (or another person organized or resident in the same jurisdiction) first makes a payment on the Notes. In the case of Additional Amounts required to be paid as a result of the Issuer conducting business in an Additional Taxing Jurisdiction (as defined above), the Change in Tax Law must become effective after the date the Issuer begins to conduct the business giving rise to the relevant withholding or deduction.

Notwithstanding the foregoing, no such notice of redemption will be given (a) earlier than 90 days prior to the earliest date on with the Issuer, a Guarantor, or any Surviving Entity, would be obliged to make such payment of Additional Amounts or withholding if a payment in respect of the Notes or Guarantee of the Notes, as the case may be, were then due and (b) unless at the time such notice is given, the obligations to pay Additional Amounts remains in effect.

Prior to the publication or, where relevant, mailing of any notice of redemption pursuant to the foregoing, the Issuer will deliver to the trustee:

(a) an Officer's Certificate stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing the conditions precedent to the right of the Issuer so to redeem have occurred (including that such obligation to pay such Additional Amounts cannot be avoided by the Issuer, such Guarantor or such Surviving Entity, as the case may be, taking reasonable measures available to it) and

(b) a written opinion of independent tax advisers of recognized standing qualified under the laws of the Relevant Taxing Jurisdiction and reasonably satisfactory to the trustee to the effect that the Issuer, such Guarantor or such Surviving Entity, as the case may be, is or would be obligated to pay such Additional Amounts as a result of a Change in Tax Law.

The foregoing provisions shall apply mutatis mutandis to any successor person, after such successor person becomes a party to the Indenture, with respect to a Change in Tax Law occurring after the time such successor person becomes a party to the Indenture.

Notice of optional redemption

The Issuer will publish a notice of any optional redemption of the Notes described above in accordance with the provisions of the Indenture described under "—Notices." If fewer than all the Notes are to be redeemed at any time, the trustee will select such Notes by a method that complies with the requirements of the principal securities exchange, if any, on which such Notes are listed at such time or, if such Notes are not listed on a securities exchange, pro rata, by lot or by such other method as the trustee in its sole discretion shall deem fair and appropriate; provided that no such partial redemption shall reduce the portion of the principal amount of a Note to less than $200,000. Any redemption notice may, at the Issuer's discretion, be subject to one or more conditions precedent, including the completion of an Equity Offering or other corporate transaction, and any redemption date can be extended until the satisfaction of such conditions.

Sinking fund; offers to purchase; open market purchases

The Issuer is not required to make any sinking fund payments with respect to the Notes. Under certain circumstances, however, the Issuer or the Parent Guarantor may be required to offer to purchase the Notes in accordance with the provisions of the Indenture described under "—Purchase of Notes upon a Change of Control Triggering Event." The Issuer, the Parent Guarantor and its Subsidiaries may at any time and from time to time purchase Notes in the open market or otherwise.

Purchase of notes upon a change of control triggering event

If a Change of Control Triggering Event with respect to the Notes occurs at any time, unless the Issuer has exercised its right to redeem all of the Notes as described under the caption "—Optional Redemption," then the Issuer or the Parent Guarantor must make an offer (a "Change of Control Offer") to each holder of the Notes to purchase such

holder's Notes, in whole or in part, at a purchase price (the "Change of Control Purchase Price") in cash in an amount equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but not including, the date of purchase (the "Change of Control Purchase Date").

Within 30 days following any Change of Control Triggering Event, except to the extent the Issuer has exercised its rights to redeem all the Notes as described above under the caption "—Optional Redemption," or, at the Issuer's option, prior to any Change of Control or Change of Control Triggering Event but after the public announcement of a transaction or transactions that constitute or may constitute a Change of Control, the Issuer or the Parent Guarantor will send, by first class mail, or otherwise deliver in accordance with the applicable procedures of The Depository Trust Company ("DTC"), a notice to each holder of the Notes or otherwise give notice in accordance with the applicable procedures of DTC, with a copy to the trustee, stating:

(i) the general circumstances and relevant facts regarding such Change of Control;

(ii) the Change of Control Purchase Price and the Change of Control Purchase Date, which will be a Business Day no earlier than 10 days nor later than 60 days from the date such notice is mailed, or such later date as is necessary to comply with requirements under any applicable securities laws or regulations or such later time to satisfy the conditions to the consummation of the Change of Control if the notice is provided earlier than consummation of the Change of Control;

(iii) that the Notes accepted for payment pursuant to the Change of Control Offer will cease to accrue interest after the Change of Control Purchase Date unless the Change of Control Purchase Price is not paid;

(iv) that the Notes (or parts thereof) not tendered will continue to accrue interest; and

(v) any other procedures that a holder of the Notes must follow to accept a Change of Control Offer or to withdraw such acceptance.

A Change of Control Offer may be made in advance of a Change of Control or Change of Control Triggering Event, and conditioned upon such Change of Control or Change of Control Triggering Event, if a definitive agreement is in place for the Change of Control at the time of making the Change of Control Offer.

The trustee will promptly authenticate and deliver a new Note or Notes equal in principal amount to any unpurchased portion of Notes surrendered, if any, to the holder of Notes in global form or to each holder of certificated Notes; provided that each such new Note will be in a principal amount that is at least $200,000, as the case may be, and integral multiples of $1,000 in excess thereof. The Issuer or the Parent Guarantor will publicly announce the results of a Change of Control Offer on or as soon as practicable after the Change of Control Purchase Date.

Notwithstanding anything to the contrary, neither the Issuer nor the Parent Guarantor shall be required to make a Change of Control Offer upon a Change of Control Triggering Event if (i) a third party makes the Change of Control Offer in the manner, at the times and otherwise in compliance with the requirements set forth herein applicable to a Change of Control Offer made by the Issuer or the Parent Guarantor and purchases all of the Notes validly tendered and not withdrawn under such Change of Control Offer, (ii) a notice of redemption has been given for all of the Notes pursuant to "—Optional Redemption" or (iii) if the Issuer, the Parent Guarantor or a third party has made, and not terminated, a tender offer for all of the Notes in the manner and at the times applicable to a Change of Control Offer, at a tender offer purchase price in cash equal to at least 101% of the principal amount thereof on the date of purchase, plus accrued and unpaid interest, if any, and the Issuer, the Parent Guarantor or such third party purchases all Notes validly tendered and not withdrawn under such tender offer.

With respect to the Notes, if holders of not less than 90% of the aggregate principal amount of the outstanding Notes (but less than 100% of the aggregate principal amount of the outstanding Notes) accept a Change of Control Offer and the Issuer or another permitted entity purchases all of the Notes held by such holders, we will have the right, upon not less than 10 nor more than 60 days' prior notice, given not more than 10 days following the purchase pursuant to the Change of Control Offer described above, to redeem all of the Notes that remain outstanding following such purchase at a redemption price equal to 101% of the aggregate principal amount of the Notes redeemed plus accrued and unpaid interest, if any, thereon to the date of redemption, subject to the right of the holders of record on relevant record dates to receive interest due on an interest payment date.

The Issuer and the Parent Guarantor will comply with applicable securities laws and regulations (including those of England and Wales) in connection with a Change of Control Offer. To the extent that the provisions of any securities laws or regulations conflict with provisions of the Indenture, the Issuer and the Parent Guarantor will comply with such applicable securities laws and regulations and will not be deemed to have breached their obligations under the Indenture by virtue of such conflict.

The occurrence of certain events that would constitute a Change of Control could constitute a default under the Senior Secured Credit Facility. Certain of the Issuer's current indebtedness as well as certain future indebtedness and the future indebtedness of its Subsidiaries may also contain descriptions of certain events that, if they occurred, would require such indebtedness to be repurchased. In addition, the exercise by the holders of the Notes of their right to require a repurchase of the Notes upon a Change of Control could cause a default under the Senior Secured Credit Facility and any such future indebtedness, even if the Change of Control itself does not constitute a default.

The provisions of the Indenture will not give holders the right to require the repurchase of the Notes in the event of certain transactions including a reorganization, restructuring, merger or similar transaction that may adversely affect holders of the Notes, if such transaction is not a transaction defined as a Change of Control. Any such transaction, however, would have to comply with the applicable provisions of the Indenture. The existence, however, of a holder of the Notes' right to require the Issuer or the Parent Guarantor to repurchase such holder's Notes upon a Change of Control may deter a third party from acquiring the Parent Guarantor, the Issuer or any of the Parent Guarantor's other Subsidiaries if such acquisition would constitute a Change of Control.

If a Change of Control Offer is made, neither the Issuer nor the Parent Guarantor can provide any assurance that they will have available funds sufficient to pay the Change of Control Purchase Price for all the Notes that might be delivered by holders of the Notes seeking to accept the Change of Control Offer. Even if sufficient funds were available, the terms of the other indebtedness of the Issuer, the Parent Guarantor and the Parent Guarantor's other Subsidiaries may prohibit the repurchase of the Notes prior to their scheduled maturity. If the Issuer or the Parent Guarantor were not able to prepay any indebtedness containing any such restrictions, or obtain requisite consents, the Issuer and the Parent Guarantor would be unable to fulfill their repurchase obligations to holders of Notes who accept the Change of Control Offer. If the Issuer or the Parent Guarantor failed to make or consummate a Change of Control Offer or pay the Change of Control Purchase Price when due, such failure would result in an Event of Default and would give the trustee and the holders of the Notes the rights described under "—Events of Default." An Event of Default under the Indenture, unless waived, would result in a cross default under certain of the financing arrangements described under "Description of Certain Indebtedness," including under the Senior Secured Credit Facility and the Existing Notes.

The definition of "Change of Control" includes a disposition of all or substantially all of the assets of the Parent Guarantor, and those of its Subsidiaries, considered as a whole, to any Person. Although there is a limited body of case law interpreting the phrase "substantially all," there is no precise established definition of such phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty as to whether a particular transaction would involve a disposition of "all or substantially all" of the assets of the Parent Guarantor. As a result, it may be unclear as to whether a Change of Control has occurred and whether a holder of Notes may require the Issuer or Parent Guarantor to make an offer to repurchase the Notes as described above.

"Below Investment Grade Ratings Event" means the Notes cease to be rated Investment Grade by at least two of the Rating Agencies on any date during the period commencing on, and ending 60 days after, the earlier of (1) the occurrence of a Change of Control; or (2) public notice of the occurrence of a Change of Control or the intention of the Parent Guarantor to effect a Change of Control. Notwithstanding the foregoing, a Below Investment Grade Ratings Event otherwise arising by virtue of a particular reduction in rating shall not be deemed to have occurred in respect of a particular Change of Control (and thus shall not be deemed a Below Investment Grade Ratings Event for purposes of the definition of Change of Control Repurchase Event hereunder) if the Rating Agencies making the reduction in rating to which this definition would otherwise apply do not announce or publicly confirm or inform the Trustee in writing that the reduction was the result, in whole or in part, of any event or circumstance comprised of or arising as a result of, or in respect of, the applicable Change of Control (whether or not the applicable Change of Control shall have occurred at the time of the ratings event).

"Change of Control" means the occurrence of any of the following events:

(a) any "person" or "group" (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) is or becomes the ultimate "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of more than 50% of the voting power of the Parent Guarantor's outstanding Voting Stock, other than in connection with any transaction or series of related transactions in which the Parent Guarantor shall become a direct or indirect wholly owned subsidiary of a Parent Entity so long as no person or group, as noted above, holds more than 50% of the voting power of the outstanding Voting Stock of such Parent Entity;

(b) the Parent Guarantor conveys, transfers, leases or otherwise disposes of, all or substantially all of the Parent Guarantor's assets and those of its Subsidiaries, considered as a whole (other than a transfer of substantially all of such assets to one or more Wholly Owned Subsidiaries of the Parent Guarantor), in each case to any Person other than in a transaction or series of related transactions where no "person" or "group" (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) is the ultimate "beneficial owner" (as defined in clause (a) above) directly or indirectly, of more than 50% of the total outstanding Voting Stock of the surviving or transferee corporation;

(c) the Parent Guarantor or the Issuer is liquidated or dissolved or adopts a plan of liquidation or dissolution other than in a transaction which complies with the provisions of the Indenture described under "—Certain Covenants—Consolidation, Merger and Sale of Assets"; or

(d) the Parent Guarantor or any Surviving Entity directly or indirectly ceases to own 100% of the Voting Stock of the Issuer, other than directors' qualifying shares and other shares required to be issued by law and other than in connection with an Enforcement Process.

"Change of Control Triggering Event" means the occurrence of both a Change of Control and a Below Investment Grade Ratings Event.

"Fitch" means Fitch Ratings, Inc. and its successors.

"Investment Grade Rating" means a rating of Baa3 or better by Moody's (or its equivalent under any successor rating categories of Moody's) or a rating of BBB- or better by S&P or Fitch (or its equivalent under any successor rating categories of S&P or Fitch), or the equivalent Investment Grade credit rating from any additional Rating Agency or Rating Agencies selected by the Issuer or the Parent Guarantor.

"Moody's" means Moody's Investor Services Ltd and its successors.

"Rating Agency" means (1) each of Moody's, S&P and Fitch and (2) if any of S&P, Moody's and Fitch ceases to rate the Notes or fails to make a rating of the Notes publicly available for reasons outside of the control of the Issuer, the Issuer may appoint a replacement for such Rating Agency that is a nationally recognized statistical rating organization.

"S&P" means S&P Global Ratings and its successors.

Certain covenants

The Indenture will contain, among others, the following covenants.

Limitation on liens

The Parent Guarantor will not, and will not permit the Issuer or any of its other Subsidiaries to, directly or indirectly, incur, assume or guarantee any Debt secured by a Lien (other than Permitted Liens) on any Principal Property (or the Capital Stock of any Subsidiary that owns a Principal Property), unless the Parent Guarantor secures the Notes equally and ratably with (or at the option of the Parent Guarantor, prior to) the Debt secured by such Lien for so long as such Debt is secured.

Limitation on sale and leaseback transactions

The Parent Guarantor will not, and will not permit the Issuer or any other Subsidiary of the Parent Guarantor to, enter into any sale and leaseback transaction with respect to any Principal Property (whether now owned or hereafter acquired), unless:

(a) the Parent Guarantor or such Subsidiary, as applicable, would be permitted to grant a Lien to secure the Attributable Debt incurred in respect of such sale and leaseback transaction under the "Limitation on Liens" covenant without having to equally and ratably secure the Notes;

(b) the sale and leaseback transaction involves a lease for a term of not more than three years;

(c) the proceeds of the sale and leaseback transaction are at least equal to the Fair Market Value (as determined in good faith by the Issuer) of the Principal Property and the Parent Guarantor or the Issuer applies within 180 days after the sale an amount equal to the greater of the net proceeds of the sale or the Attributable Debt associated with the Principal Property to (i) the retirement of long-term debt for borrowed money that is not subordinated to the Notes and that is not Indebtedness to the Parent Guarantor or one of its Subsidiaries, or (ii) the purchase, construction, improvement, expansion or development of other comparable assets; or

(d) the sale and leaseback arrangement is entered into within 180 days after the initial acquisition of the Principal Property subject to the sale and leaseback transaction.

Notwithstanding the foregoing, nothing shall prevent the Parent Guarantor or any Subsidiary of the Parent Guarantor from engaging in a sale and leaseback transaction that is solely between or among the Parent Guarantor and any Subsidiaries of the Parent Guarantor or solely between or among Subsidiaries of the Parent Guarantor.

Limitation on guarantees of certain debt by subsidiaries

The Parent Guarantor will not permit any Subsidiary of the Parent Guarantor that is not the Issuer or a Guarantor, directly or indirectly, to guarantee the payment of Debt under the Senior Secured Credit Facility or other capital markets debt securities of the Issuer or a Guarantor in an aggregate principal amount in excess of the greater of (i) 1.0% of Consolidated Net Tangible Assets or (ii) $110.0 million, unless:

(a) (i) such Subsidiary, within 30 days, executes and delivers a supplemental indenture to the Indenture providing for a Guarantee by such Subsidiary on the same terms as the guarantee of such Debt; and (ii) with respect to any guarantee of Subordinated Debt by such Subsidiary, any such guarantee shall be subordinated to such Subsidiary's Guarantee with respect to the Notes at least to the same extent as such Subordinated Debt is subordinated to the Notes; and

(b) such Subsidiary waives and will not in any manner whatsoever claim or take the benefit or advantage of, any rights of reimbursement, indemnity or subrogation or any other rights against the Parent Guarantor, the Issuer or any other Subsidiary of the Parent Guarantor as a result of any payment by such Subsidiary under its guarantee with respect to the Notes.

Reports to holders

The Indenture will provide that, so long as any Notes are outstanding, the Issuer and the Parent Guarantor will furnish to the trustee:

(a) within 120 days following the end of each fiscal year, (i) consolidated audited income statements, balance sheets and cash flow statements and the related notes thereof for the Parent Guarantor for the two most recent fiscal years in accordance with GAAP, which need not, however, contain any reconciliation to U.S. GAAP or otherwise comply with Regulation S-X (including, without limitation, Rule 3-10 thereunder) of the Commission, together with an audit report thereon by the Parent Guarantor's independent auditors, and setting forth in each case in comparative form the corresponding consolidated figures for the preceding fiscal year in scope and content substantially equivalent to the information provided to the Parent Guarantor's equity holders immediately prior to the Issue Date, (ii)

information regarding the Parent Guarantor's share capital and (iii) information on the Parent Guarantor's internal disclosure controls and procedures; and

(b) within 60 days following the end of the fiscal quarters ending July 31, October 31, and January 31 in each fiscal year, beginning with the first fiscal quarter ending after the date of this offering memorandum, quarterly reports containing unaudited balance sheets, statements of income, statements of shareholders equity and statements of cash flows for the Parent Guarantor and its Subsidiaries on a consolidated basis, in each case for the quarterly period then ended and the corresponding quarterly period in the prior fiscal year and prepared in accordance with GAAP, which need not, however, contain any reconciliation to U.S. GAAP or otherwise comply with Regulation S-X (including, without limitation, Rule 3-10 thereunder) of the Commission, and setting forth in each case in comparative form the corresponding consolidated figures for the preceding fiscal year in scope and content substantially equivalent to the information provided to the Parent Guarantor's equity holders immediately prior to the Issue Date; and

(c) promptly from time to time after the occurrence of an event required to be reported therein, such other reports containing substantially the same information required to be contained in Form 6-K (or any successor form) of the Commission;

provided, however, for the avoidance of doubt, no such report will be required to include as an exhibit, or to include a summary of the terms of, any employment or compensatory arrangement agreement, plan or understanding between the Issuer (or any of its Subsidiaries or any Parent Entity) and any director, manager or executive officer, of the Issuer (or any of its Subsidiaries or any Parent Entity).

In addition the Parent Guarantor shall furnish to the holders of the Notes and to prospective investors, upon the requests of such holders, any information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act so long as the Notes are not freely transferable under the Securities Act by Persons who are not "affiliates" under the Securities Act.

The Parent Guarantor will also (a) hold a phone call annually and quarterly with investors and analysts following the furnishing of an annual or quarterly report described above (b) make available copies of all reports furnished to the trustee on its website.

In addition, so long as the Notes are admitted to trading on the International Securities Market of the London Stock Exchange, each of the Parent and the Issuer will comply with the publication and disclosure requirements (if any) of the International Securities Market of the London Stock Exchange in relation to all such reports.

Consolidation, merger and sale of assets

(1) The Parent Guarantor will not, in a single transaction or through a series of related transactions, consolidate with or merge with or into any other Person or sell, assign, convey, transfer, lease or otherwise dispose of all or substantially all of the properties and assets of the Parent Guarantor and its Subsidiaries on a consolidated basis to any other Person or Persons and the Parent Guarantor will not permit any of its Subsidiaries to enter into any such transaction or series of related transactions if such transaction or series of related transactions, in the aggregate, would result in the sale, assignment, conveyance, transfer, lease or other disposition of all or substantially all of the properties and assets of the Parent Guarantor and its Subsidiaries on a consolidated basis to any Person or Persons. The previous sentence will not apply if at the time of and immediately after giving effect to any such transaction or series of related transactions:

(a) either (i) the Parent Guarantor or such Subsidiary of the Parent Guarantor, as the case may be, will be the continuing corporation or (ii) the Person (if other than the Parent Guarantor or such Subsidiary of the Parent Guarantor, as the case may be) formed by such consolidation or into which the Parent Guarantor or such Subsidiary is merged or the Person that acquires by sale, assignment, conveyance, transfer, lease or disposition all or substantially all of the Parent Guarantor's properties and assets and those of its Subsidiaries on a consolidated basis (the "Surviving Entity"):

(x) will be duly organized and validly existing under the laws of any member state of the European Union as of the date of the Indenture, the United Kingdom, the United States of America, any state thereof, or the District of Columbia, and

(y) will expressly assume, by a supplemental indenture the Parent Guarantor's or such Subsidiary's obligations under the Indenture and the Notes, and the Indenture and the Notes will remain in full force and effect as so supplemented;

(b) immediately after giving effect to such transaction or series of related transactions on a pro forma basis (and treating any obligation of the Parent Guarantor or any Subsidiary of the Parent Guarantor incurred in connection with or in respect of such transaction or series of related transactions as having been incurred by the Parent Guarantor or such Subsidiary at the time of such transaction), no Default or Event of Default will be continuing; and

(c) the Parent Guarantor or the Surviving Entity will have delivered to the trustee an Officer's Certificate attaching an opinion of counsel, each stating that such consolidation, merger, sale, assignment, conveyance, transfer, lease or other disposition, and if a supplemental indenture is required in connection with such transaction, such supplemental indenture, comply with the requirements of the Indenture and that all conditions precedent in the Indenture relating to such transaction have been satisfied.

The Surviving Entity will succeed to, and be substituted for, and may exercise every right and power of, the relevant obligor under the Indenture, but, in the case of a lease of all or substantially all of the Parent Guarantor's assets, the Parent Guarantor, the Issuer and each Subsidiary Guarantor will not be released from the obligation to pay the principal of and interest, and Additional Amounts, if any, on the Notes.

Nothing in the Indenture will prevent any Subsidiary of the Parent Guarantor from merging into or transferring all or part of its properties and assets to the Issuer or another Guarantor.

Although there is a limited body of case law interpreting the phrase "all or substantially all," there is no precise established definition of the phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty as to whether a particular transaction would involve "all or substantially all" of the property or assets of a Person.

The Parent Guarantor will publish a notice of any consolidation, merger or sale of assets described above in accordance with the provisions of the Indenture described under "—Notices" and, so long as the Notes are listed on the International Securities Market of the London Stock Exchange and the rules of such exchange so require, notify such exchange of any consolidation, merger or sale.

Events of default

(1) Each of the following will be an "Event of Default" under the Indenture:

(a) default for 30 consecutive days in the payment when due of any interest or any Additional Amounts on the Notes;

(b) default in the payment of the principal of or premium, if any, on the Notes at their Maturity (upon acceleration, redemption, required repurchase, declaration or otherwise);

(c) failure to comply with any covenant or agreement of the Parent Guarantor or of any Subsidiary of the Parent Guarantor that is contained in the Indenture or any Guarantees (other than specified in clause (a) or (b) above) and such failure continues for a period of 60 or more consecutive days or more after the written notice specified in clause (2) below;

(d) default under the terms of any instrument evidencing Debt of the Issuer or any Guarantor that results in the acceleration of the payment of such Debt or constitutes the failure to pay such Debt at final maturity thereof after giving effect to any applicable grace periods (and other than by regularly scheduled required prepayment) and such failure to make any payment has not been waived or cured, such acceleration has not been rescinded, or the maturity of such Debt has not been extended, and, in each case, the total amount of

such Debt exceeds the greater of (i) 2.0% Consolidated Net Tangible Assets or (ii) $220 million or its equivalent at the time;

(e) any Guarantee of the Parent Guarantor or a Guarantor that is a Significant Subsidiary, or a group of Subsidiaries of the Parent Guarantor that taken together would constitute a Significant Subsidiary, ceases to be, or shall be asserted in writing by any such Guarantor, or any Person acting on behalf of any Guarantor, not to be in full force and effect or enforceable in accordance with its terms (other than as provided for in the Indenture or any Guarantee); and

(f) the occurrence of certain events of bankruptcy, insolvency, receivership or reorganization with respect to the Issuer, the Parent Guarantor or any Significant Subsidiary of the Parent Guarantor.

(2) If an Event of Default with respect to the Notes (other than as specified in clause (1)(f) above) occurs and is continuing, the trustee or the holders of not less than 25% in aggregate principal amount of the Notes then outstanding by written notice to the Parent Guarantor (and to the trustee if such notice is given by the holders) may, and the trustee, upon the written request of such holders, shall, declare the principal of, premium, if any, and any Additional Amounts and accrued interest on all of the outstanding Notes immediately due and payable, and upon any such declaration all such amounts payable in respect of the Notes will become immediately due and payable.

(3) If an Event of Default specified in clause (1)(f) above occurs and is continuing, then the principal of, premium, if any, and any Additional Amounts and accrued interest on all of the outstanding Notes shall become and be immediately due and payable without any declaration or other act on the part of the trustee or any holder of Notes.

(4) At any time after a declaration of acceleration under the Indenture, but before a judgment or decree for payment of the money due has been obtained by the trustee, the holders of a majority in aggregate principal amount of the outstanding Notes, by written notice to the Parent Guarantor and the trustee, may rescind such declaration and its consequences if:

(a) the Parent Guarantor has paid or deposited with the trustee a sum sufficient to pay:

(i) all overdue interest and Additional Amounts on all of the Notes then outstanding;

(ii) all unpaid principal of and premium, if any, on any outstanding Notes that have become due otherwise than by such declaration of acceleration and interest thereon at the rate borne by such Notes;

(iii) to the extent that payment of such interest is lawful, interest upon overdue interest and overdue principal at the rate borne by the Notes; and

(iv) all sums paid or advanced by the trustee under the Indenture and the compensation, expenses, disbursements and advances of the trustee, its agents and counsel;

(b) the rescission would not conflict with any judgment or decree of a court of competent jurisdiction; and

(c) all Events of Default, other than the non-payment of amounts of principal of, premium, if any, and any Additional Amounts and interest on the Notes that has become due solely by such declaration of acceleration, have been cured or waived.

No such rescission shall affect any subsequent default or impair any right consequent thereon.

(5) The holders of not less than a majority in aggregate principal amount of the outstanding Notes may, on behalf of the holders of all such Notes, waive any past defaults under the Indenture, except a default:

(a) in the payment of the principal of, premium, if any, and Additional Amounts or interest on any Note, or

(b) in respect of a covenant or provision which under the Indenture cannot be modified or amended without the consent of the holder of the Notes outstanding.

(6) No holder of any of the Notes has any right to institute any proceedings with respect to the Indenture or any remedy thereunder, unless the holders of at least 25% in aggregate principal amount of the outstanding Notes have made a written request, and offered satisfactory indemnity or security, to the trustee to institute such proceeding as trustee under the Notes and the Indenture, the trustee has failed to institute such proceeding within 30 days after receipt of such notice and the trustee within such 30-day period has not received directions inconsistent with such written request by holders of a majority in aggregate principal amount of the outstanding Notes. Such limitations do not, however, apply to a suit instituted by a holder of the Notes for the enforcement of the payment of the principal of, premium, if any, and Additional Amounts or interest on such Note on or after the respective due dates expressed in such Note.

(7) If a Default or an Event of Default occurs and is continuing and is known to the trustee, the trustee will mail to each holder of the Notes a notice of the Default or Event of Default within 15 business days after it gains knowledge of its occurrence. Except in the case of a Default or an Event of Default in payment of principal of, premium, if any, Additional Amounts or interest on the Notes, the trustee may withhold the notice to the holders of such Notes if a committee of its trust officers in good faith determines that withholding the notice is in the interests of the holders of such Notes.

(8) The Issuer and the Parent Guarantor are required to furnish to the trustee annual statements as to its performance, and the performance of the Issuer, the Guarantors and its other Subsidiaries of their respective obligations under the Indenture and as to any default in such performance. The Issuer and the Parent Guarantor are also required to notify the trustee within 30 days of the occurrence of any Default that is known to the Issuer or the Parent Guarantor.

Legal defeasance or covenant defeasance of the indenture

The Indenture will provide that the Issuer and the Parent Guarantor may, at their option and at any time prior to the Stated Maturity of the Notes, elect to have the obligations of the Issuer, the Parent Guarantor and the Subsidiary Guarantors discharged with respect to the outstanding Notes ("Legal Defeasance"). Legal Defeasance means that the Issuer will be deemed to have paid and discharged the entire Debt represented by the outstanding Notes and to have satisfied all of its other obligations under the Notes and the Indenture except as to:

(a) the rights of holders of the outstanding Notes to receive payments in respect of the principal of, premium, if any, and interest on such Notes when such payments are due;

(b) the Issuer's obligations to issue temporary Notes, register the transfer or exchange of any Notes, replace mutilated, destroyed, lost or stolen Notes, maintain an office or agency for payments in respect of the Notes and segregate and hold such payments in trust;

(c) the rights, powers, trusts, duties and immunities of the trustee and the obligations of the Issuer, the Parent Guarantor and the Subsidiary Guarantors in connection therewith; and

(d) the Legal Defeasance provisions of such Indenture.

In addition, the Issuer and the Parent Guarantor may, at their option and at any time, elect to have the obligations of the Issuer, the Parent Guarantor and the Subsidiary Guarantors released with respect to certain covenants set forth in the Indenture ("Covenant Defeasance"), and thereafter any omission to comply with such obligations will not constitute a Default or an Event of Default with respect to the Notes. In the event Covenant Defeasance occurs, certain events described under "—Events of Default" will no longer constitute an Event of Default with respect to the Notes. These events do not include events relating to non-payment, bankruptcy, receivership and insolvency. The Issuer and the Parent Guarantor may exercise their Legal Defeasance option regardless of whether the Issuer previously exercised Covenant Defeasance.

In order to exercise either Legal Defeasance or Covenant Defeasance:

(a) the Issuer or the Parent Guarantor must irrevocably deposit or cause to be deposited in trust with the trustee, for the benefit of the holders of the Notes, cash in dollars, U.S. Government Obligations, or a combination thereof, in such amounts as will be sufficient, in the opinion of an internationally recognized

firm of independent public accountants, to pay and discharge the principal of, premium, if any, and interest, on the outstanding Notes on the Stated Maturity or the applicable redemption date, as the case may be, and, at or prior to electing either Legal Defeasance or Covenant Defeasance, the Issuer or the Parent Guarantor must (i) specify whether such Notes are being defeased to maturity or a particular redemption date and (ii) if applicable, have delivered to the trustee an irrevocable notice to redeem all of the outstanding Notes of such principal, premium, if any, or installment of interest;

(b) in the case of Legal Defeasance, the Issuer or the Parent Guarantor must have delivered to the trustee an opinion of counsel reasonably acceptable to the trustee stating that (x) the Issuer or the Parent Guarantor has received from, or there has been published by, the U.S. Internal Revenue Service a ruling, or (y) since the date of the Indenture, there has been a change in applicable U.S. federal income tax law, in either case to the effect that, and based thereon such opinion shall confirm that, the holders of the outstanding Notes will not recognize income, gain or loss for U.S. federal income tax purposes as a result of such Legal Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Legal Defeasance had not occurred;

(c) in the case of Covenant Defeasance, the Issuer or the Parent Guarantor must have delivered to the trustee an opinion of counsel reasonably acceptable to the trustee to the effect that the holders of the outstanding Notes will not recognize income, gain or loss for U.S. federal income tax purposes as a result of such Covenant Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Covenant Defeasance had not occurred;

(d) no Default or Event of Default with respect to the Notes will have occurred and be continuing on the date of such deposit;

(e) such Legal Defeasance or Covenant Defeasance shall not cause the trustee for the Notes to have a conflicting interest as defined in the Indenture;

(f) such Legal Defeasance or Covenant Defeasance will not result in a breach or violation of, or constitute a default under, any material agreement or instrument (other than the Indenture) to which the Parent Guarantor, the Issuer or any other Subsidiary of the Parent Guarantor is a party or by which the Parent Guarantor, the Issuer or any other Subsidiary of the Parent Guarantor is bound;

(g) the Parent Guarantor or the Issuer must have delivered to the trustee an opinion of independent counsel in the country of its incorporation or organization to the effect that after the 91st day following the deposit, the trust funds will not be subject to the effect of any applicable bankruptcy, insolvency, reorganization or other similar laws affecting creditors' rights generally and an opinion of independent counsel reasonably acceptable to the trustee that the trustee shall have a perfected security interest in such trust funds for the ratable benefit of the holders of the Notes;

(h) no event or condition shall exist that would prevent the Parent Guarantor or the Issuer from making payments of the principal of, premium, if any, and interest on the Notes on the date of such deposit; and

(i) the Parent Guarantor or the Issuer will have delivered to the trustee an Officer's Certificate and an opinion of counsel, each stating that all conditions precedent provided for relating to either the Legal Defeasance or the Covenant Defeasance, as the case may be, have been complied with.

If the funds deposited with the trustee to effect Covenant Defeasance are insufficient to pay the principal of, premium, if any, and interest on the Notes when due because of any acceleration occurring after an Event of Default, then the Issuer and the Guarantors will remain liable for such payments.

Satisfaction and discharge

The Indenture will be discharged and will cease to be of further effect as to all of the Notes issued thereunder (except as to surviving rights of registration of transfer or exchange of the Notes as expressly provided for in the Indenture) when:

(a) the Issuer or the Parent Guarantor has irrevocably deposited or caused to be deposited with the trustee as trust funds in trust for such purpose an amount in U.S. Dollars or U.S. Government Obligations sufficient, without consideration of any reinvestment of any interest thereon, to pay and discharge the entire Debt on such Notes that have not, prior to such time, been delivered to the trustee for cancellation, for principal of, premium, if any, and any Additional Amounts and accrued and unpaid interest on such Notes to the date of such deposit (in the case of Notes which have become due and payable) or to the Stated Maturity or redemption date, as the case may be, and the Issuer or the Parent Guarantor has delivered irrevocable instructions to the trustee to apply the deposited money toward the payment of such Notes at Maturity or on the redemption date, as the case may be; and either:

(i) all such Notes that have been authenticated and delivered (other than destroyed, lost or stolen Notes that have been replaced or paid and Notes for whose payment money has been deposited in trust or segregated and held in trust by the Issuer and thereafter repaid to the Issuer or discharged from such trust as provided for in the Indenture) have been delivered to the trustee for cancellation; or

(ii) all such Notes that have not been delivered to the trustee for cancellation (x) have become due and payable (by reason of the mailing of a notice of redemption or otherwise), (y) will become due and payable at Stated Maturity within one year or (z) are to be called for redemption within one year under arrangements satisfactory to the trustee for the giving of notice of redemption by the trustee in the Issuer's name, and at the Issuer's expense, and

(b) the Issuer or a Guarantor has paid or caused to be paid all sums payable by the Issuer under the Indenture; and

(c) the Issuer or the Parent Guarantor has delivered to the trustee an Officer's Certificate and an opinion of counsel, each stating that all conditions precedent provided in the Indenture relating to the satisfaction and discharge of the Indenture have been satisfied.

Amendments and waivers

The Indenture will contain provisions permitting the Issuer, the Guarantors and the trustee to enter into a supplemental indenture without the consent of the holders of the Notes for certain limited purposes, including, among other things, curing ambiguities, defects or inconsistencies or making any change that does not adversely affect the rights of any holder of the Notes in any material respect. With the consent of the holders of not less than a majority in aggregate principal amount of the Notes then outstanding, the Issuer, the Guarantors and the trustee are permitted to amend, modify or supplement the Indenture, the Notes and the Guarantees. However, no such modification, supplement or amendment may, without the consent of the holder of the outstanding Notes affected thereby:

(a) change the Stated Maturity of the principal of, or any installment of or Additional Amounts or interest on, any Note;

(b) reduce the principal amount of any Note (or Additional Amounts or premium, if any) or the rate of or change the time for payment of interest on any Note (other than with respect to the minimum notice period for any optional redemption);

(c) change the coin or currency in which the principal of any note or any premium or any Additional Amounts or the interest thereon is payable;

(d) impair the right to institute suit for the enforcement of any payment on or after the Stated Maturity thereof (or, in the case of redemption, on or after the redemption date);

(e) change any date on which the Notes may be subject to redemption or reduce the applicable redemption price (other than provisions relating to a Change of Control or notice periods);

(f) reduce the principal amount of Notes whose holders must consent to any amendment, supplement or waiver of provisions of the Indenture;

(g) modify any of the provisions relating to supplemental indentures requiring the consent of holders of the Notes or relating to the waiver of past defaults or relating to the waiver of certain covenants, except to increase the percentage of the outstanding Notes required for such actions or to provide that certain other provisions of the Indenture cannot be modified or waived without the consent of the holder of the Notes affected thereby;

(h) release any Guarantees except in compliance with the terms of the Indenture; or

(i) make any change in the provisions of the Indenture described under "—Additional Amounts" that adversely affects the rights of any holder of the Notes or amend the terms of the Notes or the Indenture in a way that would result in a loss of an exemption from any of the Taxes described thereunder or an exemption from any obligation to withhold or deduct Taxes so described thereunder unless the Issuer and the Guarantors agree to pay Additional Amounts (if any) in respect thereof in the supplemental Indenture.

Notwithstanding the foregoing, without the consent of any holder of the Notes, the Issuer, the Guarantors and the trustee may modify, supplement or amend the Indenture, the Notes and the related Guarantees:

(i) to evidence the succession of another Person to the Parent Guarantor and to provide the assumption of the Issuer's or any Guarantor's obligation under the covenants in the Indenture and in the Notes in accordance with "—Certain Covenants—Consolidation, Merger and Sale of Assets";

(ii) to add to the Parent Guarantor's covenants and those of the Issuer, any Subsidiary Guarantors or any other obligor upon the Notes for the benefit of the holders of the Notes or to surrender any right or power conferred upon the Parent Guarantor, the Issuer or any Subsidiary Guarantors or any other obligor upon the Notes, as applicable, in the Indenture, in the Notes or in any Guarantees;

(iii) to cure any ambiguity, or to correct or supplement any provision in the Indenture, the Notes or any Guarantees that may be defective or inconsistent with any other provision in the Indenture, the Notes or any Guarantees or make any other provisions with respect to matters or questions arising under the Indenture, the Notes or any Guarantees; provided that, in each case, such provisions shall not adversely affect the interests of the holders of the Notes in any material respect;

(iv) to conform the text of the Indenture, the Notes or the Guarantees to any passage in this "Description of the Notes" to the extent that such passage was intended to be a verbatim recitation of a provision of the Indenture, the Notes or the Guarantees;

(v) to add a Guarantor under the Indenture or pledge collateral to secure the Notes;

(vi) to evidence and provide the acceptance of the appointment of a successor trustee under the Indenture;

(vii) to provide for the issuance of Additional Notes in accordance with and if permitted by the terms of and limitations set forth in the Indenture;

(viii) to secure the Notes and the Guarantees; or

(ix) to make any other change that would provide any additional rights or benefits to the holders of the Notes or that does not adversely affect in any material respect the legal rights under the Indenture of any holder of the Notes.

The holders of a majority in aggregate principal amount of the Notes outstanding may waive compliance with certain restrictive covenants and provisions of the Indenture.

Notices

Any notice or communication to a holder of Notes will be mailed by first class mail or by overnight air courier guaranteeing next day delivery to its address shown on the Note register or by such other delivery system as the holder of Notes agrees to accept. Failure to mail a notice or communication to a holder of Notes or any defect in it will not affect its sufficiency with respect to other holders of Notes. Notwithstanding any other provision of the Indenture or

any Note, where the Indenture or any Note provides for notice of any event (including any notice of redemption) to any holder of Notes of an interest in a Global Note (whether by mail or otherwise), such notice shall be sufficiently given if given to DTC or any other applicable depositary for such Note (or its designee) according to the applicable procedures of DTC or such depositary.

If and so long as the Notes are listed on any securities exchange, notices will also be given in accordance with any applicable requirements of such securities exchange.

The trustee

The Indenture will provide that, except during the continuance of an Event of Default, the trustee will perform only such duties as are specifically set forth in the Indenture. If an Event of Default has occurred and is continuing, the trustee will exercise such rights and powers vested in it under the Indenture and use the same degree of care and skill in its exercise as a prudent person would exercise under the circumstances in the conduct of such person's own affairs.

The Indenture contains limitations on the rights of the trustee under the Indenture in the event the trustee becomes a creditor thereunder. These include limitations on the trustee's rights to obtain payment of claims in certain cases or to realize on certain property received by it in respect of any such claims, as security or otherwise.

Listing

Application will be made to the London Stock Exchange for the Notes to be admitted to trading on the London Stock Exchange's International Securities Market. There can be no guarantee that the foregoing applications will be approved as of the date the Notes are issued or at any time thereafter, and settlement of the Notes is not conditioned on obtaining this listing.

Governing law

The Indenture and the Notes will be governed by, and construed in accordance with, the laws of the State of New York.

Certain definitions

"2026 Notes" means Issuer's 1.500% Senior Notes due 2026.

"2027 Notes" means Issuer's 4.375% Second Priority Senior Secured Notes due 2027.

"2028 Notes" means Issuer's 4.000% Second Priority Senior Secured Notes due 2028.

"2029 Notes" means Issuer's 4.250% Second Priority Senior Secured Notes due 2029.

"2031 Notes" means Issuer's 2.450% Senior Notes due 2031.

"2032 Notes" means Issuer's 5.500% Senior Notes due 2032.

"2033 Notes" means Issuer's 5.550% Senior Notes due 2033.

For the purposes of this definition, "control," when used with respect to any specified Person, means the power to direct or cause the direction of the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Attributable Debt" means, with regard to a sale and leaseback transaction of a Principal Property, an amount equal to the lesser of: (a) the fair market value of the Principal Property (as determined in good faith by the Parent Guarantor); or (b) the present value of the total net amount of rent payments to be made under the lease during its remaining term (excluding permitted extensions), discounted at the rate of interest set forth or implicit in the terms of the lease, compounded semi-annually.

"Borrowing Base" means:

(a) 85% of the net amount of accounts; plus

(b) 50% of the lower of cost or market value of parts inventory; plus

(c) the lesser of (x) 95% of (i) the net book value of rental equipment minus (ii) 25% of the liquidation value of small equipment and (y) 85% of (i) the liquidation value of rental equipment minus (ii) 25% of the liquidation value of small equipment; plus

(d) 50% of the value of real estate,

in each case, as stated on the Parent Guarantor's most recently published quarterly consolidated balance sheet.

"Business Day" means a day other than a Saturday, Sunday or other day on which banking institutions in London, New York or a place of payment under the Indenture is authorized or required by law to close.

"Capital Stock" means, with respect to any Person, any and all shares, interests, partnership interests (whether general or limited), participations, rights in or other equivalents (however designated) of such Person's equity, any other interest or participation that confers the right to receive a share of the profits and losses, or distributions of assets of, such Person and any rights (other than debt securities convertible into or exchangeable for Capital Stock), warrants or options exchangeable for or convertible into such Capital Stock, whether now outstanding or issued after the date of the Indenture.

"Capitalized Lease Obligation" means, with respect to any Person, any obligation of such Person under a lease of (or other agreement conveying the right to use) any property (whether real, personal or mixed), which obligation is required to be classified and accounted for as a capital lease obligation under GAAP as in effect on July 26, 2018, and, for purposes of the Indenture, the amount of such obligation at any date will be the capitalized amount thereof at such date, determined in accordance with GAAP as in effect on July 26, 2018, and the Stated Maturity thereof will be the date of the last payment of rent or any other amount due under such lease prior to the first date such lease may be terminated without penalty.

"Change of Control" has the meaning given to such term under "—Purchase of Notes upon a Change of Control Triggering Event."

"Code" means the Internal Revenue Code of 1986, as amended.

"Commission" means the U.S. Securities and Exchange Commission.

"Consolidated Net Tangible Assets" means, at any time, the net book value of the tangible fixed assets of the Parent Guarantor and its Subsidiaries.

"Credit Facility" or "Credit Facilities" means one or more indebtedness facilities (including the Senior Secured Credit Facility), commercial paper facilities or other financing arrangements with banks, insurance companies, investment funds, hedge funds or other lenders providing for revolving credit loans, term loans, notes, bonds, letters of credit or other forms of guarantees and assurances, asset backed credit facilities, including receivables financings or other borrowings, including overdrafts, in each case, as amended, restated, modified, extended, renewed, refunded, replaced, restructured, increased, supplemented or refinanced (including by means of public or private sales of debt securities to investors) in whole or in part from time to time.

"Debt" means, with respect to any Person, without duplication:

(a) all indebtedness of such Person for borrowed money; and

(b) all obligations of such Person evidenced by bonds, notes, debentures or other similar instruments;

provided that the term "Debt" shall not include (i) Debt in respect of the incurrence by the Parent Guarantor or any Subsidiary of the Parent Guarantor of Debt in respect of standby letters of credit, performance, bid, surety, appeal and

similar bonds provided by the Parent Guarantor or any Subsidiary of the Parent Guarantor in the ordinary course of business to the extent such letters of credit or bonds are not drawn upon or, if and to the extent drawn upon are honored in accordance with their terms and if, to be reimbursed, are reimbursed no later than the fifth business day following receipt by such Person of a demand for reimbursement following payment on the letter of credit or bond, (ii) anything accounted for as an operating lease in accordance with GAAP or (iii) any receivables financing.

"Default" means any Event of Default or any event that would constitute an Event of Default upon the giving of notice or the lapse of time or both.

"Enforcement Process" means in relation to any Debt of the Parent Guarantor or any Subsidiary, any action (whether taken by the relevant creditor or creditors or an agent or trustee on its or their behalf) to:

(a) demand payment, declare prematurely due and payable or otherwise seek to accelerate payment of all or any part of such Debt;

(b) recover all or any part of such Debt (including, by exercising any rights of set-off or combination of accounts);

(c) exercise or enforce any rights under or pursuant to any guarantee or other assurance given by such Subsidiary in respect of such Debt;

(d) exercise or enforce any rights under any security interest whatsoever which secures such Debt;

(e) commence legal proceedings against any Person; or

(f) commence, or take any other steps which could lead to the commencement of, any:

(i) insolvency, liquidation, dissolution, winding-up, administration, receivership, compulsory merger or judicial re-organization of any Person;

(ii) the appointment of a trustee in bankruptcy, or insolvency conciliator, ad hoc official, judicial administrator, a liquidator, receiver (provisional, interim or permanent), or manager or other similar officer in respect of any Person; or

(iii) any other similar process or appointment.

"Exchange Act" means the U.S. Securities Exchange Act of 1934, as amended, or any successor statute, and the rules and regulations promulgated by the Commission thereunder.

"Existing Notes" means, collectively, the 2026 Notes, the 2027 Notes, the 2028 Notes, the 2029 Notes, the 2031 Notes, the 2032 Notes and the 2033 Notes.

"Fair Market Value" means, with respect to any asset or property, the sale value that would be obtained in an arm's-length, free market transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy (other than as required by a regulator body), as determined in good faith by the Issuer's board of directors.

"Generally Accepted Accounting Principles" or "GAAP" means, at any time, IFRS or U.S. GAAP as selected by the Parent Guarantor and as in effect at that time (other than with respect to the definition of "Capitalized Lease Obligation").

"guarantees" means, as applied to any obligation,

(a) a guarantee (other than by endorsement of negotiable instruments for collection in the ordinary course of business), direct or indirect, in any manner, of any part or all of such obligation and

(b) an agreement, direct or indirect, contingent or otherwise, the practical effect of which is to assure in any way the payment or performance (or payment of damages in the event of non-performance) of all or any

part of such obligation, including, without limiting the foregoing, by the pledge of assets and the payment of amounts drawn down under letters of credit.

"Guarantee" means any guarantee of the Issuer's obligations under the Indenture and the Notes by the Parent Guarantor, any Subsidiary of the Parent Guarantor or any other Person in accordance with the provisions of the Indenture. When used as a verb, "Guarantee" shall have a corresponding meaning.

"IFRS" means the international accounting standards promulgated from time to time by the International Accounting Standards Board and interpretations thereof approved by the International Accounting Standards Board or any variation thereof with which the Issuer may be required to comply by any law, regulation or stock exchange requirement.

"Interest Rate Agreements" means any interest rate protection agreements and other types of interest rate hedging agreements (including, without limitation, interest rate swaps, caps, floors, collars and similar agreements) designed to protect against or manage exposure to fluctuations in interest rates.

"Issue Date" means July 27, 2023, the date on which Notes are originally issued under the Indenture.

"Lien" means, with respect to any asset, any mortgage, lien, pledge, charge, security interest or encumbrance of any kind in respect of such asset.

"Maturity" means, with respect to any Debt, the date on which any principal of such Debt becomes due and payable as therein or herein provided, whether at the Stated Maturity with respect to such principal or by declaration of acceleration, call for redemption or purchase or otherwise.

"Officer's Certificate" means a certificate signed by an officer of the Parent Guarantor, of the Issuer, of a Subsidiary Guarantor or of a Surviving Entity, as the case may be, and delivered to the trustee.

"Parent Entity" means any, direct or indirect, parent of the Parent Guarantor.

"Permitted Liens" means the following types of Liens:

(a) Liens existing as of the Issue Date;

(b) Liens on the Parent Guarantor's or any of its Subsidiary's property or assets securing Debt under Credit Facilities in an aggregate principal amount at any one time outstanding not to exceed the greater of (i) $9,000 million and (ii) the Borrowing Base;

(c) Liens in favor of the Parent Guarantor, the Issuer or any other Subsidiary of the Parent Guarantor;

(d) Liens on property or assets of, or on shares of Capital Stock or Debt of, any Person existing at the time such Person becomes, or becomes a part of, any Subsidiary of the Parent Guarantor; provided that such Liens do not extend to or cover any property or assets of the Parent Guarantor or any Subsidiary of the Parent Guarantor other than the property or assets acquired and provided, further, that such Liens were created prior to, and not in connection with or in contemplation of such acquisition;

(e) Liens on property or assets existing at the time of acquisition thereof by the Parent Guarantor or any Subsidiary of the Parent Guarantor; provided that such Liens do not extend to or cover any property or assets of the Parent Guarantor or any Subsidiary of the Parent Guarantor other than the property or assets acquired and provided, further, that such Liens were created prior to, and not in connection with or in contemplation of, such acquisition;

(f) any extension, renewal or replacement, in whole or in part, of any Lien described in the foregoing clauses (a) through (y); provided that any such extension, renewal or replacement shall be no more restrictive in any material respect than the Lien so extended, renewed or replaced and shall not extend in any material respect to any additional property or assets;

(g) Liens securing Debt incurred to refinance Debt that has been secured by a Lien permitted by the Indenture; provided that any such Lien shall not extend to or cover any assets not securing the Debt so refinanced;

(h) Liens for Capitalized Lease Obligations, mortgage financings or purchase money obligations to finance all or part of the purchase price or cost of construction or improvement of property or assets of the Parent Guarantor or any Subsidiary of the Parent Guarantor; provided that the Debt related to any such Capitalized Lease Obligation, mortgage financing or purchase money obligation shall not exceed the cost of such property or assets, construction or improvement and shall not be secured by any property or assets of the Parent Guarantor or any Subsidiary of the Parent Guarantor other than the property and assets so acquired, constructed or improved; and

(i) Liens incurred by the Parent Guarantor or any Subsidiary of the Parent Guarantor with respect to obligations that do not exceed 15.0% of Consolidated Net Tangible Assets.

In the event that a Permitted Lien meets the criteria of more than one type of Permitted Lien (at the time of incurrence or a later date), the Issuer in its sole discretion may divide, classify or from time to time reclassify all or any portion of such Permitted Lien in any manner that complies with the Indenture and such Permitted Lien shall be treated as having been made pursuant only to the clause or clauses of the definition of "Permitted Liens" to which such Permitted Lien has been classified or reclassified; provided that any Liens securing Debt under the Senior Secured Credit Facility outstanding on the Issue Date shall be deemed to be incurred under clause (b) of the definition of "Permitted Liens" and may not be reclassified.

"Person" means any individual, corporation, limited liability company, partnership, joint venture, association, joint stock company, trust, unincorporated organization, government or any agency or political subdivision thereof or other entity.

"Principal Property" means any real and tangible property which is owned and operated by the Parent Guarantor or any Subsidiary having a gross book value in excess of $150.0 million; provided that no such property will constitute a Principal Property if the board of directors of the Parent Guarantor has determined in good faith that such property is not of material importance to the total business conducted by the Parent Guarantor and its Subsidiaries taken as a whole.

"Securities Act" means the U.S. Securities Act of 1933, as amended, or any successor statute, and the rules and regulations promulgated by the Commission thereunder.

"Senior Secured Credit Facility" means the Loan and Security Agreement, dated August 31, 2006, as amended by that certain First Amendment to Loan and Security Agreement, dated as of May 1, 2008, as further amended by that certain Second Amendment to Loan and Security Agreement, dated as of November 23, 2009, as further amended by that certain Third Amendment to Loan and Security Agreement, dated as of March 28, 2011, as further amended by that certain Fourth Amendment to Loan and Security Agreement, dated as of August 22, 2013, as further amended by that certain Fifth Amendment to Loan and Security Agreement, dated as of July 27, 2015, as further amended by that certain Sixth Amendment to Loan and Security Agreement, dated as of December 22, 2016, as further amended by that certain Seventh Amendment to Loan and Security Agreement, dated as of July 28, 2017, as further amended by that certain Eighth Amendment to Loan and Security Agreement, dated as of May 25, 2018, as further amended by that certain Ninth Amendment to Loan and Security Agreement, dated as of December 19, 2018, as further amended by that certain Tenth Amendment to Loan and Security Agreement, dated as of April 3, 2020, as further amended by that certain Eleventh Amendment to Loan and Security Agreement, dated as of April 24, 2020, as further amended by that certain Twelfth Amendment to Loan and Security Agreement, dated as of August 20, 2021, and as further amended by that certain Thirteenth Amendment to Loan and Security Agreement, dated as of March 3, 2023, among certain subsidiaries of Ashtead Group plc, as borrowers, Ashtead Group plc, as borrower representative and guarantor, the financial institutions party thereto from time to time as lenders, Bank of America, N.A., as administrative agent, Bank of America, N.A., as collateral agent, and the other agents party thereto, as such agreement may be amended, restated, modified, extended, renewed, refunded, replaced, restructured, increased, supplemented or refinanced (including by means of public or private debt securities to investors) in whole or in part from time to time and without limitation as to amount, terms, conditions, covenants and other provisions.

"Significant Subsidiary" means any Subsidiary that would be considered a "significant subsidiary" within the meaning of Article 1 of Regulation S-X under the Securities Act.

"Stated Maturity" means, when used with respect to any Note or any installment of interest thereon, the date specified in such Note as the fixed date on which the principal of such Note or such installment of interest, respectively, is due and payable, and, when used with respect to any other indebtedness, means the date specified in the instrument governing such indebtedness as the fixed date on which the principal of such indebtedness, or any installment of interest thereon, is due and payable.

"Subordinated Debt" means Debt of the Parent Guarantor, the Issuer or any of the Subsidiary Guarantors that is subordinated in right of payment to the Notes or the Guarantees of such Guarantor, as the case may be, but without regards to security.

"Subsidiary" means, with respect to any Person,

(a) a corporation a majority of whose Voting Stock is at the time, directly or indirectly, owned by such Person, by one or more Subsidiaries of such Person or by such Person and one or more Subsidiaries thereof and

(b) any other Person (other than a corporation), including, without limitation, a partnership, limited liability company, business trust or joint venture, in which such Person, one or more Subsidiaries thereof or such Person and one or more Subsidiaries thereof, directly or indirectly, at the date of determination thereof, has at least majority ownership interest entitled to vote in the election of directors, managers or trustees thereof (or other Person performing similar functions).

"Subsidiary Guarantors" means each Subsidiary of the Parent Guarantor that incurs a Guarantee until it is released from its obligations under its Guarantee and the Indenture in accordance with the terms of the Indenture.

"U.S. Dollars," "dollars" or "$" means the lawful currency of the United States of America.

"U.S. GAAP" means generally accepted accounting principles consistently applied as in effect in the United States from time to time.

"U.S. Government Obligations" means direct obligations (or certificates representing an ownership interest in such obligations) of the United States (including any agency or instrumentality thereof) for the payment of which the full faith and credit of the United States is pledged that is not callable or redeemable at the option of the issuer thereof.

"Voting Stock" means any class or classes of Capital Stock pursuant to which the holders thereof have the general voting power under ordinary circumstances to elect at least a majority of the board of directors, managers or trustees (or Persons performing similar functions) of any Person (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency).

"Wholly Owned Subsidiary" means any Subsidiary of the Parent Guarantor, all of the outstanding Capital Stock (other than directors' qualifying shares or shares required pursuant to applicable law to be held by a Person other than a Subsidiary of the Parent Guarantor) of which are owned by the Parent Guarantor or by one or more other Wholly Owned Subsidiaries or by the Parent Guarantor and one or more other Wholly Owned Subsidiaries.

BOOK-ENTRY; DELIVERY AND FORM

General

The Notes are being offered and sold to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A ("Rule 144A Notes"). The Notes also may be offered and sold in offshore transactions in reliance on Regulation S ("Regulation S Notes"). Except as set forth below, the Notes will be issued in registered, global form in minimum denominations of $200,000 and in integral multiples of $1,000 in excess thereof. Notes will be issued at the closing of this offering only against payment in immediately available funds.

Rule 144A Notes initially will be represented by one or more notes in registered, global form without interest coupons (collectively, the "Rule 144A Global Notes"). Regulation S Notes initially will be represented by one or more temporary notes in registered, global form without interest coupons (collectively, the "Regulation S Temporary Global Notes"). The 144A Global Notes and Regulation S Temporary Global Notes will be deposited upon issuance with the custodian for The Depository Trust Company ("DTC") and registered in the name of DTC or its nominee, in each case, for credit to an account of a direct or indirect participant in DTC as described below. Through and including the 40th day after the later of the commencement of this offering and the closing of this offering (such period through and including such 40th day, the "Restricted Period"), beneficial interests in the Regulation S Temporary Global Notes may be held only through Euroclear and Clearstream (as indirect participants in DTC), unless transferred to a person that takes delivery through a Rule 144A Global Note in accordance with the certification requirements described below. Within a reasonable time period after the expiration of the Restricted Period, the Regulation S Temporary Global Notes will be exchanged for one or more permanent notes in registered, global form without interest coupons (collectively, the "Regulation S Permanent Global Notes" and, together with the Regulation S Temporary Global Notes, the "Regulation S Global Notes"; the Regulation S Global Notes and the Rule 144A Global Notes collectively being the "Global Notes"). Beneficial interests in the Rule 144A Global Notes may not be exchanged for beneficial interests in the Regulation S Global Notes at any time except in the limited circumstances described below. See "—Exchanges Between Regulation S Notes and Rule 144A Notes."

Except as set forth below, the Global Notes may be transferred, in whole and not in part, only to another nominee of DTC or to a successor of DTC or its nominee. Beneficial interests in the Global Notes may not be exchanged for definitive notes in registered certificated form ("Certificated Notes") except in the limited circumstances described below. See "—Exchange of Global Notes for Certificated Notes." Except in the limited circumstances described below, owners of beneficial interests in the Global Notes will not be entitled to receive physical delivery of notes in certificated form.

Rule 144A Notes (including beneficial interests in the Rule 144A Global Notes) will be subject to certain restrictions on transfer and will bear a restrictive legend as described under "Notice to Investors." Regulation S Notes will also bear the legend as described under "Notice to Investors." In addition, transfers of beneficial interests in the Global Notes will be subject to the applicable rules and procedures of DTC and its direct or indirect participants (including, if applicable, those of Euroclear and Clearstream), which may change from time to time.

Depository procedures

The following description of the operations and procedures of DTC, Euroclear and Clearstream are provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to changes by them. The Issuer takes no responsibility for these operations and procedures and urges investors to contact the system or their participants directly to discuss these matters.

DTC has advised the Issuer that DTC is a limited-purpose trust company created to hold securities for its participating organizations (collectively, the "Participants") and to facilitate the clearance and settlement of transactions in those securities between the Participants through electronic book-entry changes in accounts of its Participants. The Participants include securities brokers and dealers (including the initial purchasers), banks, trust companies, clearing corporations and certain other organizations. Access to DTC's system is also available to other entities such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Participant, either directly or indirectly (collectively, the "Indirect Participants"). Persons who are not Participants may beneficially own securities held by or on behalf of DTC only through the Participants or the Indirect Participants. The ownership interests in, and transfers of ownership interests in, each security held by or on behalf of DTC are recorded on the

records of the Participants and Indirect Participants. DTC has also advised the Issuer that, pursuant to procedures established by it:

(1) upon deposit of the Global Notes, DTC will credit the accounts of the Participants designated by the initial purchasers with portions of the principal amount of the Global Notes; and

(2) ownership of these interests in the Global Notes will be shown on, and the transfer of ownership of these interests will be effected only through, records maintained by DTC (with respect to the Participants) or by the Participants and the Indirect Participants (with respect to other owners of beneficial interest in the Global Notes). Investors in the Rule 144A Global Notes who are Participants may hold their interests therein directly through DTC. Investors in the Rule 144A Global Notes who are not Participants may hold their interests therein indirectly through organizations (including Euroclear and Clearstream) which are Participants. Investors in the Regulation S Global Notes must initially hold their interests therein through Euroclear or Clearstream, if they are participants in such systems, or indirectly through organizations that are participants. After the expiration of the Restricted Period (but not earlier), investors may also hold interests in the Regulation S Global Notes through Participants in the DTC system other than Euroclear and Clearstream. Euroclear and Clearstream will hold interests in the Regulation S Global Notes on behalf of their participants through customers' securities accounts in their respective names on the books of their respective depositories, which are Euroclear Bank S.A./ N.V., as operator of Euroclear, and Citibank, N.A., as operator of Clearstream. All interests in a Global Note, including those held through Euroclear or Clearstream, may be subject to the procedures and requirements of DTC. Those interests held through Euroclear or Clearstream may also be subject to the procedures and requirements of such systems. The laws of some states require that certain Persons take physical delivery in definitive form of securities that they own. Consequently, the ability to transfer beneficial interests in a Global Note to such Persons will be limited to that extent. Because DTC can act only on behalf of the Participants, which in turn act on behalf of the Indirect Participants, the ability of a Person having beneficial interests in a Global Note to pledge such interests to Persons that do not participate in the DTC system, or otherwise take actions in respect of such interests, may be affected by the lack of a physical certificate evidencing such interests.

Except as described below, owners of interests in the Global Notes will not have Notes registered in their names, will not receive physical delivery of Notes in certificated form and will not be considered the registered owners or "holders" thereof under the Indenture for any purpose.

Payments in respect of the principal of, and interest and premium, if any, on, a Global Note registered in the name of DTC or its nominee will be payable to DTC in its capacity as the registered holder under the Indenture. Under the terms of the Indenture, the Issuer and the Trustee will treat the Persons in whose names the Notes, including the Global Notes, are registered as the owners of the Notes for the purpose of receiving payments and for all other purposes. Consequently, neither the Issuer, the Trustee nor any agent of the Issuer or the Trustee has or will have any responsibility or liability for:

(1) any aspect of DTC's records or any Participant's or Indirect Participant's records relating to or payments made on account of beneficial ownership interest in the Global Notes or for maintaining, supervising or reviewing any of DTC's records or any Participant's or Indirect Participant's records relating to the beneficial ownership interests in the Global Notes; or

(2) any other matter relating to the actions and practices of DTC or any of its Participants or Indirect Participants.

DTC has advised the Issuer that its current practice, upon receipt of any payment in respect of securities such as the Notes (including principal and interest), is to credit the accounts of the relevant Participants with the payment on the payment date unless DTC has reason to believe that it will not receive payment on such payment date. Each relevant Participant is credited with an amount proportionate to its beneficial ownership of an interest in the principal amount of the relevant security as shown on the records of DTC. Payments by the Participants and the Indirect Participants to the beneficial owners of Notes will be governed by standing instructions and customary practices and will be the responsibility of the Participants or the Indirect Participants and will not be the responsibility of DTC, the Trustee, the Paying Agent or the Issuer. None of the Issuer, the Trustee or the Paying Agent will be liable for any delay by DTC or any of the Participants or the Indirect Participants in identifying the beneficial owners of the Notes, and the Issuer,

the Trustee and the Paying Agent may conclusively rely on and will be protected in relying on instructions from DTC or its nominee for all purposes.

Subject to the transfer restrictions set forth under "Notice to Investors," transfers between the Participants will be effected in accordance with DTC's procedures, and will be settled in same-day funds, and transfers between participants in Euroclear and Clearstream will be effected in accordance with their respective rules and operating procedures.

Subject to compliance with the transfer restrictions applicable to the Notes described herein, crossmarket transfers between the Participants, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected through DTC in accordance with DTC's rules on behalf of Euroclear or Clearstream, as the case may be, by their respective depositaries; however, such crossmarket transactions will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in such system in accordance with the rules and procedures and within the established deadlines (Brussels time) of such system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depositary to take action to effect final settlement on its behalf by delivering or receiving interests in the relevant Global Note in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Euroclear participants and Clearstream participants may not deliver instructions directly to the depositories for Euroclear or Clearstream. DTC has advised the Issuer that it will take any action permitted to be taken by a holder of Notes only at the direction of one or more Participants to whose account DTC has credited the interests in the Global Notes and only in respect of such portion of the aggregate principal amount of the Notes as to which such Participant or Participants has or have given such direction. However, if there is an Event of Default under the Notes, DTC reserves the right to exchange the Global Notes for legended notes in certificated form, and to distribute such notes to its Participants.

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures to facilitate transfers of interests in the Rule 144A Global Notes and the Regulation S Global Notes among participants in DTC, Euroclear and Clearstream, they are under no obligation to perform or to continue to perform such procedures, and may discontinue such procedures at any time. None of the Issuer, the Trustee and any of their respective agents will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

Exchange of global notes for certificated notes

A Global Note is exchangeable for Certificated Notes if:

(1) DTC (a) notifies the Issuer that it is unwilling or unable to continue as depositary for the Global Notes or (b) has ceased to be a clearing agency registered under the Exchange Act and, in either case, the Issuer fails to appoint a successor depositary;

(2) the Issuer, at its option, notifies the Trustee in writing that it elects to cause the issuance of the Certificated Notes; or

(3) there has occurred and is continuing a Default or Event of Default with respect to the Notes.

In addition, beneficial interests in a Global Note may be exchanged for Certificated Notes upon prior written notice given to the Trustee by or on behalf of DTC in accordance with the Indenture. In all cases, Certificated Notes delivered in exchange for any Global Note or beneficial interests in Global Notes will be registered in the names, and issued in any approved denominations, requested by or on behalf of the depositary (in accordance with its customary procedures) and will bear the applicable restrictive legend referred to in "Notice to Investors," unless that legend is not required by applicable law.

Exchange of certificated notes for global notes

Certificated Notes may not be exchanged for beneficial interests in any Global Note unless the transferor first delivers to the Trustee a written certificate (in the form provided in the Indenture) to the effect that such transfer will comply with the appropriate transfer restrictions applicable to such notes. See "Notice to Investors."

Exchanges between regulation S notes and rule 144A notes

Prior to the expiration of the Restricted Period, beneficial interests in the Regulation S Global Note may be exchanged for beneficial interests in the Rule 144A Global Note only if:

(1) such exchange occurs in connection with a transfer of the Notes pursuant to Rule 144A; and

(2) the transferor first delivers to the Trustee a written certificate (in the form provided in the Indenture) to the effect that the Notes are being transferred to a Person:

(a) who the transferor reasonably believes to be a qualified institutional buyer within the meaning of Rule 144A;

(b) purchasing for its own account or the account of a qualified institutional buyer in a transaction meeting the requirements of Rule 144A; and

(c) in accordance with all applicable securities laws of the states of the United States and other jurisdictions.

Beneficial interests in a Rule 144A Global Note may be transferred to a Person who takes delivery in the form of an interest in the Regulation S Global Note, whether before or after the expiration of the Restricted Period, only if the transferor first delivers to the Trustee a written certificate (in the form provided in the Indenture) to the effect that such transfer is being made in accordance with Rule 903 or 904 of Regulation S or Rule 144 (if available) and that, if such transfer occurs prior to the expiration of the Restricted Period, the interest transferred will be held immediately thereafter through Euroclear or Clearstream.

Transfers involving exchanges of beneficial interests between the Regulation S Global Notes and the Rule 144A Global Notes will be effected by DTC by means of an instruction originated by the Trustee through the DTC Deposit/Withdraw at Custodian system. Accordingly, in connection with any such transfer, appropriate adjustments will be made to reflect a decrease in the principal amount of the Regulation S Global Note and a corresponding increase in the principal amount of the Rule 144A Global Note or vice versa, as applicable. Any beneficial interest in one of the Global Notes that is transferred to a Person who takes delivery in the form of an interest in the other Global Note will, upon transfer, cease to be an interest in such Global Note and will become an interest in the other Global Note and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interests in such other Global Note for so long as it remains such an interest. The policies and practices of DTC may prohibit transfers of beneficial interests in the Regulation S Global Note prior to the expiration of the Restricted Period.

Same-day settlement and payment

The Issuer will make payments in respect of the Notes represented by the Global Notes, including principal, premium, if any, and interest, by wire transfer of immediately available funds to the accounts specified by DTC or its nominee. The Issuer will make all payments of principal, interest and premium, if any, with respect to Certificated Notes by wire transfer of immediately available funds to the accounts specified by the holders of the Certificated Notes or, if no such account is specified, by mailing a check to each such holder's registered address. The Notes represented by the Global Notes are expected to be eligible to trade in DTC's Same-Day Funds Settlement System, and any permitted secondary market trading activity in such Notes will, therefore, be required by DTC to be settled in immediately available funds. The Issuer expects that secondary trading in any Certificated Notes will also be settled in immediately available funds.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in a Global Note from a Participant will be credited, and any such crediting will be reported to the relevant Euroclear or Clearstream participant, during the securities settlement processing day (which must be a business day for Euroclear and Clearstream) immediately following the settlement date of DTC. DTC has advised the Issuer that cash received in Euroclear or Clearstream as a result of sales of interests in a Global Note by or through a Euroclear or Clearstream participant to a Participant will be received with value on the settlement date of DTC but will be available in the relevant Euroclear or Clearstream cash account only as of the business day for Euroclear or Clearstream following DTC's settlement date.

TAXATION

US Federal Income Tax Considerations

General

The following is a summary of US federal income tax considerations generally applicable to the ownership and disposition of the Notes by Non-US Holders (as defined below) that acquire Notes for cash pursuant to this offering. The summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), US Treasury Regulations promulgated thereunder, judicial decisions, published positions of the Internal Revenue Service ("IRS"), and other applicable authorities, all as in effect as of the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). The discussion does not address all of the tax considerations that may be relevant to a particular investor or to investors subject to special treatment under US federal income tax laws, such as expatriates, controlled foreign corporations, passive foreign investment companies, tax-exempt organizations, banks or other financial institutions or persons that are, or hold their Notes through, partnerships or other pass-through entities, persons required for US federal income tax purposes to conform the timing of income accruals with respect to the Notes to their financial statements, or persons who hold the Notes as part of a straddle, hedge, conversion, synthetic security, or constructive sale transaction for US federal income tax purposes, all of whom may be subject to tax rules that differ from those summarized below. In addition, this discussion does not address the considerations of the alternative minimum tax, or any state, local or foreign tax considerations or any tax considerations other than US federal income tax considerations. This summary deals only with persons who purchase the Notes for cash at their original issue price and who hold the Notes as capital assets within the meaning of the Code (generally, property held for investment). No IRS ruling has been or will be sought regarding any matter discussed herein. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of those set forth below. Holders should consult their tax advisors as to the particular US federal tax considerations to them of an investment in the Notes, as well as the effects of other US federal, state, local and non-US tax laws.

For purposes of this summary, a "US Holder" is a beneficial owner of a Note (as determined for US federal income tax purposes) that is, or is treated as, (i) a citizen or individual resident of the United States, (ii) a corporation (or other entity subject to tax as a corporation) created or organized in the United States or under the laws of the United States, any state thereof, or the District of Columbia, (iii) an estate the income of which is subject to US federal income taxation regardless of its source or (iv) a trust if (a) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more US persons have the authority to control all substantial decisions of the trust, or (b) the trust has a valid election in effect under applicable US Treasury Regulations to be treated as a US person for US federal income tax purposes. A "Non-US Holder" is any beneficial owner of a Note (as determined for US federal income tax purposes), other than a partnership or other entity that is a pass-through entity for US federal income tax purposes, that is not a "US Holder."

If a partnership (including any entity or arrangement treated as a partnership for US federal income tax purposes) is a holder of a Note, the US federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of such partnership. Partners and partnerships considering an investment in the Notes should consult their tax advisors as to the particular US federal income tax considerations applicable to them of an investment in the Notes.

It is anticipated, and this discussion assumes, that the Notes will not be issued with more than a de minimis amount of original issue discount.

Non-US Holders

Payments of interest

A Non-US Holder will generally not be subject to US federal income or withholding tax on interest paid on a Note unless the interest is effectively connected with the Non-US Holder's conduct of a US trade or business or, in the case of certain applicable tax treaties and if such interest is effectively connected with the Non-US Holder's conduct of a trade or business within the United States, such interest is attributable to a permanent establishment or fixed base maintained by the Non-US Holder within the United States; *provided* that the Non-US Holder:

(1) does not actually or constructively, directly or indirectly, own 10% or more of the total combined voting power of all classes of the Issuer's voting stock;

(2) is not a "controlled foreign corporation" that is related to the Issuer (directly, indirectly or constructively) through stock ownership; and

(3) certifies to its non-US status and that no withholding is required pursuant to FATCA (discussed below) on IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable form).

A Non-US Holder that cannot satisfy the above requirements will generally be exempt from US federal withholding tax with respect to interest paid on the Notes if the holder establishes that such interest is effectively connected with the Non-US Holder's conduct of a trade or business in the United States (and, if an applicable income tax treaty so requires, is attributable to a permanent establishment or fixed based maintained by the Non-US Holder within the United States) (generally, by providing an IRS Form W-8ECI). Any such interest will generally be subject to US federal income tax on a net income basis and, if the Non-US Holder is a foreign corporation, may also be subject to a US branch profits tax at a rate of 30% (or lower applicable treaty rate).

Interest paid to a Non-US Holder that does not satisfy the requirements described above will generally be subject to US withholding tax at a rate of 30% or lower applicable treaty rate; *provided* that the Non-US Holder satisfies certain certification requirements (generally, by providing a properly completed and executed IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable).

Disposition of a Note

A Non-US Holder will generally not be subject to US federal income taxation with respect to gain realized on the sale, exchange, retirement or other disposition of a Note (except to the extent such amount is attributable to accrued but unpaid stated interest, which will be subject to tax as described above), unless:

(1) the Non-US Holder holds the Note in connection with the Non-US Holder's conduct of a US trade or business (and, if an applicable income tax treaty so requires, the gain is attributable to a permanent establishment or fixed base maintained by the Non-US Holder within the United States); or

(2) in the case of an individual, such individual is present in the United States for 183 days or more during the taxable year in which gain is realized and certain other conditions are met.

A Non-US Holder described in clause (1) above will generally be subject to US federal income tax on a net income basis and, if the Non-US Holder is a foreign corporation, may be subject to a US branch profits tax at a rate of 30% (or lower applicable treaty rate). A Non-US Holder described in clause (2) above will generally be subject to US federal income tax at a rate of 30% (or at a reduced rate under an applicable income tax treaty) on the amount by which such Non-US Holder's capital gains allocable to US sources (including gains from the sale, exchange, retirement, or other disposition of Notes) exceed its capital losses allocable to US sources.

Additional withholding rules

Under the Foreign Account Tax Compliance Act and the US Treasury Regulations and administrative guidance promulgated thereunder ("FATCA"), withholding at a rate of 30% will generally apply with respect to interest payments on Notes held by or through certain foreign financial institutions (including investment funds) unless such institution (i) otherwise qualifies for an exemption, (ii) enters into, and complies with, an agreement with the IRS to report, on an annual basis, information with respect to interests in, and accounts maintained by, the institution that are owned by certain US persons and by certain non-US entities that are wholly or partially owned by US persons and to withhold on certain payments, or (iii) if required under an intergovernmental agreement between the United States and an applicable foreign country, reports such information to its local tax authority, which will exchange such information with the US authorities. An intergovernmental agreement between the United States and an applicable foreign country, or other guidance, may modify these requirements. Accordingly, the entity through which the Notes are held will affect the determination of whether such withholding is required. Similarly, in certain circumstances, interest payments on Notes held by an investor that is a non-financial non-US entity that does not qualify under certain exemptions will generally be subject to withholding at a rate of 30%, unless such entity either (i) certifies that such

entity does not have any "substantial United States owners" or (ii) provides certain information regarding the entity's "substantial United States owners," which we will in turn provide to the IRS. We will not pay any additional amounts to Non-US Holders in respect of any amounts withheld under FATCA. Prospective investors should consult their tax advisors regarding the possible implications of these rules on an investment in the Notes.

Certain United Kingdom tax considerations

The following summary describes certain United Kingdom ("UK**"**) taxation considerations of the ownership of the Notes but does not purport to be comprehensive. Except where expressly stated, this summary relates only to the position of those persons who are the absolute beneficial owners of the Notes and who hold those Notes as a capital investment. It may not apply to special situations, such as those of dealers or traders in securities. Similarly, it does not apply to any person who is connected with the Issuer (or, in the event of a payment being made under the guarantees, with the relevant guarantor) within the meaning ascribed to that term by section 993 Income Tax Act 2007 ("ITA") and section 1122 Corporation Tax Act 2010. Furthermore, the discussion below is generally based upon the provisions of UK tax law as applied in England and on the published practice of HMRC as of the date hereof, and such provisions may be repealed, revoked or modified, possibly with retrospective and/or retroactive effect so as to result in UK tax considerations different from those described below. Unless stated to the contrary, this summary only applies to persons who are resident in the UK for UK tax purposes ("UK resident"). A holder who is subject to tax in any other jurisdiction or who is in any doubt as to his tax position should seek his own advice. **All persons considering the purchase, ownership or disposition of the Notes should consult their own tax advisers concerning UK tax considerations in the light of their particular situations as well as any consequences arising under the law of any other relevant tax jurisdiction. No representation with respect of the tax considerations to any particular holder of Notes is made below.**

Payments of interest on the notes—withholding of UK tax

Payments of interest made on the Notes, whether made by the Issuer or a UK resident guarantor, should be payable without withholding or deduction for or on account of UK income tax for so long as the Notes are admitted to trading on a multilateral trading facility operated by a regulated recognized stock exchange within the meaning of section 987 ITA (as amended). The International Securities Market is currently a multilateral trading facility operated by a regulated recognized stock exchange, the London Stock Exchange, for these purposes.

Based on a consideration of the reported cases, any payments of interest made by the Issuer (where the interest is treated as arising in the UK ("UK source")) or by a UK resident guarantor under the guarantee, while the Notes are not admitted to trading on a multilateral trading facility operated by a regulated recognized stock exchange and therefore are not "quoted Eurobonds"(within the meaning of section 987 ITA), could be treated as interest the payment of which is subject to an obligation to withhold UK tax (currently at 20%). In such circumstances a beneficial owner of the Notes might be able to claim exemption from or reduction in the rate of UK tax withheld either under the terms of an applicable double tax treaty, or by satisfying the payer that the beneficial owner is subject to UK corporation tax in respect of the payments or is otherwise entitled to a relevant exemption from UK tax.

Where a UK source payment of interest is made by the Issuer or payment of interest is made by a UK resident guarantor, the amount payable may be chargeable to UK tax by direct assessment. Interest should not be assessed to UK tax in the hands of holders of the Notes who are not UK resident (other than certain trustees that are not UK resident), except where such persons carry on a trade, profession or vocation in the UK through a UK permanent establishment, branch or agency in connection with which the interest is received or to which the Notes are attributable, in which case tax may be levied on the UK permanent establishment, branch or agency. The provisions of an applicable double taxation treaty may also be relevant for such holders.

If a payment is made to a holder of a Note subject to an obligation to withhold UK tax, the relevant payer may be required to pay additional amounts to the holder in the circumstances more particularly described and subject to the exceptions set forth under the caption "Description of the Notes—Additional Amounts." The holder should also note that the right to redeem the Notes more particularly described under the caption "Description of the Notes— Optional Redemption—Redemption upon Changes in Withholding Taxes" may apply as a result of any such payer becoming obliged to pay such additional amounts, in circumstances in which the additional amount becomes payable as a result of a change in, execution of or amendment to, a law or treaty, or a change in the official application or interpretation of a law or treaty affecting its obligations to pay such additional amounts.

Provision of information

A paying agent or other person paying interest to, or receiving interest on behalf of, another person (whether resident in the UK or elsewhere), may be required to provide information in relation to the payment and the payee or person entitled to the interest to HMRC. HMRC may communicate information to the tax authorities of other jurisdictions. Interest for these purposes may include, in certain circumstances, payments of amounts due on redemption of Notes if the Notes constitute "deeply discounted securities" for the purposes of Chapter 8 of Part 4 of the Income Tax (Trading and Other Income) Act 2005.

Holders subject to UK corporation tax

In general, holders of Notes that are within the charge to UK corporation tax will be charged to tax on returns on and fluctuations in the value of the Notes as income (whether income or capital under general principles) broadly in accordance with their statutory accounting treatment so long as such accounts are prepared in accordance with UK generally accepted accounting practice. Such holders will also generally be charged to tax in each accounting period by reference to interest accrued in that period and any profit or loss which, in accordance with such holders' statutory accounts, is applicable to that period, so long as such accounts are prepared in accordance with UK generally accepted accounting practice.

UK holders not subject to UK corporation tax

(a) Taxation of interest income

Holders of Notes that are within the charge to UK income tax will generally be charged to tax on the actual amount of gross interest from the Notes arising to them in each year of assessment.

(b) Taxation of chargeable gains

As the Notes are denominated in a currency other than UK sterling, the Notes will not be qualifying corporate bonds within the meaning of section 117 Taxation of Chargeable Gains Act 1992 for holders of Notes who are not subject to UK corporation tax. On this basis and subject to (c) below, a holder who is an individual that is UK resident will generally realize a chargeable gain or allowable capital loss for the purposes of UK capital gains tax on the disposal of the Notes.

(c) Deeply discounted securities

If the Notes constitute "deeply discounted securities" by virtue of the provisions described under "Description of the Notes—Purchase of Notes upon a Change of Control Triggering Event," individual UK resident holders of Notes will be liable to UK income tax on the entire profit made on the disposal of the Notes.

(d) Accrued Income Scheme

Under rules known as the Accrued Income Scheme, a disposal by a non-corporate holder who is either (i) UK resident or (ii) not UK resident but who trades in the UK through a branch or agency to which the Notes are attributable, may result in any interest which has accrued since the later of the last payment date or the Issue Date of the Notes being chargeable to tax as income. The amount payable by such holders on acquisition of the Notes in respect of accrued interest will represent a relievable amount to set against interest received or accrued on the relevant Notes. It is recommended that holders of Notes consult their tax advisors for further information about the Accrued Income Scheme in general.

Stamp duty and stamp duty reserve tax

No UK stamp duty or stamp duty reserve tax is payable on the issue of the Global Note. Transfers of book-entry interests and interests therein should not attract UK stamp duty or stamp duty reserve tax.

CERTAIN ERISA AND BENEFIT PLAN CONSIDERATIONS

The following is a summary of certain considerations associated with the purchase of the Notes (including any interest in a Note) by (i) employee benefit plans that are subject to Title I of the US Employee Retirement Income Security Act of 1974, as amended ("ERISA"), (ii) plans, individual retirement accounts and other arrangements that are subject to Section 4975 of the Code or provisions under any federal, state, local, non-US or other laws or regulations that are similar to such provisions of ERISA or the Code ("Similar Law"), and (iii) entities whose underlying assets are considered to include "plan assets," pursuant to 29 C.F.R. Section 2510.3-101, as modified by Section 3(42) of ERISA, of such plans, accounts and arrangements (each, a "Plan").

General fiduciary matters

ERISA and the Code impose certain duties on persons who are fiduciaries of a Plan subject to Title I of ERISA or Section 4975 of the Code (a "Covered Plan"), and prohibit certain transactions involving the assets of a Covered Plan and its fiduciaries or other interested parties. Under ERISA and the Code, any person who exercises any discretionary authority or control over the administration of such a Covered Plan or the management or disposition of the assets of such a Covered Plan, or who renders investment advice for a fee or other compensation to such a Covered Plan, is generally considered to be a fiduciary of the Covered Plan.

In considering an investment in the Notes of a portion of the assets of any Plan, a Plan fiduciary should determine, among other things, whether the investment is in accordance with the documents and instruments governing the Plan and the applicable provisions of ERISA, the Code or any Similar Law relating to a fiduciary's duties to the Plan, including, without limitation, to the extent applicable, the prudence, diversification, delegation of control, conflicts of interest and prohibited transaction provisions of ERISA, the Code and any other applicable Similar Law.

Each Plan should consider the fact that none of the Issuer, the guarantors, the initial purchasers or any of their respective affiliates will act as a fiduciary to any Plan with respect to decisions relating to an investment in the Notes pursuant to this offering and no such party is undertaking or will undertake to provide impartial investment advice, or to give advice in a fiduciary capacity, with respect to such decisions. The decision to acquire, hold and dispose of Notes (including any interest in a Note) must be made independently by each prospective Plan purchaser on an arm's-length basis.

Prohibited transaction issues

Section 406 of ERISA and Section 4975 of the Code prohibit Covered Plans from engaging in specified transactions involving plan assets with persons or entities who are "parties in interest," within the meaning of ERISA, or "disqualified persons," within the meaning of Section 4975 of the Code, unless an exemption is available. A party in interest or disqualified person who engages in a non-exempt prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the Code. In addition, the fiduciary of the Covered Plan that engages in such a non-exempt prohibited transaction may be subject to penalties and liabilities under ERISA and the Code. For example, the acquisition and/or holding of Notes (including any interest in a Note) by a Covered Plan with respect to which the Issuer, a guarantor or an initial purchaser or their affiliates may be considered a party in interest or a disqualified person may constitute or result in a direct or indirect prohibited transaction under Section 406 of ERISA and/or Section 4975 of the Code, unless the investment is acquired and is held in accordance with an applicable statutory, class or individual prohibited transaction exemption. In this regard, the US Department of Labor has issued prohibited transaction class exemptions, or "PTCEs" that may, depending upon the circumstances, apply to the investment in the Notes. These potentially applicable class exemptions include, without limitation, PTCE 84-14 respecting transactions determined by independent qualified professional asset managers, PTCE 90-1 respecting insurance company pooled separate accounts, PTCE 91-38 respecting bank collective investment funds, PTCE 95-60 respecting life insurance company general accounts and PTCE 96-23 respecting transactions determined by in-house asset managers. In addition, Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code provide an exemption for transactions between a Covered Plan and a person that is a party in interest and/or a disqualified person (other than a fiduciary or an affiliate that, directly or indirectly, has or exercises discretionary authority or control or renders investment advice with respect to the assets involved in the transaction) solely by reason of providing services to the Covered Plan or by reason of a relationship to a service provider; *provided* that the Covered Plan receives no less, and pays no more, than adequate consideration in connection with the transaction. There can be no assurance that any such exemptions or any other exemptions would apply to all prohibited transactions that might occur, or that all of the

conditions of any such exemptions or any other exemption will be satisfied, with respect to a Covered Plan's investment in the Notes.

Because of the foregoing, the Notes and any interest in a Note may not be purchased or held by any person investing "plan assets" of any Plan, unless such purchase will not constitute a non-exempt prohibited transaction under ERISA or the Code or similar violation of any applicable Similar Law.

Representation

By its acceptance of the Notes (or any interest therein), each purchaser and holder thereof will be deemed to have represented and warranted that either (i) it is not, and is not acquiring and holding the Notes (or any interest therein) on behalf of or with the assets of, any Plan or (ii) the acquisition, holding and dispositions of the Notes (or any interest therein) by such purchaser or holder will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or similar violation under any applicable Similar Law, and, none of the Issuer, the guarantors, the initial purchasers nor any of their respective affiliates, representatives or agents has acted as such purchaser's fiduciary in connection with the investment in the Notes pursuant to the offering described in this offering memorandum.

The foregoing discussion is general in nature and is not intended to be all-inclusive. Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries or other persons considering investing in the Notes on behalf of, or with the assets of, any Plan, consult with their counsel regarding the potential applicability of ERISA, Section 4975 of the Code and any Similar Law to such investment and whether one or more exemptions would be necessary and, if so, applicable to the investment in the Notes. Nothing in this offering memorandum constitutes advice that an investment in the Notes is recommended, advisable or appropriate for Plans generally or for any particular Plan. Each Plan fiduciary who is responsible for making the investment decisions whether to invest in the Notes has the exclusive responsibility for determining that the investment is appropriate for the Plan and that the investment in the Notes (or any interest in a Note) does not result in a prohibited transaction or otherwise violate, as applicable, the requirements of ERISA, the Code or applicable Similar Laws.

PLAN OF DISTRIBUTION

Subject to the terms and conditions set forth in the purchase agreement among us, the guarantors and the initial purchasers, we have agreed to sell to the initial purchasers, and the initial purchasers have severally agreed to purchase from us, all of the Notes. The offering and resale of the Notes by the initial purchasers is subject to receipt and acceptance and to the initial purchasers' right to reject any order in whole or in part.

BofA Securities, Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC are acting as the representatives of the initial purchasers for this offering (in such capacity, each a "representative" and together the "representatives"). Under the terms of the purchase agreement to be entered into among us and the representatives, on behalf of the initial purchasers, we have agreed to sell to the initial purchasers, and each of the initial purchasers named below has severally agreed to purchase from us the principal amount of the Notes set forth opposite its name below:

Initial Purchaser	**Principal Amount of Notes**
BofA Securities, Inc.	$110,625,000
J.P. Morgan Securities LLC	$110,625,000
Wells Fargo Securities, LLC	$110,625,000
NatWest Markets Securities Inc.	$71,250,000
Truist Securities, Inc.	$60,000,000
HSBC Securities (USA) Inc.	$60,000,000
MUFG Securities Americas Inc.	$56,250,000
Citigroup Global Markets Inc.	$52,500,000
SMBC Nikko Securities America, Inc.	$46,875,000
Barclays Capital Inc.	$35,625,000
Lloyds Securities Inc.	$35,625,000
Total	**$750,000,000**

The purchase agreement provides that the obligations of the initial purchasers to pay for and accept delivery of the Notes are subject to, among other conditions, the delivery of certain legal opinions by their counsel. Each initial purchaser is severally obligated to purchase all of the Notes it has agreed to purchase pursuant to the purchase agreement if any are purchased.

The initial purchasers have agreed to resell the Notes (a) to persons they reasonably believe to be QIBs in reliance on Rule 144A under the Securities Act and (b) outside the US in compliance with Regulation S under the Securities Act. See "Notice to Investors." The Notes will initially be offered at the price indicated on the cover page hereof. After the initial offering of the Notes, the offering price and other selling terms of the Notes may from time to time be varied by the initial purchasers. The initial purchasers may offer and sell Notes through one or more of their affiliates.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the initial purchasers or any affiliate of the initial purchasers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the initial purchasers or such affiliate on behalf of the Issuer in such jurisdiction.

The purchase agreement provides that we and the guarantors will indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, and will contribute to payments that the initial purchasers may be required to make in respect thereof.

Certain of the initial purchasers have advised us that they presently intend to make a market in the Notes following this offering of Notes, as permitted by applicable laws and regulations. The initial purchasers are not obligated, however, to make a market in the Notes and any such market making may be discontinued at any time at the sole discretion of the initial purchasers. In addition, recent amendments to Rule 15c2-11 under the Securities Exchange Act of 1934 and regulatory interpretations thereof may restrict the ability of brokers and dealers to publish quotations

on the notes on any interdealer quotation system or other quotation medium after January 4, 2025. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the Notes.

We expect that delivery of the Notes will be made against payment therefore on or about the closing date specified on the cover page of this offering memorandum, which will be the third business day following the date of pricing of the Notes (this settlement cycle being referred to as (T+3)). Under Rule 15c6-1 under the Securities Exchange Act, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes more than two business days prior to the closing date will be required, by virtue of the fact that the Notes initially will settle in T+3, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of notes who wish to trade notes more than two business days prior to the closing date should consult their own advisors.

In connection with the offering, certain persons participating in the offering may engage in transactions that stabilize, maintain or otherwise affect the price of the Notes. Specifically, the initial purchasers may bid for and purchase Notes in the open markets to stabilize the price of the Notes. The initial purchasers may also over allot the offering, creating a syndicate short position, and may bid for and purchase Notes in the open market to cover the syndicate short position. In addition, the initial purchasers may bid for and purchase Notes in market making transactions. These activities may stabilize or maintain the respective market price of the Notes above market levels that may otherwise prevail. The initial purchasers are not required to engage in these activities, and may end these activities at any time.

In the ordinary course of their various business activities, the initial purchasers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Issuer. The initial purchasers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that it acquires, long and/or short positions in such securities and instruments.

If any of the initial purchasers or their affiliates has a lending relationship with us, certain of those initial purchasers or their affiliates routinely hedge, and certain other of those initial purchasers or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these initial purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the Notes offered hereby.

We have agreed that we will not, for a period of 60 days after the date of this offering memorandum, without first obtaining the prior written consent of the representatives, directly or indirectly, issue, sell, offer to contract or grant any option to sell, pledge, transfer or otherwise dispose of, any debt securities or securities exchangeable for or convertible into debt securities, except for the Notes sold to the initial purchasers pursuant to the purchase agreement.

The initial purchasers and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The initial purchasers or their respective affiliates from time to time have provided in the past and may provide in the future investment banking, hedging, commercial lending and financial advisory services to us and our affiliates for which they received or will receive customary fees and expenses. Certain of the initial purchasers and their respective affiliates from time to time have acted or in the future may continue to act as agents and/or lenders to us and our subsidiaries under our First Priority Senior Secured Credit Facility, for which services they have received or expect to receive customary compensation. The initial purchasers will receive customary commissions and discounts under the purchase agreement upon the consummation of the offering of the Notes pursuant to this offering memorandum.

Notice to prospective investors in the EEA

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II ; or (ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as

defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by the PRIIPs Regulation for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

Notice to prospective investors in the United Kingdom

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by the UK PRIIPs Regulation for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

This offering memorandum is for distribution only to, and is only directed at, persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Promotion Order, (iii) are high net worth entities or other persons falling within Article 49(2)(a) to (d) of the Financial Promotion Order, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any new securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This offering memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this offering memorandum relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. Recipients of this offering memorandum are not permitted to transmit it to any other person. The Notes are not being offered to the public in the UK.

Each initial purchaser has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Notice to prospective investors in Canada

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this offering memorandum (including any amendment thereto) contains a misrepresentation; *provided* that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the initial purchasers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Notice to Prospective Investors in Hong Kong

The Notes may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the Notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Notice to Prospective Investors in Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and the underwriters have agreed that they will not offer or sell any notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Notice to Prospective Investors in Singapore

This offering memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Notes were not offered or sold or caused to be made the subject of an invitation for subscription or purchase and will not be offered or sold or caused to be made the subject of an invitation for subscription or purchase, and this offering memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, has not been circulated or distributed, nor will it be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

(a) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(b) where no consideration is or will be given for the transfer;

(c) where the transfer is by operation of law; or

(d) as specified in Section 276(7) of the SFA.

Singapore Securities and Futures Act Product Classification—Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Notice to Prospective Investors in Switzerland

This offering memorandum is not intended to constitute an offer or solicitation to purchase or invest in the Notes. The Notes may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("FinSA") and no application has or will be made to admit the Notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this offering memorandum nor any other offering or marketing material relating to the Notes constitutes a prospectus pursuant to the FinSA, and neither this offering memorandum nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes, a retail investor means a person who is a retail client as defined in Article 4 of the Swiss Financial Services Act ("FinSA"). Consequently, no key information document required by the PRIIPS Regulation (or any equivalent document under the FinSA) has been or will be prepared in relation to any Notes and therefore, any Notes with a derivative character within the meaning of article 86 (2) of the Swiss Financial Services Ordinance may not be offered or recommended to private clients within the meaning of the FinSA in Switzerland.

Notice to Prospective Investors in Taiwan

The Notes have not been and will not be registered with the Financial Supervisory Commission of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitute an offer within the meaning of the Securities and Exchange Act of Taiwan that requires a registration or approval of the Financial Supervisory Commission of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the offering and sale of the Notes in Taiwan.

Notice to Prospective Investors in Australia

No placement document, prospectus, product disclosure statement or other disclosure document has been lodged with the Australian Securities and Investments Commission ("ASIC"), in relation to the offering. This offering memorandum does not constitute a prospectus, product disclosure statement or other disclosure document under the Corporations Act 2001 (the "Corporations Act"), and does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under the Corporations Act.

Any offer in Australia of the Notes may only be made to persons (the "Exempt Investors") who are "sophisticated investors" (within the meaning of section 708(8) of the Corporations Act), "professional investors" (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the Notes without disclosure to investors under Chapter 6D of the Corporations Act.

The Notes applied for by Exempt Investors in Australia must not be offered for sale in Australia in the period of 12 months after the date of allotment under the offering, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act.

This offering memorandum contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any securities recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this offering memorandum is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters.

NOTICE TO INVESTORS

The Notes are subject to restrictions on transfer as summarized below. By purchasing Notes, you will be deemed to have made the following acknowledgments, representations to and agreements with us and the initial purchasers:

You acknowledge that:

- the Notes have not been registered under the Securities Act or any other securities laws, do not have the benefit of any exchange or other registration rights, and are being offered for resale in transactions that do not require registration under the Securities Act or any other securities laws; and

- unless so registered, the Notes may not be offered, sold or otherwise transferred except under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or any other applicable securities laws, and in each case in compliance with the conditions for transfer set forth below.

You represent that you are not an affiliate (as defined in Rule 144 under the Securities Act) of ours, that you are not acting on our behalf and that either:

- you are a qualified institutional buyer (as defined in Rule 144A under the Securities Act) and are purchasing Notes for your own account or for the account of another qualified institutional buyer, and you are aware that the initial purchasers are selling the Notes to you in reliance on Rule 144A; or

- you are not a US person (as defined in Regulation S under the Securities Act) or purchasing for the account or benefit of a US person, other than a distributor, and you are purchasing the Notes in an offshore transaction in accordance with Regulation S.

Each purchaser of the Notes hereunder (other than each of the Initial Purchasers) will be deemed to have acknowledged, represented, warranted and agreed with us and the Initial Purchasers as follows:

(a) It confirms that it, or the investor account for which it acts, is not a retail investor in the EEA. For the purposes of this paragraph and the immediately following paragraph (b), the expression "retail investor" means a person who is one (or more) of the following:

(i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or

(ii) a customer within the meaning of Insurance Distribution Directive where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

(b) It understands that:

(i) the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor (as defined in the previous paragraph) in the EEA; and

(ii) no key information document required by the PRIIPs Regulation for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Each purchaser of the Notes hereunder (other than each of the Initial Purchasers) will be deemed to have acknowledged, represented, warranted and agreed with us and the Initial Purchasers as follows:

(a) It confirms that it, or the investor account for which it acts, is not a retail investor in the UK. For the purposes of this paragraph and the immediately following paragraph (b), the expression "retail investor" means a person who is one (or more) of the following:

(i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or

(ii) a customer within the meaning the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

(b) It understands that:

(i) the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor (as defined in the previous paragraph) in the UK; and

(ii) no key information document required by the UK PRIIPs Regulation for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

You acknowledge that neither we nor the initial purchasers nor any person representing us or the initial purchasers has made any representation to you with respect to us or the offering of the Notes, other than the information contained in this offering memorandum. You represent that you are relying only on this offering memorandum in making your investment decision with respect to the Notes. You agree that you have had access to such financial and other information concerning us and the Notes as you have deemed necessary in connection with your decision to purchase the Notes, including an opportunity to ask questions of and request information from us.

You acknowledge that this offering memorandum relates to an offering that is exempt from registration under the Securities Act and may not comply in important respects with SEC rules that would apply to an offering document relating to a public offering of securities.

You represent that you are purchasing Notes for your own account, or for one or more investor accounts for which you are acting as a fiduciary or agent, in each case not with a view to, or for offer or sale in connection with, any distribution of the Notes in violation of the Securities Act, subject to any requirement of law that the disposition of your property or the property of that investor account or accounts be at all times within your or their control and subject to your or their ability to resell the Notes pursuant to Rule 144A or any other available exemption from registration under the Securities Act. You agree on your own behalf and on behalf of any investor account for which you are purchasing Notes, and each subsequent holder of the Notes by its acceptance of the Notes will agree, that until the end of the Resale Restriction Period (as defined below), the Notes may be offered, sold or otherwise transferred only:

(a) to us;

(b) under a registration statement that has been declared effective under the Securities Act;

(c) for so long as the Notes are eligible for resale under Rule 144A, to a person the seller reasonably believes is a qualified institutional buyer that is purchasing for its own account or for the account of another qualified institutional buyer and to whom notice is given that the transfer is being made in reliance on Rule 144A;

(d) through offers and sales to non US persons that occur outside the US within the meaning of Regulation S under the Securities Act;

(e) to an institutional accredited investor (within the meaning of Rule 501(a)(1), (2), (3) or (7) under the Securities Act) that is not a qualified institutional buyer and that is purchasing for its own account or for the account of another institutional accredited investor, in each case in a minimum principal amount of Notes of $200,000; or

(f) under any other available exemption from the registration requirements of the Securities Act;

subject in each of the above cases to any requirement of law that the disposition of the seller's property or the property of an investor account or accounts be at all times within the seller or account's control.

You also acknowledge that:

- the above restrictions on resale will apply from the closing date until the date that is one year (in the case of Rule 144A Notes) or 40 days (in the case of Regulation S Notes) after the later of the closing date and the last date that we or any of our affiliates was the owner of the Notes or any predecessor of the Notes (the "Resale Restriction Period"), and will not apply after the applicable Resale Restriction Period ends;

- if a holder of Notes proposes to resell or transfer Notes under clause (e) above before the applicable Resale Restriction Period ends, the seller must deliver to us and the Trustee a letter from the purchaser in the form set forth in the Indenture which must provide, among other things, that the purchaser is an institutional accredited investor that is acquiring the Notes not for distribution in violation of the Securities Act;

- we and the Trustee reserve the right to require in connection with any offer, sale or other transfer of Notes under clauses (d), (e) and (f) above the delivery of an opinion of counsel, certifications and/or other information satisfactory to us and the Trustee; and

- each Note will contain a legend substantially to the following effect:

THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE REOFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF SUCH REGISTRATION OR UNLESS SUCH TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, SUCH REGISTRATION. THE HOLDER OF THIS SECURITY, BY ITS ACCEPTANCE HEREOF, AGREES ON ITS OWN BEHALF AND ON BEHALF OF ANY INVESTOR ACCOUNT FOR WHICH IT HAS PURCHASED SECURITIES, TO OFFER, SELL OR OTHERWISE TRANSFER SUCH SECURITY, PRIOR TO THE DATE (THE "RESALE RESTRICTION TERMINATION DATE") THAT IS ONE YEAR IN THE CASE OF RULE 144A NOTES, AND 40 DAYS IN THE CASE OF REGULATION S NOTES, AFTER THE LATER OF THE ORIGINAL ISSUE DATE HEREOF AND THE LAST DATE ON WHICH THE ISSUER OR ANY AFFILIATE OF THE ISSUER WAS THE OWNER OF THIS SECURITY (OR ANY PREDECESSOR OF SUCH SECURITY), ONLY (A) TO THE ISSUER, (B) PURSUANT TO A REGISTRATION STATEMENT THAT HAS BEEN DECLARED EFFECTIVE UNDER THE SECURITIES ACT, (C) FOR SO LONG AS THE SECURITIES ARE ELIGIBLE FOR RESALE PURSUANT TO RULE 144A UNDER THE SECURITIES ACT, TO A PERSON IT REASONABLY BELIEVES IS A "QUALIFIED INSTITUTIONAL BUYER" AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT THAT PURCHASES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER TO WHOM NOTICE IS GIVEN THAT THE TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A, (D) PURSUANT TO OFFERS AND SALES THAT OCCUR OUTSIDE THE UNITED STATES WITHIN THE MEANING OF REGULATION S UNDER THE SECURITIES ACT, (E) TO AN INSTITUTIONAL "ACCREDITED INVESTOR" WITHIN THE MEANING OF RULE 501(a)(1), (2), (3) OR (7) UNDER THE SECURITIES ACT THAT IS AN INSTITUTIONAL ACCREDITED INVESTOR ACQUIRING THE SECURITY FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF SUCH AN INSTITUTIONAL ACCREDITED INVESTOR, IN EACH CASE IN A MINIMUM PRINCIPAL AMOUNT OF THE SECURITIES OF $250,000, FOR INVESTMENT PURPOSES AND NOT WITH A VIEW TO OR FOR OFFER OR SALE IN CONNECTION WITH ANY DISTRIBUTION IN VIOLATION OF THE SECURITIES ACT, OR (F) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, SUBJECT TO THE ISSUER'S AND THE TRUSTEE'S RIGHT PRIOR TO ANY

SUCH OFFER, SALE OR TRANSFER PURSUANT TO CLAUSES (D), (E) OR (F) TO REQUIRE THE DELIVERY OF AN OPINION OF COUNSEL, CERTIFICATION AND/OR OTHER INFORMATION SATISFACTORY TO EACH OF THEM. THIS LEGEND WILL BE REMOVED UPON THE REQUEST OF THE HOLDER AFTER THE RESALE RESTRICTION TERMINATION DATE.

IN THE CASE OF REGULATION S NOTES: BY ITS ACQUISITION HEREOF, THE HOLDER HEREOF REPRESENTS THAT IT IS NOT A US PERSON NOR IS IT PURCHASING FOR THE ACCOUNT OF A US PERSON AND IS ACQUIRING THIS SECURITY IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT.

Each purchaser and holder of the Notes (or any interest therein) will, by its acquisition and holding thereof, be deemed to have represented and warranted that either (i) it is not, and is not acquiring and holding the Notes (or any interest therein) on behalf of or with the assets of, any Plan or (ii) the acquisition and holding of the Notes (or any interest therein) by such purchaser or holder throughout the period it holds the Notes (or any interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or similar violation under any applicable Similar Law, and, none of the Issuer, the initial purchasers nor any of their respective affiliates has acted as such purchaser's fiduciary in connection with the investment in the Notes pursuant to the offering described in this offering memorandum.

You acknowledge that we, the initial purchasers and others will rely upon the truth and accuracy of the above acknowledgments, representations and agreements. You agree that if any of the acknowledgments, representations or agreements you are deemed to have made by your purchase of Notes is no longer accurate, you will promptly notify us and the initial purchasers. If you are purchasing any Notes as a fiduciary or agent for one or more investor accounts, you represent that you have sole investment discretion with respect to each of those accounts and that you have full power to make the above acknowledgments, representations and agreements on behalf of each account.

Each purchaser acknowledges that each Note will contain a legend substantially to the following effect:

EACH PURCHASER AND HOLDER OF A BENEFICIAL INTEREST IN THIS NOTE, BY ITS PURCHASE, REPRESENTS AND WARRANTS THAT EITHER (A) IT IS NOT, AND IS NOT ACQUIRING AND HOLDING THIS NOTE ON BEHALF OF OR WITH ANY ASSETS OF (i) AN EMPLOYEE BENEFIT PLAN THAT IS SUBJECT TO TITLE I OF THE US EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("ERISA"), (ii) A PLAN, INDIVIDUAL RETIREMENT ACCOUNT OR OTHER ARRANGEMENT THAT IS SUBJECT TO SECTION 4975 OF THE US INTERNAL REVENUE CODE OF 1986, AS AMENDED ("CODE") OR PROVISIONS UNDER ANY FEDERAL, STATE, LOCAL, NON-US OR OTHER LAWS OR REGULATIONS THAT ARE SIMILAR TO SUCH PROVISIONS OF ERISA OR THE CODE ("SIMILAR LAW") OR (iii) AN ENTITY WHOSE UNDERLYING ASSETS ARE CONSIDERED TO INCLUDE "PLAN ASSETS," PURSUANT TO 29 C.F.R. SECTION 2510.3-101, AS MODIFIED BY SECTION 3(42) OF ERISA, OF ANY SUCH PLAN, ACCOUNT OR ARRANGEMENT OR (B) ITS ACQUISITION AND HOLDING OF THIS NOTE (OR ANY INTEREST THEREIN) THROUGHOUT THE PERIOD THAT IT HOLDS THIS NOTE (OR ANY INTEREST THEREIN) WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR SIMILAR VIOLATION UNDER ANY APPLICABLE SIMILAR LAW, AND, NONE OF THE ISSUER, THE GUARANTORS, THE INITIAL PURCHASERS NOR ANY OF THEIR RESPECTIVE REPRESENTATIVES, AGENTS OR AFFILIATES HAS ACTED AS ITS FIDUCIARY IN CONNECTION WITH THE INVESTMENT IN THIS NOTE PURSUANT TO THE OFFERING DESCRIBED IN THE OFFERING MEMORANDUM.

LEGAL MATTERS

Certain legal matters with respect to the Notes and guarantees offered hereby will be passed upon for us by Skadden, Arps, Slate, Meagher & Flom LLP and affiliates. Certain matters in connection with the offering of the Notes and the guarantees will be passed upon for the initial purchasers by Cahill Gordon & Reindel LLP.

INDEPENDENT AUDITORS

The consolidated financial statements of Ashtead Group plc as at and for the years ended April 30, 2023 and 2022, included in this offering memorandum, have been audited by Deloitte LLP, independent auditors, as stated in their reports appearing herein. Deloitte LLP is registered to carry out audit work in the UK by the Institute of Chartered Accountants in England and Wales. Its business address is 1 New Street Square, London, EC4A 3HQ, United Kingdom.

The auditor's reports, in accordance with guidance issued by The Institute of Chartered Accountants in England and Wales, include the following limitations: "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."

WHERE YOU CAN FIND MORE INFORMATION

Each purchaser of the Notes from the initial purchasers will be furnished with a copy of this offering memorandum and any related amendments or supplements to this offering memorandum. Each person receiving this offering memorandum acknowledges that:

(1) such person has been afforded an opportunity to request from us and to review, and has received, all additional information considered by it to be necessary to verify the accuracy and completeness of the information herein;

(2) such person has not relied on the initial purchasers or any person affiliated with the initial purchasers in connection with its investigation of the accuracy of such information or its investment decision; and

(3) except as provided above, no person has been authorized to give any information or to make any representation concerning the Notes offered hereby other than those contained herein and, if given or made, such other information or representation should not be relied upon as having been authorized by us or the initial purchasers.

This offering memorandum contains summaries, believed to be accurate in all material respects, of certain terms of certain agreements, but reference is made to the actual agreements (copies of which will be made available upon request to us or the initial purchasers) for complete information with respect thereto, and all such summaries are qualified in their entirety by this reference. While any Notes remain outstanding, we will make available, upon request, to any holder and any prospective purchaser of Notes the information required pursuant to Rule 144A(d)(4) under the Securities Act during any period in which we are not subject to Section 13 or 15(d) of the Exchange Act or exempt from reporting under Rule 12g3-2(b) of the Exchange Act. Requests for such information and requests for the agreements summarized herein should be directed to our Company Secretary at 100 Cheapside, London EC2V 6DT, England.

SERVICE OF PROCESS AND ENFORCEMENT OF JUDGMENTS

All but one of the directors of Ashtead Holdings PLC and all but four of the directors of Ashtead Group plc are residents of the UK. In addition, Ashtead Group plc, Ashtead Holdings PLC and some of the other guarantors are incorporated under the laws of England and Wales and other guarantors are incorporated in the US, Canada and the Republic of Ireland. A substantial portion of the assets of Ashtead Group plc, Ashtead Holdings PLC, a number of its subsidiaries and the directors of a number of its subsidiaries are located outside the US. Accordingly, it may not be possible for investors to effect service of process within the US upon Ashtead Group plc, Ashtead Holdings PLC or their respective directors or a director of Ashtead Capital, Inc., or to enforce against them, judgments of US courts predicated upon civil liability provisions of the US federal or state securities laws, due to their presence outside the jurisdiction of the US courts.

If a judgment is obtained in a US court against the guarantors, investors may need to seek to enforce such judgment in one or more jurisdictions where the relevant company has assets. The enforceability of US court judgments in England is briefly summarized below.

With respect to the enforceability of US court judgments in England, the Issuer and the guarantors have been advised as follows. The US and the UK currently do not have a treaty providing for the reciprocal recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Consequently, a final judgment for payment rendered by any federal or state court in the US based on civil liability, whether or not predicated solely upon US federal securities laws, would not automatically be recognized or enforceable in England. In order to enforce any such US judgment in England, proceedings must be initiated by way of a common law action before a court of competent jurisdiction in England. In such an action, an English court generally will not (subject to the following sentence) reinvestigate the merits of the original matter decided by a US court. A judgement creditor may applier for summary judgment on the basis that there is no defense to the claim for payment. If that application is successful, the judgment debtor will not be permitted to raise any defense to the recognition and enforcement of the judgement in England. Recognition and enforcement of a US judgment by an English court is conditional upon (among other things) the following:

- the US court having had jurisdiction over the original proceeding according to English conflicts of laws principles;
- the US judgment being final and conclusive on the merits in the sense of being final and unalterable in the court which pronounced it;
- the US judgment not contravening public policy of England;
- the US judgment being for a debt or a finite sum of money but not for a sum payable in respect of tax, fines or other contributions or penalties;
- the US judgment not having been arrived at by doubling, trebling or otherwise multiplying a sum assessed as compensation for the loss or damaged sustained and not being otherwise in breach of Section 5 of the Protection of Trading Interests Act 1980;
- the US judgment not having been obtained by fraud or in breach of English principles of natural justice;
- there not having been a prior judgment in another court recognizable in England between the same parties concerning the same issues; and
- enforcement proceedings having been instituted within six years after the date of judgment.

If an English court gives judgment for the sum payable under a US judgment, the English judgment will be enforceable by methods generally available for this purpose. These methods generally permit the court discretion to prescribe the manner of enforcement. In addition, it may not be possible to obtain an English judgment or to enforce that judgment if the judgment debtor is subject to any insolvency or similar proceedings, or if the judgment debtor has any set-off or counterclaim against the judgment creditor.

Subject to the foregoing, investors may be able to enforce in England judgments in civil and commercial matters that have been obtained from US federal or state courts. Nevertheless, we cannot assure you that those judgments will be recognized or enforceable in England, as this will be determined by the English courts. In addition, it is questionable whether an English court would accept that it has jurisdiction and impose civil liability if the original action was commenced in England, instead of the US, and predicated solely upon US federal securities laws.

GENERAL INFORMATION

1. Documents available for inspection

Copies of the following documents may be inspected at the offices of the Trustee and paying agent during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for the life of the admission particulars from the date of this offering memorandum:

(i) the Certificate of Incorporation of the Issuer;

(ii) the certificate of incorporation, certificate of formation or memorandum and articles of association (as applicable) of each of the guarantors;

(iii) the audited consolidated annual accounts of Ashtead Group plc, the Issuer and the guarantors and their subsidiary undertakings for the financial years ended April 30, 2023, April 30, 2022, and April 30, 2021; and

(iv) the Indenture.

2. Application to the London Stock Exchange

Application will be made to the London Stock Exchange for the Notes to be admitted to trading on the London Stock Exchange's International Securities Market. There can be no guarantee that the foregoing applications will be approved as of the date the Notes are issued or at any time thereafter, and settlement of the Notes is not conditioned on obtaining this listing.

3. The Issuer

The Issuer, Ashtead Capital, Inc., is incorporated under the laws of the state of Delaware. The Issuer was incorporated on July 13, 2006, and is an indirect, wholly owned subsidiary of Ashtead Group plc (the "Parent"). The Issuer has its registered office at The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801, USA, at which the telephone number is (302) 777-0247. The Issuer was formed for the purpose of issuing a now-retired series of notes and other than the issuance of the Existing Notes and the proposed issuance of the Notes conducts, and is expected to conduct, no operations. Immediately following this offering, the Issuer will not have any liabilities other than the Notes, the Existing Notes and its guarantee of our First Priority Senior Secured Credit Facility.

Corporate structure

At the date of this offering memorandum, the authorized share capital of the Issuer consists of 1,000 shares of common stock with no par value per share. At the date of this offering memorandum, a total of 1,000 shares have been issued. The immediate shareholder of 100% interest in the Issuer is Ashtead Holdings, LLC. The ultimate shareholder of the Issuer is the Parent which owns indirectly 100% of the shares in the Issuer. The Issuer does not, either directly or indirectly, hold any issued share capital of any entity.

Business

The Issuer's principal activity is an investment holding company.

Directors

The directors of the Issuer are Michael Pratt, Kurt Kenkel and John Schoenberger. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England. The business address for Messrs. Kenkel and Schoenberger is 1799 Innovation Pt., Fort Mill, SC 29715, USA. As of the date of this offering memorandum, no director has any potential conflict of interests between his or her duties to the Issuer and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc whose consolidated financial statements includes the Issuer.

4. The guarantors and persons responsible

Ashtead Group plc (Parent)

Incorporation and status

Ashtead Group plc was incorporated in England (registered number 1807982) on April 11, 1984, under the name of Needroy Limited as a private company with limited liability under the Companies Acts 1948 to 1981. On November 4, 1986, it changed its name to Ashtead Group plc and re-registered as a public limited company under the Companies Act 1985 and its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the Parent's issued share capital is £45,135,483.30 comprised of 451,354,833 ordinary shares each with a nominal value of 10p which have been fully paid.

Organizational structure

The Parent is the main holding company of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

The Parent is an investment holding company.

Directors

For the directors of the Parent, see "Management."

Auditors

Deloitte LLP serves as the statutory and group auditor of the Parent.

Ashtead Holdings PLC

Incorporation and status

Ashtead Holdings PLC was incorporated in England (registered number 4895881) on September 11, 2003, under the name of Ashtead Holdings Limited as a private company with limited liability under the Companies Act 1985 and reregistered on March 25, 2004, as a public company with limited liability. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, Ashtead Holdings PLC's issued share capital of £57,748,414 is comprised of 57,748,414 ordinary shares each with a nominal value of £1.00 which have been fully paid. The shareholders of Ashtead Holdings PLC are the Parent (57,748,413 shares) and Michael Pratt (1 share).

Organizational structure

Ashtead Holdings PLC is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Ashtead Holdings PLC is an investment holding and management company.

Directors

The directors of Ashtead Holdings PLC are Barbara Clark, Brendan Horgan and Michael Pratt. The business address for Ms. Clark and Mr. Pratt is 100 Cheapside, London EC2V 6DT, England. The business address for Mr. Horgan is 1799 Innovation Pt., Fort Mill, SC 29715, USA.

There are no current or potential conflicts of interest between each of the directors of Ashtead Holdings PLC in his or her official capacity and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the statutory auditor of Ashtead Holdings PLC.

Ashtead Financing Limited

Incorporation and status

Ashtead Financing Limited was incorporated in England (registered number 6672251) on August 13, 2008, as a private company with limited liability under the Companies Act 1985. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the issued share capital of Ashtead Financing Limited is $200,000 divided into 200,000 ordinary shares with a nominal value of $1.00 which have been fully paid. The sole shareholder of Ashtead Financing Limited is Ashtead Holdings PLC (100%).

Organizational structure

Ashtead Financing Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Ashtead Financing Limited is a financing company of the Group.

Directors

The directors of Ashtead Financing Limited are Michael Pratt and Eric Watkins. Their business address is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Ashtead Financing Limited in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the statutory auditor of Ashtead Financing Limited.

Sunbelt Rentals Limited

Incorporation and status

Sunbelt Rentals Limited was incorporated in England (registered number 00444569) on November 1, 1947, as a private company with limited liability under the Companies Act 1985. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the issued share capital of Sunbelt Rentals Limited is £583,730 divided into 583,730 ordinary shares with a nominal value of £1.00 which have been fully paid. The sole shareholder of Sunbelt Rentals Limited is Ashtead Holdings PLC (100%).

Organizational structure

Sunbelt Rentals Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

The principal activity of Sunbelt Rentals Limited is the rental of construction and other equipment within the UK.

Directors

The directors of Sunbelt Rentals Limited are Brendan Horgan, Phil Hardy, Philip Parker, Michael Pratt and Andrew Wright. The business address for Mr. Horgan is 1799 Innovation Pt., Fort Mill, SC 29715, USA. The business address for Messrs. Hardy, Parker and Wright is 102 Dalton Avenue, Birchwood Park, Warrington WA3 6YE, England. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Sunbelt Rentals Limited in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the statutory auditor of Sunbelt Rentals Limited.

Ashtead Holdings, LLC

Formation and status

Ashtead Holdings, LLC was formed in the state of Delaware (registered number 2230345) on May 19, 2000, as a limited liability company under the Delaware Limited Liability Company Act. Its registered address is The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801, USA, at which the telephone number is (302) 777-0247.

Equity units

The issued units of Ashtead Holdings, LLC is 24,065 units. The sole member of Ashtead Holdings, LLC is Ashtead US Holdings, Inc. (100%).

Organizational structure

Ashtead Holdings, LLC is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Ashtead Holdings, LLC is an investment holding company.

Directors

The directors of Ashtead Holdings, LLC are Brendan Horgan, John Schoenberger and Michael Pratt. The business address for Messrs. Horgan and Schoenberger is 1799 Innovation Pt., Fort Mill, SC 29715, USA. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Ashtead Holdings, LLC in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Ashtead Holdings, LLC.

Sunbelt Rentals, Inc.

Incorporation and status

Sunbelt Rentals, Inc. was incorporated in the state of North Carolina (registered number 0554101) on June 16, 2000, as a general business corporation under the North Carolina Business Corporation Act. Its registered address is CT Corporation System, 160 Mine Lake Ct, Ste 200, Raleigh, NC 27615-6417, USA, at which the telephone number is (919) 821-7139.

Share capital

At the date of this offering memorandum, the authorized share capital of Sunbelt Rentals, Inc. is 100,000 shares of common stock, no par value. The issued share capital of Sunbelt Rentals, Inc. is 159 shares. The sole shareholder of Sunbelt Rentals, Inc. is Ashtead Holdings, LLC (100%).

Organizational structure

Sunbelt Rentals, Inc. is a member of the Group. See **"**Overview—Summary Corporate and Financing Structure.**"**

Business

The principal activity of Sunbelt Rentals, Inc. is the rental of construction and other equipment within the US.

Directors

The directors of Sunbelt Rentals, Inc. are Russ Brown, Francis Hassis, Brendan Horgan, Kurt Kenkel, Brad Lull, Michael Pratt, Rod Samples, John Schoenberger and Richard Colvin. The business address for Messrs. Brown, Hassis, Horgan, Kenkel, Lull, Samples, Schoenberger and Colvin is 1799 Innovation Pt., Fort Mill, SC 29715, USA. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Sunbelt Rentals, Inc. in his or her official capacity and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Sunbelt Rentals, Inc.

Sunbelt Rentals Industrial Services, LLC

Formation and status

Sunbelt Rentals Industrial Services, LLC was formed in the state of Delaware (registered number 5235661) on November 1, 2012, as a limited liability company under the Delaware Limited Liability Company Act. Its registered address is The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801, USA, at which the telephone number is (302) 777-0247.

Equity units

The issued units of Sunbelt Rentals Industrial Services, LLC is 100 units. The sole member of Sunbelt Rentals Industrial Services, LLC is Sunbelt Rentals, Inc. (100%).

Organizational structure

Sunbelt Rentals Industrial Services, LLC is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Sunbelt Rentals Industrial Services, LLC is a general commercial company.

Managers

The managers of Sunbelt Rentals Industrial Services, LLC are Kurt Kenkel, John Schoenberger and Francis Hassis. Their business address is 1799 Innovation Pt., Fort Mill, SC 29715, USA.

There are no current or potential conflicts of interest between each of the managers of Sunbelt Rentals Industrial Services, LLC in his or her official capacity and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Sunbelt Rentals Industrial Services, LLC.

Accession Group Limited

Incorporation and status

Accession Group Limited was incorporated in England (registered number 06564281) on April 14, 2008, as a private company with limited liability under the Companies Act 1985. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the issued share capital of Accession Group Limited is £1,241,380.50 divided into 930,000 ordinary shares with a nominal value of £0.50 which have been fully paid, 352,761 ordinary A shares with a nominal value of £0.50 which have been fully paid and 600,000 preference shares with a nominal value of £1.00 which have been fully paid. The sole shareholder of Accession Group Limited is Sunbelt Rentals Limited (100%).

Organizational structure

Accession Group Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Accession Group Limited is a general commercial company.

Directors

The directors of Accession Group Limited are Philip Parker and Michael Pratt. The business address for Mr. Parker is 102 Dalton Avenue, Birchwood Park, Warrington WA3 6YE, England. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Accession Group Limited in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Accession Group Limited.

Accession Holdings Limited

Incorporation and status

Accession Holdings Limited was incorporated in England (registered number 05467321) on May 31, 2005, as a private company with limited liability under the Companies Act 1985. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the issued share capital of Accession Holdings Limited is £521 divided into 521 ordinary shares with a nominal value of £1.00 which have been fully paid. The sole shareholder of Accession Holdings Limited is Accession Group Limited (100%).

Organizational structure

Accession Holdings Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Accession Holdings Limited is a general commercial company.

Directors

The directors of Accession Holdings Limited are Philip Parker and Michael Pratt. The business address for Mr. Parker is 102 Dalton Avenue, Birchwood Park, Warrington WA3 6YE, England. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Accession Holdings Limited in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Accession Holdings Limited.

Eve Trakway Limited

Incorporation and status

Eve Trakway Limited was incorporated in England (registered number 02207643) on December 21, 1987, as a private company with limited liability under the Companies Act 1985. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the issued share capital of Eve Trakway Limited is £2 divided into 2 ordinary shares with a nominal value of £1.00 which have been fully paid. The sole shareholder of Eve Trakway Limited is Accession Holdings Limited (100%).

Organizational structure

Eve Trakway Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Eve Trakway Limited is a general commercial company.

Directors

The directors of Eve Trakway Limited are Philip Parker and Michael Pratt. The business address for Mr. Parker is 102 Dalton Avenue, Birchwood Park, Warrington WA3 6YE, England. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Eve Trakway Limited in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Eve Trakway Limited.

Anglia Traffic Management Group Limited

Incorporation and status

Anglia Traffic Management Group Limited was incorporated in England (registered number 05238002) on September 22, 2004, as a private company with limited liability under the Companies Act 1985. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the issued share capital of Anglia Traffic Management Group Limited is £100 divided into 100 ordinary shares with a nominal value of £1.00 which have been fully paid. The sole shareholder of Anglia Traffic Management Group Limited is Accession Group Limited (100%).

Organizational structure

Anglia Traffic Management Group Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Anglia Traffic Management Group Limited is a general commercial company.

Directors

The directors of Anglia Traffic Management Group Limited are Philip Parker and Michael Pratt. The business address for Mr. Parker is 102 Dalton Avenue, Birchwood Park, Warrington WA3 6YE, England. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Anglia Traffic Management Group Limited in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Anglia Traffic Management Group Limited.

ATM Traffic Solutions Limited

Incorporation and status

ATM Traffic Solutions Limited was incorporated in England (registered number 05015772) on January 14, 2004, as a private company with limited liability under the Companies Act 1985. Its registered address is 100 Cheapside, London EC2V 6DT, England and its telephone number is +44(0) 20 7726 9700.

Share capital

At the date of this offering memorandum, the issued share capital of ATM Traffic Solutions Limited is £100 divided into 100 ordinary shares with a nominal value of £1.00 which have been fully paid. The sole shareholder of ATM Traffic Solutions Limited is Anglia Traffic Management Group Limited (100%).

Organizational structure

ATM Traffic Solutions Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

ATM Traffic Solutions Limited is a general commercial company.

Directors

The directors of ATM Traffic Solutions Limited are Philip Parker and Michael Pratt. The business address for Mr. Parker is 102 Dalton Avenue, Birchwood Park, Warrington WA3 6YE, England. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of ATM Traffic Solutions Limited in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes ATM Traffic Solutions Limited.

Sunbelt Rentals Scaffold Services, Inc.

Incorporation and status

Sunbelt Rentals Scaffold Services, Inc. was formed in the state of North Carolina (registered number 0644038) on August 30, 2002, as a corporation under the North Carolina Business Corporation Act. Its registered address is 160 Mine Lake Ct., Ste. 200, Raleigh, NC 27615-6417.

Share capital

At the date of this offering memorandum, the authorized share capital of Sunbelt Rentals Scaffold Services, Inc. is 100,000 shares. The issued share capital of Sunbelt Rentals Scaffold Services, Inc. is 100 shares. The sole shareholder of Sunbelt Rentals Scaffold Services is Sunbelt Rentals Industrial Services, LLC (100%).

Organizational structure

Sunbelt Rentals Scaffold Services, Inc. is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

The principal activity of Sunbelt Rentals Scaffold Services, Inc. is the rental of construction equipment with the U.S.

Directors

The directors of Sunbelt Rentals Scaffold Services, Inc. are Kurt Kenkel and John Schoenberger.

The business address for Messrs. Kenkel and Schoenberger is 1799 Innovation Pt., Fort Mill, SC 29715, USA.

There are no current or potential conflicts of interest between each of the directors of Sunbelt Rentals Scaffold Services, Inc. in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Sunbelt Rentals Scaffold Services, Inc.

William F. White International Inc.

Incorporation and status

William F. White International Inc. was formed in British Columbia as a corporation under the British Columbia Business Corporations Act (registered number BC1394378) on January 3, 2023, as the successor entity under that certain Certificate of Amalgamation of William F. White International Inc., incorporation number C1354810, and Studio City Toronto Holdings Inc., incorporation number C1392036. Its registered address is 777 Dunsmuir Street, 11th Floor, Vancouver, BC V7Y1K3.

Share capital

At the date of this offering memorandum, the issued share capital of William F. White International Inc. is 140,000,100 shares. The sole shareholder of William F. White International Inc. is Ashtead Holdings PLC (100%).

Organizational structure

William F. White International Inc. is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

The principal activity of William F. White International Inc. is the rental of lighting and grip equipment and studios within Canada.

Directors

The directors of William F. White International Inc. are Brendan Horgan, Michael Pratt, Kurt Kenkel and Christian Van Mook. The business address for Messrs. Horgan, Kenkel and Pratt is 1799 Innovation Pt., Fort Mill, SC 29715, USA. The business address for Mr. Van Mook is 93 North Bend Street, Coquitlam, British Columbia, V3K 6N1, Canada.

There are no current or potential conflicts of interest between each of the directors of William F. White International Inc. in his or her official capacity and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes William F. White International Inc.

Sunbelt Rentals of Canada Inc.

Incorporation and status

Sunbelt Rentals of Canada Inc. was formed in British Columbia as a corporation under the British Columbia Business Corporations Act (registered number BC1413587) on May 1, 2023, as the successor entity under that certain Certificate of Amalgamation of Sunbelt Rentals of Canada Inc., incorporation number BC1402980, and Modu-Loc General Partner Corp., incorporation number BC1412335. Its registered address is 777 Dunsmuir Street, 11th Floor, Vancouver, BC V7Y1K3.

Share capital

At the date of this offering memorandum, the issued share capital of Sunbelt Rentals of Canada Inc. is 199,000 shares. The sole shareholder of Sunbelt Rentals of Canada Inc. is Ashtead Holdings PLC (100%).

Organizational structure

Sunbelt Rentals of Canada Inc. is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

The principal activity of Sunbelt of Canada Inc. is the rental of construction equipment within Canada.

Directors

The directors of Sunbelt Rentals of Canada Inc. are Brendan Horgan, Michael Pratt, Kurt Kenkel and John Schoenberger. The business address for Messrs. Horgan, Kenkel, Pratt and Schoenberger is 1799 Innovation Pt., Fort Mill, SC 29715, USA.

There are no current or potential conflicts of interest between each of the directors of Sunbelt Rentals of Canada Inc. in his or her official capacity and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Sunbelt Rentals of Canada Inc.

Ashtead Financing (Ireland) Unlimited Company

Incorporation and status

Ashtead Financing (Ireland) Unlimited Company was formed in the Republic of Ireland (registered number 551405) on October 21, 2014, as a private company with unlimited liability under the Irish Companies Act 2014 (as amended). Its registered address is 10 Earlsfort Terrace, Dublin 2, Ireland.

Share capital

At the date of this offering memorandum, the authorized share capital of Ashtead Financing (Ireland) Unlimited Company is $500,000. The issued share capital of Ashtead Financing (Ireland) Unlimited Company is $200. The shareholders of Ashtead Financing (Ireland) Unlimited Company are Ashtead Financing Limited (99.5%) and Ashtead Holdings PLC (0.5%).

Organizational structure

Ashtead Financing (Ireland) Unlimited Company is a member of the Group. See "Overview— Summary Corporate and Financing Structure."

Business

The principal activity of Ashtead Financing (Ireland) Unlimited Company is a finance company of the Group.

Directors

The directors of Ashtead Financing (Ireland) Unlimited Company are Michael Pratt, Eric Watkins and Barbara Clark. Their business address is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Ashtead Financing (Ireland) Unlimited Company in his or her official capacity and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Ashtead Financing (Ireland) Unlimited Company.

Ashtead US Holdings, Inc.

Incorporation and status

Ashtead US Holdings, Inc. was formed in Delaware (registered number 5644100) on November, 20, 2014 as a corporation under the Delaware General Corporation Law. Its registered address is Corporation Trust Center, 1209 Orange St., Wilmington, DE 19801.

Share capital

At the date of this offering memorandum, the authorized share capital of Ashtead US Holdings, Inc. is 1,000 shares. The issued share capital of Ashtead US Holdings, Inc. is 100 shares. The sole shareholder of Ashtead US Holdings, Inc. is Ashtead Holdings PLC (100%).

Organizational structure

Ashtead US Holdings, Inc. is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Ashtead US Holdings, Inc. is an investment holdings company.

Directors

The directors of Ashtead US Holdings, Inc. are Brendan Horgan, John Schoenberger and Michael Pratt. The business address for Messrs. Horgan and Schoenberger is 1799 Innovation Pt., Fort Mill, SC 29715, USA. The business address for Mr. Pratt is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Ashtead US Holdings, Inc. in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Ashtead US Holdings, Inc.

Ashtead Canada Limited

Incorporation and status

Ashtead Canada Limited was formed in England (registered number 10856220) on July 7, 2017, as a private company with limited liability under the Companies Act 2006. Its registered address is 100 Cheapside, London EC2V 6DT, England.

Share capital

At the date of this offering memorandum, the issued share capital of Ashtead Canada Limited is C$2. The sole shareholder of Ashtead Canada Limited is Ashtead Holdings PLC (100%).

Organizational structure

Ashtead Canada Limited is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

Ashtead Canada Limited is an investment holding company.

Directors

The directors of Ashtead Canada Limited are Barbara Clark, Michael Pratt and Eric Watkins. Their business address is 100 Cheapside, London EC2V 6DT, England.

There are no current or potential conflicts of interest between each of the directors of Ashtead Canada Limited in his or her official capacity and his or her private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Ashtead Canada Limited.

Sunbelt Rentals Scaffold Services, LLC

Formation and Status

Sunbelt Rentals Scaffold Services, LLC was formed in the state of Louisiana (registered number 35156445K) on October 15, 2001, as a limited liability company under the Louisiana Limited Liability Company Act. Its original name was Empire Scaffold, L.L.C., and it changed its name to the current name effective January 31, 2017. Its registered address is c/o CT Corporation System, 3867 Plaza Tower Dr., East Baton Rouge Parish, Baton Rouge, LA 70816, USA, at which the telephone number is (800) 321-9415.

Equity Units

The issued units of Sunbelt Rentals Scaffold Services, LLC is 100 units. The sole member of Sunbelt Rentals Scaffold Services, LLC is Sunbelt Rentals Industrial Services, LLC (100%).

Organizational Structure

Sunbelt Rentals Scaffold Services, LLC is a member of the Group. See "Overview—Summary Corporate and Financing Structure."

Business

The principal activity of Sunbelt Rentals Scaffold Services, LLC is the rental of construction equipment with the U.S.

Managers

The managers of Sunbelt Rentals Scaffold Services, LLC are Brendan Horgan, Kurt Kenkel and John Schoenberger. Their business address is c/o Sunbelt Rentals, Inc., 1799 Innovation Pt., Fort Mill, SC 29715, USA.

There are no current or potential conflicts of interest between each of the managers of Sunbelt Rentals Scaffold Services, LLC in his official capacity and his private interests or other duties.

Auditors

Deloitte LLP serves as the independent auditor of Ashtead Group plc, whose consolidated financial statements includes Sunbelt Rentals Scaffold Services, LLC.

5. Trend information

There has been no material adverse change in the prospects of the Issuer or the guarantors or Ashtead Group plc and no significant change in the financial or trading position of Ashtead Group since April 30, 2023, being the end of the last financial period for which audited financial information has been published.

6. DTC, euroclear and clearstream banking

The Notes have been accepted for clearance through DTC, Euroclear and Clearstream Banking. The Rule 144A Global Note for the Notes has a CUSIP number of 045054 AR4, an ISIN number of US045054AR41, a FISN number of ASHTEAD CAP INC/SR NT 2033 SR SR 14 and a CFI number of DBFNGR. The Regulation S Permanent Global Note for the Notes has a CUSIP number of U04503 AM7, an ISIN number of USU04503AM76, a FISN number of ASHTEAD CAP INC/SR NT 2033 SR SR and a CFI number of DBFNGR.

The Legal Entity Identifier of the Issuer is 213800J1134IW58IC398.

7. Material contracts

The first priority senior secured credit facility

See "Description of Certain Indebtedness—First Priority Senior Secured Credit Facility" for a description of the First Priority Senior Secured Credit Facility.

The 2026 Notes

See "Description of Certain Indebtedness—2026 Notes" for a description of the 2026 Notes.

The 2027 notes

See "Description of Certain Indebtedness—2027 Notes" for a description of the 2027 Notes.

The 2028 notes

See "Description of Certain Indebtedness—2028 Notes" for a description of the 2028 Notes.

The 2029 notes

See "Description of Certain Indebtedness—2029 Notes" for a description of the 2029 Notes.

The 2031 notes

See "Description of Certain Indebtedness—2031 Notes" for a description of the 2031 Notes.

The 2032 notes

See "Description of Certain Indebtedness—2032 Notes" for a description of the 2032 Notes.

The 2033 notes

See "Description of Certain Indebtedness—2033 Notes" for a description of the 2033 Notes.

8. Resolution

The Issuer has authorized the issue of the Notes by virtue of a board resolution passed on July 20, 2023.

9. Yield to maturity

The yield to maturity on the Notes is 5.963%.

10. Issuer credit rating

The Group has received a corporate rating of BBB- and the Notes have received a rating of BBB- from S&P Global Ratings, a corporate rating of BBB and the Notes a rating of BBB from Fitch Ratings Limited and a corporate rating of Baa3 and the Notes a rating of Baa3 from Moody's Investors Service Ltd.

11. Industry data

The Issuer confirms that where information has been sourced from a third party, this information has been accurately reproduced and that as far as the Issuer is aware and has been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Issuer confirms that where information within this Offering Memorandum has been sourced from a third party, the identity of such third party is also disclosed.

12. Directors' responsibilities in relation to the financial statements

The directors of Ashtead Group plc are required by the Companies Act 2006 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of Ashtead Group plc and the Group as at the end of the financial year and of the profit or loss for the financial year.

In preparing the financial statements the directors are required to:

- select suitable accounting policies and then apply them consistently, supported by judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on a going concern basis unless this is inappropriate.

The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of Ashtead Group plc and enable them to ensure that the financial statements comply with the Companies Act 2006. The directors also have responsibility for taking reasonable steps to safeguard the assets of the Group and prevent and detect fraud and other irregularities.

Each of the audit reports of Deloitte LLP for the years ended and at April 30, 2023, and April 30, 2022, which are included in this offering memorandum, include a statement to the effect that Deloitte LLP does not assume responsibility to anyone other than Ashtead Group plc and its shareholders for its audit work, audit report or the opinions it has formed. The SEC would not permit such limiting language to be included in a registration statement or a prospectus used in connection with an offering of securities registered under the Securities Act or in a report filed under the Exchange Act. The extent to which auditors have responsibility or liability to third parties is unclear under the laws of many jurisdictions, including the UK, and the legal effect of these statements in the audit reports is untested. If a US court (or any other court) were to give effect to such statement, the recourse that investors in the Notes may have against Deloitte LLP based on their reports or the consolidated financial statements to which they relate could be limited.

The maintenance and integrity of the Ashtead Group plc website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were first published.

Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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Certain references included in the Notes to our consolidated financial statements for the years ended April 30, 2023 and 2022 refer to sections and pages in our Annual Report and Accounts for such years, which are not included in this offering memorandum, unless otherwise noted herein.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHTEAD GROUP PLC

Report on the audit of the financial statements

1. Opinion

In our opinion:

- the financial statements of Ashtead Group plc (the 'Company') and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's and of the Company's affairs as at 30 April 2023 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;
- the 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 Consolidated income statement;
- the Consolidated statement of comprehensive income;
- the Consolidated balance sheet;
- the Consolidated statement of changes in equity;
- the Consolidated cash flow statement;
- the related Notes 1 to 32, including the accounting policies; and
- Note 33, which includes the Company balance sheet, Company statement of changes in equity and Company cash flow statement.

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 Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

2. Basis of 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 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 as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the Group and the Company for the year are disclosed in note 4 to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the Group or the Company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters	The key audit matters that we identified in the current year were: • carrying value of rental fleet; • revenue recognition – manual topside intervention. We consider the level of risks for all identified key audit matters to be similar to the previous year.
Materiality	The materiality that we used for the Group financial statements was $83.0m, which was determined on the basis of the three-year average (FY21, FY22, FY23) profit before tax.
Scoping	Consistent with previous years, we performed audit work at three (2022: three) components: Group head office, Sunbelt UK, and Sunbelt US. We also performed review procedures over the financial information of the fourth component, Sunbelt Canada. This scoping is consistent with the previous year.
Significant changes in our approach	There were no significant changes in our audit approach in the current year.

4. 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.

Our evaluation of the directors' assessment of the Group's and Company's ability to continue to adopt the going concern basis of accounting included:

- obtaining an understanding of the relevant controls relating to the Group's forecasting process;
- evaluating the mechanical accuracy of the model used to prepare the Group's forecast;
- assessing the Group's facility agreements and bond documentation to understand the principal terms and the related financial covenant; and
- challenging the appropriateness of forecast assumptions by:
  - assessing key assumptions underpinning the Group's forecasts with reference to external data such as GDP growth rates and market forecast data from third party sources;
  - considering the impact of the economic environment and the political landscape, including supply chain constraints on end markets and the impact of climate change;
  - assessing the likelihood of the assumptions in the forecasts and the impact of reasonably possible downside scenarios on the Group's funding position;
  - assessing the extent of the downside required in order to trigger the fixed charge ratio covenant;
  - comparing forecasts to historical financial information to assess management's historical forecasting accuracy; and
  - assessing capital commitments made by the Group as well as the mitigating actions available to the Group, the feasibility of these, and the likelihood of positive impact in the next 12 months, if these actions are taken.

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 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.

In relation to the reporting on how the Group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1 Carrying value of rental fleet

Key audit matter description	As set out in Note 13, the Group holds $15,826m (2022: $13,539m) of rental equipment at cost ($9,649m net book value (2022: $7,814m net book value)). These assets represent 52% (2022: 51%) of the Group's gross assets. The movement in the balance from prior year is due to a $3,673m increase in the balance from additions and acquisitions, offset in part by disposals, depreciation and foreign exchange movements of $1,838m. There is a risk that an impairment required to the Group's rental equipment under IAS 36 Impairment of Assets is not identified, properly quantified or recorded and that the carrying value of the rental equipment assets is therefore misstated. The Group's accounting policy as disclosed in Note 2 sets out that the assets are recorded at cost (including transportation costs from the manufacturer to the initial rental location), less accumulated depreciation and any provisions for impairment. The Group's approach for estimating the useful lives and residual values is also explained. As described in the Audit Committee report on page 97, management undertakes an annual review of the appropriateness of the useful lives and residual values assigned to property, plant and equipment, including the rental equipment, and assesses whether they continue to be appropriate. Additionally, when assessing the rental equipment for indicators of impairment, management's key judgements include the level of gains on disposal, utilisation, age of assets and second-hand valuations. Management's assessment of carrying values is based on a long-term assessment, as at the balance sheet date, over the economic cycle given the nature of the assets.

How the scope of our audit responded to the key audit matter	In responding to the identified key audit matter, we completed the following audit procedures: • obtained an understanding of and tested controls over the impairment indicators review, and in particular, the identification of impairment indicators; • obtained and evaluated the assessment performed by management to identify impairment indicators, including the consistency of these with the requirements of IAS 36 Impairment of Assets; • challenged the key judgements underpinning the assessment and the impact that each of these has in determining whether an impairment exists, including consideration of contradictory evidence. In particular, we focused our testing on returns on investment by asset class, consideration of specific markets, rental equipment utilisation, residual values, useful lives and profits recorded on asset disposals; • considered and challenged the impact of the economic environment and the political landscape, including supply chain constraints on second-hand markets and end markets, with corroboration to external data; and • assessed whether the accounting for the rental equipment and associated disclosures are in line with the Group's accounting policies and IAS 36.
Key observations	We consider that management's consideration of carrying values, including useful lives and residual values, is appropriate for the purposes of the impairment assessment. As a result of the audit work performed, we are satisfied that the carrying value of the rental equipment is appropriate.

5.2 Revenue recognition - manual topside intervention

Key audit matter description	As disclosed in the Group's accounting policy note (Note 2), the Group has three main sources of revenue: • rental revenue of $8,698m (2022: $7,235m), including loss damage waiver, environmental fees and revenue from rental equipment delivery and collection; • revenue from the sale of new equipment, merchandise and consumables of $342m (2022: $387m); and • revenue from the sale of used rental equipment of $627m (2022: $340m). In the ordinary course of business, management post recurring manual journal entries to revenue, such as to record deferred and accrued revenue amounts at each period-end, rebates and discounts, or reclassifications. We identified a risk of misstatement arising from management intervention, whether due to fraud or error, through non-recurring top-side manual journals to revenue, given the high volume and scope for the gross amount of entries to be material. Through our risk assessment procedures performed in the current period, no such material manual journals were identified in the UK and therefore the Sunbelt US component, which represents 85% of the Group's revenue, was the focus area of our testing.
How the scope of our audit responded to the key audit matter	In responding to the identified key audit matter, we completed the following audit procedures: • obtained an understanding of and tested the relevant controls over the revenue cycle throughout the Group, with a particular focus on those controls relating to manual journal entries, including the controls over classification of these journals as manual; • at Sunbelt US, performed a detailed assessment by store, analysing revenue trends to identify any outliers and instances of potential management intervention with consideration of revenue recognised by profit centre compared to the level of rental equipment on hand; and • used data analytic techniques to identify a sub-population from manual top-side

	adjustments impacting the revenue balance exhibiting characteristics of audit interest. We then performed testing on a sample basis of entries from this sub-population, agreeing adjustments to supporting documentation in order to assess the accuracy and appropriateness of the journal postings.
Key observations	As a result of the procedures performed, we are satisfied that revenue recorded is appropriate.

6. Our application of materiality

6.1 Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	**Company financial statements**
Materiality	$83.0m (2022: $65.7m)	£34.5m (2022: £24.8m)
Basis for determining materiality	In determining our materiality, we took a three-year average profit before tax and applied a benchmark of 4.9% to arrive at materiality. This approach is consistent with the approach adopted in the prior year.	3% of the Company's net assets capped at 50% of Group materiality. This approach is consistent with the approach adopted in the prior year.
Rationale for the benchmark applied	Profit before tax has been used as it is the primary measure of performance used by the Group. We have used average reported profit before tax over the past three years to reflect the cyclical nature of the industry in which the Group operates.	As the Company is a holding company, we consider net assets to be the most appropriate benchmark due to the entity being the shareholder of multiple trading entities. We have applied a cap of 50% of the Group materiality to the benchmark.

6.2 Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	**Company financial statements**
Performance materiality	70% (2022: 70%) of Group materiality	70% (2022: 70%) of Company materiality
Basis and rationale for determining performance materiality	In determining performance materiality, we considered the following factors: • our cumulative knowledge of the Group, including the nature, quantum and volume of corrected and uncorrected misstatements in prior periods; and • our risk assessment, including our assessment of the Group's overall control environment and that we consider it appropriate to rely on controls over a number of business processes in Sunbelt US, which represents 85% of the Group by revenue.	

6.3 Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of $4.1m (2022: $3.3m), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1 Identification and scoping of components

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including group-wide controls, and assessing the risks of material misstatement at the Group level. Audit work to respond to the risks of material misstatement consisted of a combination of work performed by separate component teams in the UK and US as well as the Group audit team in the UK.

The Group comprises four (2022: four) principal components: the Head Office in the UK; Sunbelt UK; Sunbelt US; and Sunbelt Canada. The Group audit team performed a full scope audit of the Head Office component; local component audit teams performed full-scope audits for both Sunbelt UK and Sunbelt US and analytical review procedures over the financial information for Sunbelt Canada, consistent with the prior year approach.

The three components for which we performed full audit procedures represent 94% (2022: 94%) of the Group's revenue, 95% (2022: 95%) of the Group's operating profit, and 89% (2022: 91%) of the Group's net assets. They were also selected to provide an appropriate basis for undertaking audit work to address the risks of material misstatements identified above. Our audit work at the three locations was executed at levels of materiality applicable to each individual location, which were lower than Group materiality and ranged from $29.1m to $52.3m (2022: $23.0m to $41.4m).

The Sunbelt US component team also performed an analytical review of the financial information of the operations in Sunbelt Canada, which represents 6% (2022: 6%) of the Group's revenue, 5% (2022: 5%) of the Group's operating profit and 11% (2022: 9%) of the Group's net assets, using a component materiality level of $29.1m (2022: $23.0m).

7.2 Our consideration of the control environment

In line with our scoping of components (refer to section 7.1), our work in relation to the Group's control environment focused on Sunbelt US as the Group's largest component and we evaluated both the business cycle controls and general IT controls ('GITCs').

In order to evaluate business cycle controls, we performed walkthrough procedures over key cycles in Sunbelt US, including the key risk areas of revenue and property, plant and equipment (rental equipment), to understand whether the control was effectively designed to address the related risk. We then performed testing of the controls across the audit period on a rotational basis, to determine whether the controls had operated effectively as designed.

In relation to GITCs, for Sunbelt US we performed an independent risk assessment of the systems, applications and tools used to support business processes and reporting to determine those which are of greatest relevance to the Group's financial reporting. We performed testing of GITCs of these systems, including through involvement of IT specialists, covering controls surrounding user access management, change management and interfaces with other systems relating to in-scope IT systems as well as controls over key reports generated from the IT systems and their supporting infrastructure (database and operating system).

Our procedures enabled us, as planned, to place reliance on business cycle controls and GITCs within Sunbelt US. We relied on these controls in our audit testing across expenditure (including payroll), property, plant and equipment (rental equipment), revenue, treasury, customer rebates and journal entries.

7.3 Our consideration of climate-related risks

Through the Group's risk management process, it has assessed relevant climate-related risks for the entity. The risks identified primarily related to the Group's reliance on diesel engines and compliance with laws and

governing environmental protection matters. The risks are disclosed within the Task force on climate-related financial disclosures ("TCFD") statement on pages 76 to 81 of the Annual Report.

We obtained an understanding of management's process for considering the impact of climate-related risks. We evaluated these risks to assess whether they were complete and consistent with our understanding of the entity and our wider risk assessment procedures.

Our procedures to address the identified risks included considering their impact on the financial statements overall, including the application of individual accounting standards. We have read the TCFD disclosures within the Annual Report to consider whether they are materially consistent with the financial statements and our knowledge obtained in the audit. The Group identifies the risks and opportunities related to climate-related matters as an assumption in the goodwill impairment review set out in Note 15. We assessed this disclosure, including through the procedures performed over goodwill impairment and on the financial statement disclosures as a whole.

7.4 Working with other auditors

Throughout the year, members of the Group audit team, including the lead audit partner, held group-wide and individual planning and close meetings that covered all components. We supervised and directed our component teams, including discussing the audit work performed. We also reviewed the audit workpapers supporting the component teams' reporting to us remotely, using shared desktop technology where appropriate. Members of the Group audit team, including the lead audit partner, also visited our US component during the completion of the audit work to supervise work performed.

8. 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.

9. 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 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 Company or to cease operations, or have no realistic alternative but to do so.

10. 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.

11. 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.

11.1 Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, internal audit, internal legal counsel and the Audit Committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
    - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
    - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
    - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations; and
- the matters discussed among the audit engagement team including significant component audit teams and relevant internal specialists, including tax, valuations, pensions and IT specialists, regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in revenue recognition. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override of controls.

We also obtained an understanding of the legal and regulatory frameworks within which the Group operates, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, the Listing Rules, pensions legislation, and UK and overseas tax legislation.

In addition, we considered provisions of other laws and regulations that 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. These included UK and North America Health and Safety legislation, and environmental laws regulating wastewater, storm water, solid and hazardous wastes and materials, including carbon emissions.

11.2 Audit response to risks identified

As a result of performing the above, we identified revenue recognition – manual topside intervention as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

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

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Group's performance standards function (which is responsible for assessing store compliance with operating policies), the Audit Committee and external and in-house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with tax authorities; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, including internal specialists and significant component audit teams, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with 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 the 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.

13. Corporate governance statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 123;
- the directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on page 45;
- the directors' statement on fair, balanced and understandable set out on page 100;
- the Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 40 and 41;
- the section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on page 96; and
- the section describing the work of the Audit Committee set out on page 97 to 101.

14. Matters on which we are required to report by exception

14.1 Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

14.2 Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

15. Other matters which we are required to address

15.1 Auditor tenure

Following the recommendation of the Audit Committee, we were appointed by the Board of Directors in 2004 to audit the financial statements for the year ending 30 April 2004 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 20 years, covering the years ending 30 April 2004 to 30 April 2023.

15.2 Consistency of the Audit report with the additional report to the Audit Committee

Our audit opinion is consistent with the additional report to the Audit Committee we are required to provide in accordance with ISAs (UK).

16. 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.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements will form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

William Smith (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, UK

12 June 2023

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 30 APRIL 2023

	Notes	2023 Before amortisation $m	2023 Amortisation $m	2023 Total $m	2022 Before exceptional items and amortisation $m	2022 Exceptional items and amortisation $m	2022 Total $m
Revenue							
Rental revenue		8,698.2	—	8,698.2	7,234.7	—	7,234.7
Sale of new equipment, merchandise and consumables		341.7	—	341.7	387.2	—	387.2
Sale of used rental equipment		627.4	—	627.4	340.4	—	340.4
		9,667.3	—	9,667.3	7,962.3	—	7,962.3
Operating costs							
Staff costs	4	(2,222.1)	—	(2,222.1)	(1,830.5)	—	(1,830.5)
Other operating costs	4	(2,591.1)	—	(2,591.1)	(2,260.9)	—	(2,260.9)
Used rental equipment sold	4	(442.3)	—	(442.3)	(261.5)	—	(261.5)
		(5,255.5)	—	(5,255.5)	(4,352.9)	—	(4,352.9)
EBITDA[1]		4,411.8	—	4,411.8	3,609.4	—	3,609.4
Depreciation	4	(1,772.1)	—	(1,772.1)	(1,553.0)	—	(1,553.0)
Amortisation of intangibles	4,5	—	(117.7)	(117.7)	—	(108.6)	(108.6)
Operating profit	3,4	2,639.7	(117.7)	2,522.0	2,056.4	(108.6)	1,947.8
Interest income	6	2.6	—	2.6	0.1	—	0.1
Interest expense	5,6	(368.8)	—	(368.8)	(232.7)	(47.1)	(279.8)
Profit on ordinary activities before taxation		2,273.5	(117.7)	2,155.8	1,823.8	(155.7)	1,668.1
Taxation	7,21	(567.7)	29.6	(538.1)	(456.3)	39.3	(417.0)
Profit attributable to equity holders of the Company		1,705.8	(88.1)	1,617.7	1,367.5	(116.4)	1,251.1
Basic earnings per share	8	388.5¢	(20.1¢)	368.4¢	307.1¢	(26.2¢)	280.9¢
Diluted earnings per share	8	386.0¢	(19.9¢)	366.1¢	305.8¢	(26.1¢)	279.7¢

(1) EBITDA is presented here as an alternative performance measure as it is commonly used by investors and lenders. Further details are provided in the Glossary of Terms on page 174.

All revenue and profit for the year is generated from continuing operations.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 APRIL 2023

	Note	2023	2022
		$m	$m
Profit attributable to equity holders of the Company for the financial year		1,617.7	1,251.1
Items that will not be reclassified to profit or loss:			
Movements on financial asset investments		(36.8)	—
Remeasurement of the defined benefit pension plan	24	(2.9)	11.4
Tax on defined benefit pension plan		0.7	(2.7)
		(39.0)	8.7
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation differences		(19.2)	(92.7)
Loss on cash flow hedge		(3.1)	—
		(22.3)	(92.7)
Total other comprehensive loss for the year		(61.3)	(84.0)
Total comprehensive income for the year		1,556.4	1,167.1

CONSOLIDATED BALANCE SHEET AT 30 APRIL 2023

	Notes	2023	2022
		$m	$m
Current assets			
Inventories	10	181.3	168.5
Trade and other receivables	11	1,659.2	1,390.4
Current tax asset		14.6	7.2
Cash and cash equivalents	12	29.9	15.3
		1,885.0	1,581.4
Non-current assets			
Property, plant and equipment			
- rental equipment	13	9,649.1	7,814.3
- other assets	13	1,392.0	1,078.3
		11,041.1	8,892.6
Right-of-use assets	14	2,206.0	1,864.8
Goodwill	15	2,865.5	2,300.0
Other intangible assets	15	523.4	475.3
Other non-current assets	16	189.9	157.5
Net defined benefit pension plan asset	24	18.4	18.5
		16,844.3	13,708.7
Total assets		18,729.3	15,290.1
Current liabilities			
Trade and other payables	17	1,533.6	1,197.1
Current tax liability		12.4	20.2
Lease liabilities	18	233.2	188.6
Provisions	20	78.6	68.8
		1,857.8	1,474.7
Non-current liabilities			
Lease liabilities	18	2,161.1	1,806.6
Long-term borrowings	19	6,595.1	5,180.1
Provisions	20	75.9	68.0
Deferred tax liabilities	21	1,995.3	1,695.4
Other non-current liabilities		36.1	31.6
		10,863.5	8,781.7
Total liabilities		12,721.3	10,256.4
Equity			
Share capital	22	81.8	81.8
Share premium account		6.5	6.5
Capital redemption reserve		20.0	20.0
Own shares held by the Company	22	(740.9)	(480.1)
Own shares held by the ESOT	22	(38.8)	(44.9)
Cumulative foreign exchange translation differences		(245.9)	(226.7)
Retained reserves		6,925.3	5,677.1
Equity attributable to equity holders of the Company		6,008.0	5,033.7
Total liabilities and equity		18,729.3	15,290.1

These financial statements were approved by the Board on 12 June 2023.

Brendan Horgan
Chief executive

Michael Pratt
Chief financial officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2023

	Share capital	Share premium account	Capital redemption reserve	Own shares held by the Company	Own shares held by the ESOT	Cumulative foreign exchange translation differences	Retained reserves	Total
	$m	$m	$m	$m	$m	$m	$m	$m
At 1 May 2021	81.8	6.5	20.0	(66.2)	(36.8)	(134.0)	4,654.2	4,525.5
Profit for the year	—	—	—	—	—	—	1,251.1	1,251.1
Other comprehensive income:								
Foreign currency translation differences	—	—	—	—	—	(92.7)	—	(92.7)
Remeasurement of the defined benefit pension plan	—	—	—	—	—	—	11.4	11.4
Tax on defined benefit pension plan	—	—	—	—	—	—	(2.7)	(2.7)
Total comprehensive income for the year	—	—	—	—	—	(92.7)	1,259.8	1,167.1
Dividends paid	—	—	—	—	—	—	(271.5)	(271.5)
Own shares purchased by the ESOT	—	—	—	—	(23.8)	—	—	(23.8)
Own shares purchased by the Company	—	—	—	(413.9)	—	—	—	(413.9)
Share-based payments	—	—	—	—	15.7	—	32.4	48.1
Tax on share-based payments	—	—	—	—	—	—	2.2	2.2
At 30 April 2022	81.8	6.5	20.0	(480.1)	(44.9)	(226.7)	5,677.1	5,033.7
Profit for the year	—	—	—	—	—	—	1,617.7	1,617.7
Other comprehensive income:								
Movement on financial asset investments	—	—	—	—	—	—	(36.8)	(36.8)
Foreign currency translation differences	—	—	—	—	—	(19.2)	—	(19.2)
Loss on cash flow hedge	—	—	—	—	—	—	(3.1)	(3.1)
Remeasurement of the defined benefit pension plan	—	—	—	—	—	—	(2.9)	(2.9)
Tax on defined benefit pension scheme	—	—	—	—	—	—	0.7	0.7
Total comprehensive income for the year	—	—	—	—	—	(19.2)	1,575.6	1,556.4
Dividends paid	—	—	—	—	—	—	(356.6)	(356.6)
Own shares purchased by the ESOT	—	—	—	—	(12.5)	—	—	(12.5)
Own shares purchased by the Company	—	—	—	(260.8)	—	—	—	(260.8)
Share-based payments	—	—	—	—	18.6	—	26.2	44.8
Tax on share-based payments	—	—	—	—	—	—	3.0	3.0
At 30 April 2023	81.8	6.5	20.0	(740.9)	(38.8)	(245.9)	6,925.3	6,008.0

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 2023

	Notes	2023	2022
		$m	$m
Cash flows from operating activities			
Cash generated from operations before			
Cash generated from operations before changes in rental equipment	26[a]	4,073.6	3,406.5
Payments for rental property, plant and equipment		(3,019.6)	(1,765.4)
Proceeds from disposal of rental property, plant and equipment		573.6	343.8
Cash generated from operations		1,627.6	1,984.9
Financing costs paid (net)		(340.2)	(231.1)
Exceptional financing costs paid		—	(36.0)
Tax paid (net)		(287.3)	(218.8)
Net cash generated from operating activities		1,000.1	1,499.0
Cash flows from investing activities			
Acquisition of businesses	26[b]	(1,083.2)	(1,277.4)
Financial asset investments	25	(42.4)	(40.0)
Payments for non-rental property, plant and equipment		(510.0)	(398.4)
Proceeds from disposal of non-rental property, plant and equipment		41.4	24.8
Net cash used in investing activities		(1,594.2)	(1,691.0)
Cash flows from financing activities			
Drawdown of loans		3,355.0	3,054.5
Redemption of loans		(2,001.5)	(2,062.7)
Repayment of principal under lease liabilities	18	(109.5)	(107.6)
Dividends paid	9	(357.8)	(269.3)
Purchase of own shares by the ESOT		(12.5)	(23.8)
Purchase of own shares by the Company		(264.4)	(409.6)
Net cash generated from financing activities		609.3	181.5
Increase/(decrease) in cash and cash equivalents		15.2	(10.5)
Opening cash and cash equivalents		15.3	26.6
Effect of exchange rate differences		(0.6)	(0.8)
Closing cash and cash equivalents	12	29.9	15.3

Reconciliation of net cash flows to net debt		2023	2022
		$m	$m
(Increase)/decrease in cash and cash equivalents in the year		(15.2)	10.5
Increase in debt through cash flow		1,244.0	884.2
Change in net debt from cash flows		1,228.8	894.7
Exchange differences		(37.8)	(47.1)
Debt acquired	27	227.9	131.7
Deferred costs of debt raising		7.2	18.0
New lease liabilities		373.4	362.0
Increase in net debt in the year		1,799.5	1,359.3
Net debt at 1 May		7,160.0	5,800.7
Net debt at 30 April	26[c]	8,959.5	7,160.0

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General information

Ashtead Group plc ('the Company') is a company incorporated and domiciled in England and Wales and listed on the London Stock Exchange. The consolidated financial statements are presented in US dollars.

2. Accounting policies

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

Basis of preparation

These 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. The financial statements have been prepared under the historical cost convention, modified for certain items carried at fair value, as stated in the accounting policies.

In preparing these financial statements, the exchange rates used in respect of the pound sterling (£) and Canadian dollar (C$) are:

	Pound sterling		Canadian dollar	
	2023	2022	2023	2022
Average for the year ended 30 April	1.20	1.36	0.75	0.80
At 30 April	1.26	1.26	0.74	0.78

The consolidated financial statements have been prepared on the going concern basis. The Group's internal budgets and forecasts of future performance, available financing facilities and facility headroom (see Note 19), provide a reasonable expectation that the Group has adequate resources to continue in operation for the foreseeable future and consequently the going concern basis continues to be appropriate in preparing the consolidated financial statements.

Key judgements and estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period.

In the course of preparing the financial statements, no judgements have been made in the process of applying the Group's accounting policies, other than those involving estimations, that have had a significant effect on the amounts recognised within the financial statements.

The estimates and associated assumptions which have been used are based on historical experience and other factors that are considered to be relevant. While actual results could differ from these estimates, the Group has not identified any assumptions, or other key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Changes in accounting policies and disclosures

New and amended standards adopted by the Group

There are no new IFRS or IFRIC Interpretations that are effective for the first time this financial year which have a material impact on the Group.

New standards, amendments and interpretations issued but not effective for the financial year beginning 1 May 2022 and not adopted early

There are no IFRS or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Group.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 30 April each year. Control is achieved when the Company has the power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is the fair value at the acquisition date of the assets transferred and the liabilities incurred by the Group and includes the fair value of any contingent consideration arrangement. Acquisition-related costs are recognised in the income statement as incurred.

Contingent consideration is measured at the acquisition date at fair value and included in provisions in the balance sheet. Changes in the fair value of contingent consideration due to events post the date of acquisition are recognised in the income statement. Cash flow payments to settle contingent consideration are reflected in investing activities.

Foreign exchange

Foreign currency transactions

Foreign currency transactions are translated into the functional currency of the entity that has undertaken the transaction using the exchange rates ruling on the dates of the transaction. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing on the reporting date. All currency translation differences are taken to the income statement. The functional currency of the parent company is pounds sterling.

Translation of overseas operations

The reporting currency of the Group is the US dollar, the currency in which the majority of our assets, liabilities, revenue and costs are denominated. Assets and liabilities in non-US dollar denominated currencies are translated into US dollars at rates of exchange ruling at the balance sheet date. Income statements and cash flows of non-US dollar denominated subsidiary undertakings are translated into US dollars at average rates of exchange for the year.

Exchange differences arising from the retranslation of the opening net investment of non-US dollar denominated subsidiaries and the difference between the inclusion of their profits at average rates of exchange in the Group income statement and the closing rate used for the balance sheet are recognised directly in a separate component of equity.

Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties and VAT/sales tax. Our revenue is a function of our rental rates and the size, utilisation and mix of our rental equipment. The Group has three main sources of revenue as detailed below:

- rental revenue, including loss damage waiver, environmental fees and revenue from rental equipment delivery and collection;
- revenue from the sale of new equipment, merchandise and consumables; and
- revenue from the sale of used rental equipment.

Rental revenue, including loss damage waiver and environmental fees, is recognised on a straight-line basis over the period of the rental contract. In general, rental contracts have no fixed duration and are cancellable at any time. However, as a rental contract can extend across financial reporting period ends, the Group records accrued revenue (unbilled rental revenue) and deferred revenue at the beginning and end of each reporting period so that rental revenue is appropriately stated in the financial statements. Revenue from rental delivery and collection is recognised when the delivery or collection has occurred and the performance obligation therefore fulfilled.

Revenue from the sale of new rental equipment, merchandise and consumables, together with revenue from the sale of used rental equipment, is recognised at the time of delivery to, or collection by, the customer and when all performance obligations under the sale contract have been fulfilled.

Revenue from the sale of rental equipment in connection with trade-in arrangements with certain manufacturers from whom the Group purchases new equipment is accounted for at the lower of transaction value or fair value based on independent appraisals. If the trade-in price of a unit of equipment exceeds the fair market value of that unit, the excess is accounted for as a reduction of the cost of the related purchase of new rental equipment.

Of the Group's rental revenue, $7,264m (2022: $6,147m) is accounted for in accordance with IFRS 16, 'Leases', while revenue from other ancillary services, each of which is billed separately, revenue from the sale of new equipment, merchandise and consumables and revenue from the sale of used equipment totalling $2,403m (2022: $1,815m) is accounted for in accordance with IFRS 15, 'Revenue from Contracts with Customers'.

Interest income and expense

Interest income comprises interest receivable on funds invested and net interest on net defined benefit pension plan assets.

Interest expense comprises interest payable on borrowings and lease liabilities, amortisation of deferred debt raising costs, the unwind of the discount on the self-insurance and contingent consideration provisions and the net interest on net defined benefit pension plan liabilities.

Exceptional items

Exceptional items are those items of income or expense which the directors believe should be disclosed separately by virtue of their significant size or nature and limited predictive value to enable a better understanding of the Group's financial performance.

Earnings per share

Earnings per share is calculated based on the profit for the financial year and the weighted average number of ordinary shares in issue during the year. For this purpose the number of ordinary shares in issue excludes shares held by the Company or by the Employee Share Ownership Trust in respect of which dividends have been waived. Diluted earnings per share is calculated using the profit for the financial year and the weighted average diluted number of shares (ignoring any potential issue of ordinary shares which would be anti-dilutive) during the year.

Adjusted earnings per share comprises basic earnings per share adjusted to exclude earnings relating to exceptional items and amortisation of intangibles.

Current/non-current distinction

Current assets include assets held primarily for trading purposes, cash and cash equivalents and assets expected to be realised in, or intended for sale or consumption in, the course of the Group's operating cycle and those assets expected to be realised within one year from the reporting date. All other assets are classified as non-current assets.

Current liabilities include liabilities held primarily for trading purposes, liabilities expected to be settled in the course of the Group's operating cycle and those liabilities due within one year from the reporting date. All other liabilities are classified as non-current liabilities.

Property, plant and equipment

Property, plant and equipment is stated at cost (including transportation costs from the manufacturer to the initial rental location) less accumulated depreciation and any provisions for impairment. In respect of certain assets, cost includes rebuild costs when the rebuild extends the asset's useful economic life and it is probable that incremental economic benefits will accrue to the Group. Rebuild costs include the cost of transporting the equipment to and from the rebuild supplier. Depreciation is not charged while the asset is not in use during the rebuild period.

Depreciation

Property, plant and equipment is depreciated on a straight-line basis applied to the opening cost to write down each asset to its residual value over its useful economic life. Estimates of useful life and residual value are determined with the objective of allocating most appropriately the cost of property, plant and equipment to our income statement, over the period we anticipate it will be used in our business. Residual values and estimated useful economic lives are reassessed annually, recognising the cyclical nature of the business, by making reference to recent experience of the Group. The depreciation rates in use are as follows:

	Per annum		**Per annum**
Freehold property	2%	Rental equipment.....	4% to 33%
Motor vehicles.....	7% to 25%	Office and workshop equipment.....	20%

Residual values are estimated at 10 to 15% of cost in respect of most types of rental equipment, although the range of residual values used varies between zero and 35%.

Repairs and maintenance

Costs incurred in the repair and maintenance of rental and other equipment are charged to the income statement as incurred.

Intangible assets

Goodwill

Goodwill represents the difference between the fair value of the consideration for an acquisition and the fair value of the net identifiable assets acquired, including any intangible assets other than goodwill.

Goodwill is stated at cost less any accumulated impairment losses and is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination.

The profit or loss on the disposal of a previously acquired business includes the attributable amount of any purchased goodwill relating to that business.

Other intangible assets

Other intangible assets acquired as part of a business combination are capitalised at fair value as at the date of acquisition. Internally generated intangible assets are not capitalised. Amortisation is charged on a straight-line basis over the expected useful life of each asset. Contract-related intangible assets are amortised over the life of the contract. Amortisation rates for other intangible assets are as follows:

	Per annum
Brand names	7% to 100%
Customer lists	7% to 50%
Contract related	14% to 50%

Impairment of assets

Goodwill is not amortised but is tested annually for impairment as at 30 April each year. Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the income statement for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable and independent cash flows for the asset being tested for impairment (cash-generating unit).

The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, 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.

In respect of assets other than goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment losses in respect of goodwill are not reversed.

Taxation

The tax charge for the period comprises both current and deferred tax. Taxation is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case the related tax is also recognised in equity.

Current tax is the expected tax payable on the taxable income for the year and any adjustment to tax payable in respect of previous years. The Group's liability for current tax is calculated using tax rates applicable for the reporting period.

Deferred tax is provided using the balance sheet liability method on any temporary differences between the carrying amounts for financial reporting purposes and those for taxation purposes. 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 differences arise from the initial recognition of goodwill.

Deferred tax is not recognised for temporary differences arising on investments in subsidiaries where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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, based on tax laws and rates that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority, the Group intends to settle them on a net basis and there is a legally enforceable right to offset tax assets against tax liabilities.

Inventories

Inventories, which comprise equipment, fuel, merchandise and spare parts, are valued at the lower of cost and net realisable value. The cost of inventory that is not ordinarily interchangeable is valued at individual cost. The cost of other inventories is determined on a first-in, first-out basis or using a weighted average cost formula, depending on the basis most suited to the type of inventory held.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets

Financial asset investments

The Group makes an election on initial recognition whether to designate financial asset investments in equity instruments, other than those held for trading, to be measured at fair value through other comprehensive income. Financial asset investments that do not meet this criteria are measured at fair value through profit or loss.

Given the nature of the Group's limited targeted investments in start-up and early-stage companies, it can be difficult to determine fair value. The directors consider that the most appropriate approach to fair value is to use a valuation technique based on market data, such as a valuation based on a recent investment or funding round.

Trade receivables

Trade receivables do not carry interest and are initially recognised at their transaction value and measured subsequently at amortised cost using the effective interest method as reduced by appropriate loss allowances for estimated irrecoverable amounts. The loss allowances are calculated using the simplified expected credit loss approach, based on prior experience reflecting the level of uncollected receivables over the last year within each business adjusted for factors that are specific to the receivables, the industry in which we operate and the economic environment. Adjustments to the loss allowances are recognised in the income statement. Trade receivables are written off when recoverability is assessed as being remote while subsequent recoveries of amounts previously written off are credited to the income statement.

Cash and cash equivalents

Cash and cash equivalents comprises cash balances and call deposits with maturity of less than, or equal to, three months.

Financial liabilities and equity

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

Trade payables

Trade payables are not interest bearing and are stated at fair value and subsequently measured at amortised cost using the effective interest rate method.

Borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received. The direct transaction costs related to arranging our senior secured credit facility are recognised separately from the financial liability as a loan commitment asset.

Finance charges, including amortisation of direct transaction costs, are charged to the income statement using the effective interest rate method.

Borrowings exclude accrued interest which is classified as a current liability and included within trade and other payables in the balance sheet.

Tranches of borrowings and overdrafts which mature on a regular basis are classified as current or non-current liabilities based on the maturity of the facility so long as the committed facility exceeds the drawn debt.

Net debt

Net debt consists of total borrowings and lease liabilities less cash and cash equivalents. Non-US dollar denominated balances are retranslated to US dollars at rates of exchange ruling at the balance sheet date.

Senior notes

The Group's senior notes contain early repayment options, which constitute embedded derivatives in accordance with IFRS 9, Financial Instruments. The accounting for these early repayment options depends on whether they are considered to be closely related to the host contract or not based on IFRS 9. Where they are closely related, the early repayment option is not accounted for separately and the notes are recorded within borrowings, net of direct transaction costs. The interest expense is calculated by applying the effective interest rate method.

In circumstances where the early repayment option is not considered closely related to the host contract, the repayment option has to be valued separately. At the date of issue the liability component of the notes is estimated using prevailing market interest rates for similar debt with no repayment option and is recorded within borrowings, net of direct transaction costs. The difference between the proceeds of the note issue and the fair value assigned to the liability component, representing the embedded option to prepay the notes is included within Other financial assets – derivatives. The interest expense on the liability component is calculated by applying the effective interest rate method. The embedded option to prepay is fair valued using an appropriate valuation model and fair value remeasurement gains and losses are included in investment income and interest expense respectively.

Where the Group's senior notes are issued at a premium or a discount, they are initially recognised at their face value plus or minus the premium or discount. The notes are subsequently measured at amortised cost using the effective interest rate method.

Leases

The Group assesses whether a contract is a lease, or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is measured initially at the present value of future lease payments at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. Lease payments included in the measurement of the Group's lease liability comprise:

- fixed lease payments, less any lease incentives received; and
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term changes, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset with depreciation commencing at the commencement date of the lease.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line 'Other operating costs' in the income statement.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to present value where the effect is material.

Insurance

Insurance costs include insurance premiums which are written off to the income statement over the period to which they relate and an estimate of the discounted liability for uninsured retained risks on unpaid claims incurred up to the balance sheet date. The estimate includes events incurred but not reported at the balance sheet date. This estimate is discounted and included in provisions in the balance sheet on a gross basis with a corresponding insurance receivable amount recognised as an asset where it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Employee benefits

Defined contribution pension plans

Obligations under the Group's defined contribution plans are recognised as an expense in the income statement as incurred.

Defined benefit pension plans

The Group's obligation in respect of defined benefit pension plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in prior periods; that benefit is discounted to determine its present value and the fair value of plan assets is deducted. The discount rate used is the yield at the balance sheet date on AA-rated corporate bonds. The calculation is performed by a qualified actuary using the projected unit credit method.

Actuarial gains and losses are recognised in full in the period in which they arise through the statement of comprehensive income.

Net interest is calculated by applying a discount rate to the net defined benefit pension plan asset or liability. The net interest income or net interest expense is included in investment income or interest expense, respectively.

The defined pension surplus or deficit represents the fair value of the plan assets less the present value of the defined benefit obligation. A surplus is recognised in the balance sheet to the extent that the Group has an unconditional right to the surplus, either through a refund or reduction in future contributions. A deficit is recognised in full.

Share-based compensation

The fair value of awards made under share-based compensation plans is measured at grant date and spread over the vesting period through the income statement with a corresponding increase in equity. The fair value of share options and awards is measured using an appropriate valuation model taking into account the terms and conditions of the individual award. The amount recognised as an expense is adjusted to reflect the actual awards vesting except where any change in the awards vesting relates only to market-based criteria not being achieved.

Employee Share Ownership Trust

Shares in the Company acquired by the Employee Share Ownership Trust ('ESOT') in the open market for use in connection with employee share plans are presented as a deduction from shareholders' funds. When the shares vest to satisfy share-based payments, a transfer is made from own shares held through the ESOT to retained earnings.

Own shares held by the Company

The cost of own shares held by the Company is deducted from shareholders' funds. The proceeds from the reissue of own shares are added to shareholders' funds with any gains in excess of the average cost of the shares being recognised in the share premium account.

3. Segmental analysis

Segmental analysis by reportable operating segment

The Group operates one class of business: rental of equipment. Operationally, the Group is split into three business units, US, UK and Canada which report separately to, and are managed by, the chief executive and align with the geographies in which they operate. Accordingly, the Group's reportable operating segments are the US, UK and Canada.

The Group manages debt and taxation centrally, rather than by business unit. Accordingly, segmental results are stated before interest and taxation which are reported as central Group items. This is consistent with the way the chief executive reviews the business.

There are no material sales between the business segments. Segment assets include property, plant and equipment, right-of-use assets, goodwill, intangibles, other non-current assets, net defined benefit pension asset, inventory and receivables. Segment liabilities comprise operating liabilities and exclude taxation balances, corporate borrowings and accrued interest. Capital expenditure represents additions to property, plant and equipment and intangible assets, including goodwill, and includes additions through the acquisition of businesses.

Year ended 30 April 2023

US		**UK**	**Canada**	**Corporate items**	**Group**
	$m	**$m**	**$m**	**$m**	**$m**
Revenue					
Rental revenue	7,502.6	671.8	523.8	—	8,698.2
Sale of new equipment, merchandise and consumables	186.1	89.4	66.2	—	341.7
Sale of used rental equipment	533.7	61.6	32.1	—	627.4
	8,222.4	822.8	622.1	—	9,667.3
EBITDA	3,955.3	231.0	253.5	(28.0)	4,411.8
Depreciation	(1,490.6)	(152.9)	(127.6)	(1.0)	(1,772.1)
Segment result	2,464.7	78.1	125.9	(29.0)	2,639.7
Amortisation					(117.7)
Net financing costs					(366.2)
Profit before taxation					2,155.8
Taxation					(538.1)
Profit attributable to equity shareholders					1,617.7

Year ended 30 April 2023

US		UK	Canada	Corporate items	Group
	$m	$m	$m	$m	$m
Revenue					
Segment assets	15,637.5	1,427.8	1,567.3	52.2	18,684.8
Cash					29.9
Taxation assets					14.6
Total assets					18,729.3
Segment liabilities	3,382.1	276.0	380.2	19.4	4,057.7
Corporate borrowings and accrued interest					6,655.9
Taxation liabilities					2,007.7
Total liabilities					12,721.3
Other non-cash expenditure - share-based payments	32.5	3.1	2.2	7.0	44.8
Capital expenditure	4,062.7	413.7	496.4	—	4,972.8

Year ended 30 April 2022	US	UK	Canada	Corporate items	Group
	$m	$m	$m	$m	$m
Revenue					
Rental revenue	6,041.9	739.0	453.8	—	7,234.7
Sale of new equipment, merchandise and consumables	155.0	202.2	30.0	—	387.2
Sale of used rental equipment	280.1	45.1	15.2	—	340.4
	6,477.0	986.3	499.0	—	7,962.3
EBITDA	3,120.6	291.7	224.3	(27.2)	3,609.4
Depreciation	(1,268.3)	(173.7)	(109.9)	(1.1)	(1,553.0)
Segment result	1,852.3	118.0	114.4	(28.3)	2,056.4
Amortisation					(108.6)
Exceptional items					(47.1)
Net financing costs					(232.6)
Profit before taxation					1,668.1
Taxation					(417.0)
Profit attributable to equity shareholders					1,251.1
Segment assets	12,839.6	1,162.3	1,212.7	53.0	15,267.6
Cash					15.3
Taxation assets					7.2
Total assets					15,290.1

Year ended 30 April 2022	US	UK	Canada	Corporate items	Group
	$m	$m	$m	$m	$m
Revenue					
Segment liabilities	2,738.1	251.3	312.6	20.8	3,322.8
Corporate borrowings and accrued interest					5,218.0
Taxation liabilities					1,715.6
Total liabilities					10,256.4
Other non-cash expenditure - share-based payments	34.2	4.5	2.4	7.0	48.1
Capital expenditure	3,146.1	260.0	201.8	—	3,607.9

Segmental analysis by geography

The Group's operations are located in the United States, the United Kingdom and Canada. The following table provides an analysis of the Group's revenue, segment assets and capital expenditure, including expenditure on acquisitions, by country of domicile. Segment assets by geography include property, plant and equipment, goodwill, intangible assets, right-of-use assets and other non-current assets (excluding financial asset investments), but exclude the net defined benefit pension plan asset, inventory, receivables, and financial asset investments.

	Revenue		Segment assets		Capital expenditure	
	2023	2022	2023	2022	2023	2022
	$m	$m	$m	$m	$m	$m
United States	8,222.4	6,477.0	14,085.2	11,564.7	4,062.7	3,146.1
United Kingdom	822.8	986.3	1,257.8	1,005.9	413.7	260.0
Canada	622.1	499.0	1,441.6	1,119.6	496.4	201.8
	9,667.3	7,962.3	16,784.6	13,690.2	4,972.8	3,607.9

4. Operating costs and other income

	2023			2022		
	Before amortisation	Amortisation	Total	Before amortisation	Amortisation	Total
	$m	$m	$m	$m	$m	$m
Staff costs:						
Salaries	2,026.0	—	2,026.0	1,668.8	—	1,668.8
Social security costs	155.9	—	155.9	127.1	—	127.1
Other pension costs	40.2	—	40.2	34.6	—	34.6
	2,222.1	—	2,222.1	1,830.5	—	1,830.5
Other operating costs:						
Vehicle costs	620.3	—	620.3	510.1	—	510.1
Spares, consumables and external repairs	488.8	—	488.8	431.7	—	431.7
Facility costs	112.3	—	112.3	82.1	—	82.1
Other external charges	1,369.7	—	1,369.7	1,237.0	—	1,237.0
	2,591.1	—	2,591.1	2,260.9	—	2,260.9
Used rental equipment sold	442.3	—	442.3	261.5	—	261.5
Depreciation and amortisation:						
Depreciation of tangible assets	1,600.5	—	1,600.5	1,398.9	—	1,398.9
Depreciation of right-of-use assets	171.6	—	171.6	154.1	—	154.1
Amortisation of intangibles	—	117.7	117.7	—	108.6	108.6
	1,772.1	117.7	1,889.8	1,553.0	108.6	1,661.6
	7,027.6	117.7	7,145.3	5,905.9	108.6	6,014.5

Proceeds from the disposal of non-rental property, plant and equipment amounted to $40m (2022: $26m), resulting in a profit on disposal of $19m (2022: $9m) which is included in other external charges.

The costs shown in the above table include:

	2023	2022
	$m	$m
Cost of inventories recognised as expense	826.5	644.3
Net charge of allowance on trade receivables	47.3	31.2

Staff costs include remuneration of key management personnel, which comprise non-executive and executive directors. Key management personnel remuneration comprised:

	2023	2022
	$'000	$'000
Salaries and short-term employee benefits	7,825	5,730
Post-employment benefits	23	20
National insurance and social security	804	376
Share-based payments	4,632	3,993
	13,284	10,119

The Schedule 5 requirements of the Accounting Regulations for Directors' remuneration are included within the directors' remuneration report on pages 103 to 121.

Remuneration payable to the Company's auditor, Deloitte LLP, in the year is given below:

	2023	2022
	$'000	$'000
Fees payable to Deloitte UK and its associates for the audit of the Group's annual accounts	1,543	1,465
Fees payable to Deloitte UK and its associates for other services to the Group:		
- the audit of the Group's UK subsidiaries pursuant to legislation	29	29
- audit-related assurance services	108	109
- other assurance services	238	123
	1,918	1,726

Fees paid for audit-related assurance services relate to the review of the Group's half-year interim financial statements. Other assurance services relate to comfort letters provided in connection with the senior notes issued in August 2022 and January 2023.

5. Exceptional items and amortisation

	2023	2022
	$m	$m
Amortisation of intangibles	117.7	108.6
Write-off of deferred financing costs	—	11.1
Early redemption fee	—	36.0
Taxation	(29.6)	(39.3)
	88.1	116.4

In the prior year, the costs associated with the redemption of the $600m 4.125% senior notes and the $600m 5.250% senior notes in August 2021 were classified as exceptional items. The write-off of deferred financing costs consisted of the unamortised balance of the costs relating to the notes. In addition, an early redemption fee of $36m was paid to redeem the notes prior to their scheduled maturity. Of these items, total cash costs were $36m.

The items detailed in the table above are presented in the income statement as follows:

	2023	2022
	$m	$m
Amortisation of intangibles	117.7	108.6
Charged in arriving at operating profit	117.7	108.6
Interest expense	—	47.1
Charged in arriving at profit before taxation	117.7	155.7
Taxation	(29.6)	(39.3)
	88.1	116.4

6. Net financing costs

	2023	2022
	$m	$m
Total interest income:		
Net income on the defined benefit pension plan asset	0.6	0.1
Other income	2.0	—
	2.6	0.1
Interest expense:		
Bank interest payable	116.7	32.8
Interest payable on senior notes	142.8	111.2
Interest payable on lease liabilities	100.9	80.7
Non-cash unwind of discount on provisions	1.2	1.1
Amortisation of deferred debt raising costs	7.2	6.9
Total interest expense	368.8	232.7
Net financing costs before exceptional items	366.2	232.6
Exceptional items	—	47.1
Net financing costs	366.2	279.7

7. Taxation

The tax charge for the year has been computed using the tax rates in force for the year ending 30 April 2023 of 25% in the US (2022: 25%), 19% in the UK, rising to 25% from 1 April 2023 (2022: 19%) and 26% in Canada (2022: 26%). This results in a blended effective rate for the Group as a whole of 25% (2022: 25%) for the year. The Group's future effective tax rate will depend on the mix of profits amongst the territories in which it operates and their respective tax rates.

	2023	2022
	$m	$m
Analysis of the tax charge		
Current tax		
- current tax on income for the year	282.6	243.5
- adjustments to prior year	(7.6)	6.7
	275.0	250.2
Deferred tax		
- origination and reversal of temporary differences	261.3	170.3
- adjustments due to change in UK corporate tax rate	—	9.6
- adjustments to prior year	1.8	(13.1)
	263.1	166.8
Total taxation charge	538.1	417.0
Comprising:		
- United Kingdom	25.3	41.8
- United States	499.5	357.4
- Canada	13.3	17.8
	538.1	417.0

The tax charge comprises a charge of $568m (2022: $456m) relating to tax on the profit before amortisation of $2,273m (2022: related to the profit before exceptional items and amortisation of $1,824m), together with a credit of $30m (2022: $39m) on amortisation of $118m (2022: on exceptional items and amortisation of $156m).

The differences between the tax charge for the year of 25% and the standard rate of corporation tax in the UK of 19.5% are explained below:

	2023	2022
	$m	$m
Profit on ordinary activities before tax	2,155.8	1,668.1
Profit on ordinary activities multiplied by the rate of corporation tax in the UK of 19.5% (2022: 19%)	420.2	316.9
Effects of:		
Use of foreign tax rates on overseas income	123.2	94.7
Adjustments due to changes in UK corporate tax rate	—	9.6
Adjustments to prior years	(5.8)	(6.4)
Other	0.5	2.2
Total taxation charge	538.1	417.0

8. Earnings per share

	2023			2022		
	Earnings	Weighted average no.of shares	Per share amount	Earnings	Weighted average no.of shares	Per share amount
	$m	million	cents	$m	million	cents
Basic earnings per share	1,617.7	439.1	368.4	1,251.1	445.3	280.9
Share options and share plan awards	—	2.8	(2.3)	—	1.9	(1.2)
Diluted earnings per share	1,617.7	441.9	366.1	1,251.1	447.2	279.7

Adjusted earnings per share may be reconciled to basic earnings per share as follows:

	2023	2022
	cents	cents
Basic earnings per share	368.4	280.9
Amortisation of intangibles	26.8	24.4
Exceptional items	—	10.6
Tax on exceptional items and amortisation	(6.7)	(8.8)
Adjusted earnings per share	388.5	307.1

9. Dividends

	2023	2022
	$m	$m
Final dividend paid on 9 September 2022 of 67.50¢ (2022: 48.24¢) per 10p ordinary share	291.7	215.3
Interim dividend paid on 9 February 2023 of 15.00¢ (2022: 12.50¢) per 10p ordinary share	64.9	56.2
	356.6	271.5

Reconciliation to consolidated cash flow statement

Dividends declared (recognised in the consolidated statement of changes in equity)	356.6	271.5
Translation adjustment	1.2	(2.2)
Dividends paid	357.8	269.3

In addition, the directors are proposing a final dividend in respect of the year ended 30 April 2023 of 85.0¢ (2022: 67.5¢) per share which will absorb $372m of shareholders' funds, based on the 437m shares qualifying for dividend on 12 June 2023. Subject to approval by shareholders, it will be paid on 12 September 2023 to shareholders who are on the register of members on 11 August 2023.

Dividends are declared in US dollars and paid in sterling unless shareholders elect to receive their dividend in US dollars. The exchange rate used to determine the sterling dividend is set based on the average exchange rate for the five working days prior to the dividend currency exchange rate announcement.

Dividends are recognised in the consolidated statement of changes in equity on the date in which the liability arises. Dividends are included in the consolidated statement of cash flows on the date of payment. As dividends are paid in both sterling as well as US dollars, a translation adjustment arises when the date at which the liability arose differs from the payment date.

10. Inventories

	2023	2022
	$m	$m
Raw materials, consumables and spares	102.5	77.7
Goods for resale	78.8	90.8
	181.3	168.5

11. Trade and other receivables

	2023	2022
	$m	$m
Trade receivables	1,492.0	1,259.6
Less: loss allowance	(107.2)	(85.6)
	1,384.8	1,174.0
Other receivables		
- Accrued revenue	109.6	106.5
- Other	164.8	109.9
	1,659.2	1,390.4

The fair values of trade and other receivables are not materially different to the carrying values presented.

(a) Trade receivables: credit risk

The Group's exposure to the credit risk inherent in its trade receivables and the associated risk management techniques that the Group deploys in order to mitigate this risk are discussed in Note 25. The credit periods offered to customers vary according to the credit risk profiles of, and the invoicing conventions established in, the Group's markets. The contractual terms on invoices issued to customers vary between North America and the UK in that, invoices issued by Sunbelt UK are payable within 30-60 days whereas, invoices issued by Sunbelt US and Sunbelt Canada are payable on receipt. Therefore, on this basis, a significant proportion of the Group's trade receivables are contractually past due. The loss allowance is calculated based on prior experience reflecting the level of uncollected receivables over the last year within each business adjusted for factors that are specific to the receivables, the industry in which we operate and the economic environment. Accordingly, the loss allowance cannot be attributed to specific receivables so the aged analysis of trade receivables, including those past due, is shown gross of the loss allowance.

On this basis, the ageing analysis of trade receivables, including those past due, is as follows:

		Trade receivables past due by:				
	Current	Less than 30 days	30 – 60 days	60 – 90 days	More than 90 days	Total
	$m	$m	$m	$m	$m	$m
Carrying value at 30 April 2023	87.0	741.2	368.7	142.6	152.5	1,492.0
Carrying value at 30 April 2022	100.6	629.6	293.8	115.7	119.9	1,259.6

In practice, Sunbelt US and Sunbelt Canada operate on 30-day terms and consider receivables past due if they are unpaid after 30 days. On this basis, the Group's ageing of trade receivables, including those past due, is as follows:

		Trade receivables past due by:				
	Current	Less than 30 days	30 – 60 days	60 – 90 days	More than 90 days	Total
	$m	$m	$m	$m	$m	$m
Carrying value at 30 April 2023	787.9	395.1	153.1	51.8	104.1	1,492.0
Carrying value at 30 April 2022	697.4	314.2	125.9	44.1	78.0	1,259.6

(b) Movement in the loss allowance

	2023	2022
	$m	$m
At 1 May	85.6	73.8
Amounts written off or recovered during the year	(25.4)	(17.7)
Increase in allowance recognised in income statement	47.3	31.2
Currency movements	(0.3)	(1.7)
At 30 April	107.2	85.6

12. Cash and cash equivalents

	2023	2022
	$m	$m
Cash and cash equivalents	29.9	15.3

The carrying amount of cash and cash equivalents approximates to their fair value.

13. Property, Plant and Equipment

	Land and buildings	Rental equipment	Office and workshop equipment	Motor vehicles	Total
	$m	$m	$m	$m	$m
Cost or valuation					
At 1 May 2021	459.2	11,854.9	341.6	884.5	13,540.2
Exchange differences	(10.7)	(156.8)	(7.5)	(11.7)	(186.7)
Acquisitions	0.7	738.6	6.0	43.0	788.3
Reclassifications	—	(0.5)	0.1	0.4	—
Additions	106.4	1,999.2	73.6	218.1	2,397.3
Disposals	(6.8)	(896.6)	(10.7)	(68.0)	(982.1)
At 30 April 2022	548.8	13,538.8	403.1	1,066.3	15,557.0
Exchange differences	(3.1)	(48.1)	(1.1)	(3.7)	(56.0)
Acquisitions	25.6	618.6	(2.5)	39.8	681.5
Reclassifications	—	(2.0)	2.0	—	—
Additions	164.5	3,262.1	113.5	232.0	3,772.1
Disposals	(7.5)	(1,543.8)	(12.7)	(108.5)	(1,672.5)
At 30 April 2023	728.3	15,825.6	502.3	1,225.9	18,282.1
Depreciation					
At 1 May 2021	169.2	4,946.0	227.1	421.8	5,764.1
Exchange differences	(4.9)	(73.2)	(5.2)	(6.3)	(89.6)
Acquisitions	0.4	281.8	2.0	18.8	303.0
Reclassifications	—	0.1	0.1	(0.2)	—
Charge for the period	34.5	1,213.4	52.3	98.7	1,398.9
Disposals	(4.3)	(643.6)	(8.6)	(55.5)	(712.0)
At 30 April 2022	194.9	5,724.5	267.7	477.3	6,664.4
Exchange differences	(1.0)	(22.2)	(0.7)	(1.4)	(25.3)
Acquisitions	0.7	207.8	0.5	16.4	225.4
Reclassifications	—	(0.3)	0.3	—	—
Charge for the period	35.4	1,384.0	60.7	120.4	1,600.5
Disposals	(7.1)	(1,117.3)	(9.9)	(89.7)	(1,224.0)
At 30 April 2023	222.9	6,176.5	318.6	523.0	7,241.0
Net book value					
At 30 April 2023	505.4	9,649.1	183.7	702.9	11,041.1
At 30 April 2022	353.9	7,814.3	135.4	589.0	8,892.6

$13m of rebuild costs were capitalised in the year (2022: $14m). Included within prior year depreciation is an impairment charge of $9m.

14. Right-of-use assets

	Property leases	Other leases	Total
	$m	$m	$m
Cost or valuation			
At 1 May 2021	1,787.2	17.2	1,804.4
Exchange differences	(21.6)	(1.6)	(23.2)
Additions	331.0	8.4	339.4
Acquisitions	125.9	—	125.9
Remeasurement	35.0	—	35.0
Disposals	(11.6)	(3.7)	(15.3)
At 30 April 2022	2,245.9	20.3	2,266.2
Exchange differences	(16.7)	—	(16.7)
Additions	324.5	10.4	334.9
Acquisitions	151.5	—	151.5
Remeasurement	53.4	—	53.4
Disposals	(15.1)	(2.6)	(17.7)
At 30 April 2023	2,743.5	28.1	2,771.6
Depreciation			
At 1 May 2021	253.7	4.8	258.5
Exchange differences	(5.5)	(0.5)	(6.0)
Charge for the period	151.4	2.7	154.1
Disposals	(2.8)	(2.4)	(5.2)
At 30 April 2022	396.8	4.6	401.4
Exchange differences	(2.7)	—	(2.7)
Charge for the period	167.8	3.8	171.6
Disposals	(3.2)	(1.5)	(4.7)
At 30 April 2023	558.7	6.9	565.6
Net book value			
At 30 April 2023	2,184.8	21.2	2,206.0
At 30 April 2022	1,849.1	15.7	1,864.8

Included within prior year depreciation is an impairment charge of $6m.

15. Intangible assets including goodwill

		Other intangible assets				
	Goodwill	Brand names	Customer lists	Contract related	Total	Total
	$m	$m	$m	$m	$m	$m
Cost or valuation						
At 1 May 2021	1,796.1	29.5	733.5	91.6	854.6	2,650.7
Recognised on acquisition	523.1	—	181.6	20.6	202.2	725.3
Exchange differences	(19.2)	(0.5)	(13.8)	(3.3)	(17.6)	(36.8)
At 30 April 2022	2,300.0	29.0	901.3	108.9	1,039.2	3,339.2
Recognised on acquisition	574.0	0.5	166.0	4.1	170.6	744.6
Exchange differences	(8.5)	(0.1)	(9.3)	(0.5)	(9.9)	(18.4)
At 30 April 2023	2,865.5	29.4	1,058.0	112.5	1,199.9	4,065.4
Amortisation						
At 1 May 2021	—	28.4	361.8	77.1	467.3	467.3
Charge for the period	—	0.3	83.9	24.4	108.6	108.6
Exchange differences	—	(0.4)	(8.4)	(3.2)	(12.0)	(12.0)
At 30 April 2022	—	28.3	437.3	98.3	563.9	563.9
Charge for the period	—	0.7	110.0	7.0	117.7	117.7
Exchange differences	—	(0.1)	(4.7)	(0.3)	(5.1)	(5.1)
At 30 April 2023	—	28.9	542.6	105.0	676.5	676.5
Net book value						
At 30 April 2023	2,865.5	0.5	515.4	7.5	523.4	3,388.9
At 30 April 2022	2,300.0	0.7	464.0	10.6	475.3	2,775.3

Goodwill acquired in a business combination is allocated at acquisition to the cash-generating units ('CGUs') that benefit from that business combination. Goodwill allocated to each of the Group's CGUs is as follows:

	2023	2022
	$m	$m
Sunbelt US		
Power & HVAC	292.3	245.1
Climate Control	85.3	75.2
General equipment and related businesses	1,927.0	1,657.1
	2,304.6	1,977.4
Sunbelt UK		
Engineered Access	32.4	32.4
General equipment and related businesses	182.4	72.5
	214.8	104.9
Sunbelt Canada		
General equipment and related businesses	346.1	217.7
Total goodwill	2,865.5	2,300.0

For the purposes of determining potential goodwill impairment, recoverable amounts are determined from value in use calculations using cash flow projections based on the Group's financial plans covering a three-year period which were adopted and approved by the Board in April 2023. The key assumptions for these financial plans are those regarding revenue growth, margins and capital expenditure required to replace the rental fleet and support

the growth forecast which management estimates based on past experience, market conditions and expectations for the future development of the market, including consideration of the risks and opportunities related to climate-related matters as detailed within the Group's TCFD disclosures. The projections consist of the 2023/24 budget, a further two years from the Group's business plan and a further seven years' cash flows. The valuation uses an annual growth rate to determine the cash flows beyond the three-year forecast period of 2%, which does not exceed the average long-term growth rates for the relevant markets, a terminal value reflective of market multiples and discount rates of 10% (2022: 11%), 11% (2022: 10%) and 10% (2022: 11%) for the US, UK and Canadian businesses respectively. The discount rates for each country are determined by reference to the Group's weighted average cost of capital.

The impairment review is potentially sensitive to changes in key assumptions used, most notably the discount rate and the annuity growth rates. A sensitivity analysis has been undertaken by changing the key assumptions used for each CGU in the US, UK and Canada. Based on this sensitivity analysis, no reasonably possible change in the assumptions resulted in the recoverable amount for the CGUs identified above to fall below their carrying value.

US

General equipment and related businesses

Revenue for the general equipment business is linked primarily to US non-residential construction spend, which, based on market forecasts, is expected to grow during the business plan period, underpinned by a significant level of large scale, multi-year projects. The general equipment and related businesses have grown more rapidly than both the non-residential construction market and the broader rental market in recent years and this outperformance is expected to continue over the business plan period, although not necessarily to the same degree. EBITDA margins are forecast to improve slightly as inflationary cost pressures ease and the businesses benefit from operational efficiencies and increased scale.

Power and HVAC and Climate Control

Revenue for the Power and HVAC and Climate Control businesses is in part linked to the level of non-residential construction and also general levels of economic activity. These businesses are also expected to benefit from increased rental penetration. EBITDA margins are forecast to improve slightly as the businesses benefit from higher rental penetration, operational efficiencies and increased scale.

UK

Revenue for each of the UK CGUs is linked primarily to UK non-residential construction spend. This market is more challenging than in the US, with structural growth opportunities more difficult to achieve due to a higher level of rental penetration in the market. The market is expected to grow over the business plan period. The Engineered Access business is also reliant on the events market which is also expected to grow over the plan period. EBITDA margins are forecast to improve as the businesses focus on operational improvement and leveraging the platform.

Canada

Revenue for Canada is linked primarily to Canadian non-residential construction spend which, based on market forecasts, is expected to grow during the business plan period. The Canadian business has grown over the last three years more quickly than non-residential construction and we expect it to continue to perform ahead of the market over the forecast period, although not necessarily to the same degree as over recent years. EBITDA margins are forecast to increase as the business benefits from the integration of recent acquisitions, operational improvement and increased scale.

16. Other non-current assets

	2023	2022
	$m	$m
HMRC state aid payment	44.7	44.7
Financial asset investments	41.3	40.0
Insurance receivable	13.1	16.5
Other	90.8	56.3
	189.9	157.5

Non-current assets include the HMRC state aid payment which relates to amounts paid to HMRC in accordance with the charging notice received in relation to the ongoing state aid investigation (further details are included in Note 28).

The financial asset investments of $41m (April 2022: $40m) represent two targeted investments in early development-stage companies, which have been made in the US as part of the Group's activity to support the transition to a lower carbon economy.

17. Trade and other payables

	2023	2022
	$m	$m
Trade payables	581.6	399.2
Other taxes and social security	71.3	55.9
Accruals and deferred income	880.7	742.0
	1,533.6	1,197.1

Trade and other payables include amounts relating to the purchase of fixed assets of $606m (2022: $363m). The fair values of trade and other payables are not materially different from the carrying values presented.

18. Lease liabilities

Amounts recognised in the balance sheet

	2023	2022
	$m	$m
Maturity analysis – undiscounted cash flows:		
Less than one year	240.2	196.2
One to two years	239.4	196.1
Two to three years	236.2	193.9
Three to four years	231.2	189.7
Four to five years	224.1	184.6
More than five years	2,339.1	1,864.0
Total undiscounted lease liabilities at 30 April	3,510.2	2,824.5
Impact of discounting	(1,115.9)	(829.3)
Lease liabilities included in the balance sheet	2,394.3	1,995.2
Included in current liabilities	233.2	188.6
Included in non-current liabilities	2,161.1	1,806.6
	2,394.3	1,995.2

Amounts recognised in the income statement

	2023	2022
	$m	$m
Depreciation of right-of-use assets	171.6	154.1
Interest on lease liabilities	100.9	80.7
Expense relating to short-term leases	1.7	1.6
Expense relating to variable lease payments	17.7	7.8
	291.9	244.2
Income from sub-leasing right-of-use assets	(27.9)	(20.6)
	264.0	223.6

Amounts recognised in the statement of cash flows

	2023	2022
	$m	$m
Financing costs paid in relation to lease liabilities	100.9	79.7
Repayment of principal under lease liabilities	109.5	107.6
Total cash outflow for leases	210.4	187.3

19. Borrowings

	2023	2022
	$m	$m
Non-current		
First priority senior secured bank debt	2,038.4	2,108.1
1.500% senior notes, due 2026	546.8	545.8
4.375% senior notes, due 2027	595.6	594.8
4.000% senior notes, due 2028	595.1	594.3
4.250% senior notes, due 2029	594.6	593.9
2.450% senior notes, due 2031	743.9	743.2
5.500% senior notes, due 2032	737.8	—
5.550% senior notes, due 2033	742.9	—
	6,595.1	5,180.1

The senior secured bank debt is secured by way of fixed and floating charges over substantially all the Group's property, plant and equipment, inventory and trade receivables. The senior notes are guaranteed by Ashtead Group plc and all its principal subsidiary undertakings.

First priority senior secured credit facility

At 30 April 2023, $4.5bn was committed by our senior lenders under the asset-based senior secured revolving credit facility ('ABL facility') until August 2026. The amount utilised was $2,152m (including letters of credit totalling $73m). The ABL facility is secured by a first priority interest in substantially all of the Group's assets. Pricing for the $4.5bn revolving credit facility is based on average availability according to a grid, varying from the applicable benchmark interest rate plus 125bp to 150bp. The applicable benchmark interest rate is based on term SOFR for US dollar loans, SONIA for sterling loans and CDOR for Canadian dollar loans. At 30 April 2023, the borrowing rate was the applicable benchmark interest rate plus 150bp.

The only financial performance covenant under the asset-based first priority senior bank facility is a fixed charge ratio (comprising LTM EBITDA before exceptional items less LTM net capital expenditure paid in cash over the sum of scheduled debt repayments plus cash interest, cash tax payments and dividends paid in the last 12 months) which must be equal to or greater than 1.0 times.

This covenant does not, however, apply when availability (the difference between the borrowing base and facility utilisation) exceeds $450m. At 30 April 2023 availability under the bank facility for covenant purposes was $2,573m ($2,537m at 30 April 2022), with an additional $4,968m of suppressed availability meaning that the covenant was not measured at 30 April 2023 and is unlikely to be measured in forthcoming quarters.

Senior notes

At 30 April 2023 the Group, through its wholly owned subsidiary Ashtead Capital, Inc., had seven series of senior notes outstanding. The $550m 1.500% notes are due on 12 August 2026, the $600m 4.375% notes are due on 15 August 2027, the $600m 4.000% notes are due on 1 May 2028, the $600m 4.250% notes are due on 1 November 2029, the $750m 2.450% notes are due on 12 August 2031, the $750m 5.500% notes are due on 11 August 2032 and the $750m 5.550% notes are due on 30 May 2033.

The rates of interest at the balance sheet date were as follows:

		2023	2022
First priority senior secured bank debt	- revolving advances in dollars	6.414%	1.990%
Senior notes	- $550m nominal value	1.500%	1.500%
	- $600m nominal value	4.375%	4.375%
	- $600m nominal value	4.000%	4.000%
	- $600m nominal value	4.250%	4.250%
	- $750m nominal value	2.450%	2.450%
	- $750m nominal value	5.500%	-
	- $750m nominal value	5.550%	-

20. Provisions

	Insurance	Contingent consideration	Other	Total
	$m	$m	$m	$m
At 1 May 2022	96.3	33.4	7.1	136.8
Acquired businesses	—	35.8	—	35.8
Exchange differences	—	1.1	(0.2)	0.9
Utilised	(67.2)	(21.9)	(1.0)	(90.1)
Released	—	(2.5)	—	(2.5)
Charged in the year	71.8	—	—	71.8
Amortisation of discount	1.0	0.8	—	1.8
At 30 April 2023	101.9	46.7	5.9	154.5

	2023	2022
	$m	$m
Included in current liabilities	78.6	68.8
Included in non-current liabilities	75.9	68.0
	154.5	136.8

Insurance provisions relate to the discounted estimated gross liability in respect of claims, including automotive, workers' compensation and general liability, to be incurred for events occurring up to the year-end and covered under the Group's insurance programmes, which are expected to be utilised over a period of approximately eight years. The provision is established based on advice received from independent actuaries of the estimated total cost of the insured risk based on historical claims experience. $21m (2022: $29m) of this total liability is due from insurers and is included within 'Other receivables'.

The provision for contingent consideration relates to recent acquisitions and is based on the post-acquisition performance of the acquired businesses. The consideration is expected to be paid out over the next two years and is reassessed at each reporting date.

21. Deferred tax

	Accelerated tax depreciation	Tax losses	Other assets from temporary differences	Other liabilities from temporary differences	Total
	$m	$m	$m	$m	$m
At 1 May 2022	1,791.8	(15.3)	(174.2)	93.1	1,695.4
Exchange differences	(3.5)	(0.3)	0.4	(0.7)	(4.1)
Charged/(credited) to income statement	339.7	(3.3)	(85.3)	12.0	263.1
Credited to equity	—	(0.2)	(0.2)	(0.7)	(1.1)
Acquisitions	21.2	(3.6)	0.4	24.0	42.0
At 30 April 2023	2,149.2	(22.7)	(258.9)	127.7	1,995.3

The Group has not recognised a deferred tax asset of $15m (2022: $14m) in the US and $2m (2022: $2m) in the UK in respect of certain losses carried forward where it was not considered probable at the balance sheet date that these losses would be utilised.

At the balance sheet date, no temporary differences associated with undistributed earnings of subsidiaries are considered to exist as UK tax legislation largely exempts overseas dividends received from UK tax.

22. Share capital and reserves

Ordinary shares of 10p each:

	30 April 2023	30 April 2022	30 April 2023	30 April 2022
	Number	Number	$m	$m
Issued and fully paid	451,354,833	451,354,833	81.8	81.8

During the year, the Company purchased 5.2m ordinary shares at a total cost of $261m (£218m) under the Group's share buyback programme, which are held in treasury. At 30 April 2023, 12.9m (April 2022: 7.7m) shares were held by the Company ($741m; April 2022: $480m) and a further 1.0m (April 2022: 1.2m) shares were held by the Company's Employee Share Ownership Trust ($39m; April 2022: $45m).

23. Share-based payments

The ESOT facilitates the provision of shares under the Group's long-term incentive plans. It holds a beneficial interest in 986,767 ordinary shares of the Company acquired at an average cost of 2,935p (3,931¢) per share. The shares had a market value of $57m (£45m) at 30 April 2023. The ESOT has waived the right to receive dividends on the shares it holds. The costs of operating the ESOT are borne by the Group but are not significant.

Details of the awards given under the long-term incentive plans are given on pages 107 and 108, and 114 and 115. The costs of these schemes are charged to the income statement over the vesting period, based on the fair value of the award at the grant date and the likelihood of allocations vesting under the schemes. In 2023, there was a net charge to pre-tax profit in respect of the long-term incentive awards of $45m (2022: $48m). After tax, the total charge was $35m (2022: $37m).

The fair value of awards granted during the year is estimated using a Black-Scholes option pricing model with the following assumptions:

	July 2022
Share price at grant date	3,474p
Exercise price	—
Dividend yield	2.11%
Volatility	74.63%
Risk-free rate	1.79%
Expected life	36 months

Expected volatility was determined by calculating the historical volatility over the previous three years. The expected life used in the model is based on the terms of the plan.

Details of the long-term incentive awards outstanding during the year are as follows:

	2023		2022	
	Number	Weighted average fair value at grant date	Number	Weighted average fair value at grant date
Outstanding at 1 May	2,986,439	3,871p	2,965,144	3,279p
Granted	822,191	3,272p	592,841	5,385p
Exercised	(542,004)	2,223p	(482,958)	2,174p
Expired/lapsed	(52,595)	3,849p	(88,588)	3,428p
Outstanding at 30 April	3,214,031	4,005p	2,986,439	3,871p
Exercisable at 30 April	—	n/a	—	n/a

The weighted average share price of those awards exercised during the year was 3,484p (2022: 5,426p). The weighted average remaining contractual life of the share options outstanding at 30 April 2023 was 14 months (2022: 18 months).

24. Pensions

Defined contribution plans

The Group operates pension plans for the benefit of qualifying employees. The plans for new employees throughout the Group are all defined contribution plans. Pension costs for defined contribution plans were $40m (2022: $34m).

Defined benefit plan

The Group also has a defined benefit plan which was closed to new members in 2001 and closed to future accrual in October 2020. The plan is a funded defined benefit plan with trustee-administered assets held separately from those of the Group. During the year, the Trustees were composed of representatives of both the Company and plan members, including one of whom who was a corporate trustee. Subsequent to year end, the corporate trustee has been appointed as sole trustee to the plan. The Trustees are required by law to act in the interest of all relevant beneficiaries and are responsible for the investment policy of the assets and the day-to-day administration of the benefits.

The plan is a final salary plan which provides members a guaranteed level of pension payable for life. The level of benefits provided by the plan depends on members' length of service and their salary at the date of leaving the plan.

The plan's duration is an indicator of the weighted-average time until benefit payments are made. For the plan as a whole, the duration at 30 April 2023 is approximately 16 years. The Group does not expect contributions to be paid to the plan during the 2023/24 financial year.

The plan exposes the Group to a number of risks, the most significant being investment risk, interest rate risk, inflation risk and life expectancy risk.

The most recent actuarial valuation was carried out as at 30 April 2022 by a qualified independent actuary and showed a funding surplus of £11.1m ($13.9m at April 2023 exchange rate). The actuary was engaged by the Company to perform a valuation in accordance with IAS 19 (revised) as at 30 April 2023. The principal financial assumptions made by the actuary were as follows:

	2023	2022
Discount rate	4.8%	3.1%
Inflation assumption – RPI	3.2%	3.4%
– CPI	2.3%	3.2%
Rate of increase in pensions in payment	3.0%	3.3%

Pensioner life expectancy assumed in the 30 April 2023 update is based on the 'S3PA CMI 2021' projection model mortality tables adjusted so as to apply a minimum annual rate of improvement of 1.25% a year. Samples of the ages to which pensioners are assumed to live are as follows:

	2023	2022
Life expectancy of pensioners currently aged 65		
Male	85.9	86.2
Female	87.7	88.1
Life expectancy at age 65 for future pensioner currently aged 45		
Male	87.2	87.5
Female	89.3	89.6

The plan's assets are invested in the following asset classes:

	Fair value	
	2023	2022
	$m	$m
UK equities	—	36.9
US equities	—	42.6
Japanese equities	—	7.5
Emerging market equities	—	3.9
Global loan fund	—	12.1
Buy and maintain fund	17.5	7.3
Liability driven investment funds	77.2	19.0
Infrastructure	—	11.0
Cash and cash equivalents	11.2	0.9
	105.9	141.2

The amounts recognised in the balance sheet are determined as follows:

	2023	2022
	$m	$m
Fair value of plan assets	105.9	141.2
Present value of funded defined benefit obligation	(87.5)	(122.7)
Net asset recognised in the balance sheet	18.4	18.5

The components of the defined benefit cost recognised in the income statement are as follows:

	2023	2022
	$m	$m
Net interest on the net defined benefit plan	0.6	0.1
Net income in the income statement	0.6	0.1

The remeasurements of the defined benefit plan recognised in the statement of comprehensive income are as follows:

	2023	2022
	$m	$m
Actuarial gain due to changes in financial assumptions	33.6	18.1
Actuarial gain due to changes in demographic assumptions	1.4	0.2
Actuarial loss arising from experience adjustments	(1.6)	(1.8)
Loss on plan assets excluding amounts recognised in net interest	(36.3)	(5.1)
Remeasurement of the defined benefit pension plan	(2.9)	11.4

Movements in the present value of defined benefit obligations were as follows:

	2023	2022
	$m	$m
At 1 May	122.7	152.3
Interest cost	3.6	3.0
Remeasurements		
- Actuarial gain due to changes in financial assumptions	(33.6)	(18.1)
- Actuarial gain due to changes in demographic assumptions	(1.4)	(0.2)
- Actuarial loss arising from experience adjustments	1.6	1.8
Benefits paid	(3.9)	(3.2)
Exchange differences	(1.5)	(12.9)
At 30 April	87.5	122.7

The key assumptions used in valuing the defined benefit obligation are: discount rate, inflation and mortality. The sensitivity of the results to these assumptions is as follows:

- An increase in the discount rate of 0.5% would result in a $6m (2022: $9m) decrease in the defined benefit obligation.
- An increase in the inflation rate of 0.5% would result in a $5m (2022: $8m) increase in the defined benefit obligation. This includes the resulting change to other assumptions that are related to inflation such as pensions and salary growth.
- A one-year increase in the pensioner life expectancy at age 65 would result in a $3m (2022: $6m) increase in the defined benefit obligation.

The above sensitivity analyses have been determined based on reasonably possible changes to the significant assumptions, while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some assumptions may be correlated. The sensitivity information shown above has been prepared using the same method as adopted when adjusting the results of the latest funding valuation to the balance sheet date. This is the same approach as has been adopted in previous periods.

Movements in the fair value of plan assets were as follows:

	2023	2022
	$m	$m
At 1 May	141.2	158.5
Interest income	4.2	3.1
Remeasurement – loss on plan assets excluding amounts recognised in net interest	(36.3)	(5.1)
Employer contributions	2.2	2.5
Benefits paid	(3.9)	(3.2)
Exchange differences	(1.5)	(14.6)
At 30 April	105.9	141.2

The actual return on plan assets was a loss of $32m (2022: $2m).

25. Financial risk management

The Group's trading and financing activities expose it to various financial risks that, if left unmanaged, could adversely impact on current or future earnings. Although not necessarily mutually exclusive, these financial risks are categorised separately according to their different generic risk characteristics and include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk.

It is the role of the Group treasury function to manage and monitor the Group's financial risks and internal and external funding requirements in support of the Group's corporate objectives. Treasury activities are governed by policies and procedures approved by the Board and monitored by the Finance and Administration Committee. In particular, the Board of directors or, through delegated authority, the Finance and Administration Committee, approves any derivative transactions. Derivative transactions are only undertaken for the purposes of managing interest rate risk and currency risk. The Group does not trade in financial instruments. The Group maintains treasury control systems and procedures to monitor liquidity, currency, credit and financial risks.

Market risk

The Group's activities expose it primarily to interest rate and currency risk. Interest rate risk is monitored on a continuous basis and managed, where appropriate, through the use of interest rate swaps whereas, the use of forward foreign exchange contracts to manage currency risk is considered on an individual non-trading transaction basis. The Group is not exposed to commodity price risk or equity price risk as defined in IFRS 7.

Interest rate risk

Management of fixed and variable rate debt

The Group has fixed and variable rate debt in issue with 69% of the drawn debt at a fixed rate as at 30 April 2023, excluding lease liabilities. The Group's accounting policy requires all borrowings to be held at amortised cost. As a result, the carrying value of fixed rate debt is unaffected by changes in credit conditions in the debt markets and there is therefore no exposure to fair value interest rate risk. The Group's debt that bears interest at a variable rate comprises all outstanding borrowings under the senior secured credit facility. Pricing is based on average availability according to a grid, varying from the applicable benchmark interest rate plus 125bp to 150bp. The applicable benchmark interest rate is based on term SOFR for US dollar loans, SONIA for sterling loans and CDOR for Canadian dollar loans. At 30 April 2023, the borrowing rate was the applicable benchmark interest rate plus 150bp. The Group periodically utilises interest rate swap agreements to manage and mitigate its exposure to changes in interest rates. However, during the year ended and as at 30 April 2023, the Group had no such swap agreements outstanding. The Group also may at times hold cash and cash equivalents which earn interest at a variable rate.

Net variable rate debt sensitivity

At 30 April 2023, based upon the amount of variable rate debt outstanding, the Group's pre-tax profits would change by approximately $21m for each one percentage point change in interest rates applicable to the variable rate debt and, after tax effects, equity would change by approximately $16m.

Currency risk

Currency risk is predominantly translation risk as there are no significant transactions in the ordinary course of business that take place between foreign entities. The Group's reporting currency is US dollars. The majority of our assets, liabilities, revenue and costs are denominated in US dollars, but sterling and Canadian dollars make up 25% of our net assets. Fluctuations in the value of pounds sterling and Canadian dollars with respect to US dollars may have an impact on our financial condition and results of operations as reported in US dollars. The Group's financing is arranged such that the majority of its debt and interest expense is in US dollars. At 30 April 2023, 88% of its debt (including lease liabilities) was denominated in US dollars.

The Group's exposure to exchange rate movements on trading transactions is relatively limited. All Group companies invoice revenue in their respective local currency and generally incur expense and purchase assets in their local currency. Consequently, the Group does not routinely hedge either forecast foreign exchange exposures or the impact of exchange rate movements on the translation of overseas profits into dollars. Where the Group does hedge, it maintains appropriate hedging documentation. Foreign exchange risk on significant non-trading transactions is considered on an individual basis.

Resultant impacts of reasonably possible changes to foreign exchange rates

Based on the current currency mix of our profits and on current sterling and dollar debt levels, interest and exchange rates at 30 April 2023, a 1% change in the pound sterling and Canadian dollar to US dollar exchange rates would impact pre-tax profit by $0.2m and equity by approximately $15m. At 30 April 2023, the Group had no outstanding foreign exchange contracts.

Credit risk

The Group's principal financial assets are cash and bank balances and trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of loss allowances. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The carrying amount of financial assets recorded in the financial statements, which are net of impairment losses, represent the Group's maximum exposure to credit risk.

The Group has a large number of unrelated customers, serving over 800,000 during the financial year, and does not have any significant credit exposure to any particular customer. Each business segment manages its own exposure to credit risk according to the economic circumstances and characteristics of the markets they serve. The Group believes that management of credit risk on a devolved basis enables it to assess and manage it more effectively. However, broad principles of credit risk management practice are observed across the Group, such as the use of credit reference agencies and the maintenance of credit control functions.

Liquidity risk

Liquidity risk is the risk that the Group could experience difficulties in meeting its commitments to creditors as financial liabilities fall due for payment.

The Group uses both short and long-term cash forecasts to assist in monitoring cash flow requirements ensuring sufficient cash is available to meet operational needs. The Group monitors available facilities against forward requirements on a regular basis.

The Group generates significant free cash flow before investment (defined as cash flow from operations less replacement capital expenditure net of proceeds of asset disposals, interest paid and tax paid). This free cash flow before investment is available to the Group to invest in growth capital expenditure, acquisitions, dividend payments and other returns to shareholders or to reduce debt.

In addition to the strong free cash flow from normal trading activities, additional liquidity is available through the Group's ABL facility. At 30 April 2023, availability under the $4.5bn facility was $2,573m ($2,537m at 30 April 2022), which compares with the threshold of $450m, above which the covenant does not apply.

Contractual maturity analysis

Trade receivables, the principal class of non-derivative financial asset held by the Group, are settled gross by customers.

The following table presents the Group's outstanding contractual maturity profile for its non-derivative financial liabilities, excluding trade and other payables which fall due within one year and lease liabilities which are analysed in Note 18. The analysis presented is based on the undiscounted contractual maturities of the Group's financial liabilities, including any interest that will accrue, except where the Group is entitled and intends to repay a financial liability, or part of a financial liability, before its contractual maturity. The undiscounted cash flows have been calculated using foreign currency exchange rates and interest rates ruling at the balance sheet date.

At 30 April 2023

	Undiscounted cash flows – year to 30 April						
	2024	2025	2026	2027	2028	Thereafter	Total
	$m	$m	$m	$m	$m	$m	$m
Bank and other debt	—	—	—	2,038.4	—	—	2,038.4
1.500% senior notes	—	—	—	550.0	—	—	550.0
4.375% senior notes	—	—	—	—	600.0	—	600.0
4.000% senior notes	—	—	—	—	—	600.0	600.0
4.250% senior notes	—	—	—	—	—	600.0	600.0
2.450% senior notes	—	—	—	—	—	750.0	750.0
5.500% senior notes	—	—	—	—	—	750.0	750.0
5.550% senior notes	—	—	—	—	—	750.0	750.0
	—	—	—	2,588.4	600.0	3,450.0	6,638.4
Interest payments	316.0	316.0	316.0	219.5	158.4	487.0	1,812.9
	316.0	316.0	316.0	2,807.9	758.4	3,937.0	8,451.3

Letters of credit of $73m (2022: $57m) are provided and guaranteed under the ABL facility which expires in August 2026.

At 30 April 2022

	Undiscounted cash flows – year to 30 April						
	2023	2024	2025	2026	2027	Thereafter	Total
	$m	$m	$m	$m	$m	$m	$m
Bank and other debt	—	—	—	—	2,108.1	—	2,108.1
1.500% senior notes	—	—	—	—	550.0	—	550.0
4.375% senior notes	—	—	—	—	—	600.0	600.0
4.000% senior notes	—	—	—	—	—	600.0	600.0
4.250% senior notes	—	—	—	—	—	600.0	600.0
2.450% senior notes	—	—	—	—	—	750.0	750.0
	—	—	—	—	2,658.1	2,550.0	5,208.1
Interest payments	144.4	144.4	144.4	144.4	96.8	174.6	849.0
	144.4	144.4	144.4	144.4	2,754.9	2,724.6	6,057.1

Fair value of financial instruments

Financial assets and liabilities are measured in accordance with the fair value hierarchy and assessed as Level 1, 2 or 3 based on the following criteria:

- Level 1: fair value measurement based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: fair value measurements derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: fair value measurements derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

Fair value of derivative financial instruments

At 30 April 2023, the Group had no derivative financial instruments. The embedded prepayment options included within the senior notes are either closely related to the host debt contract or immaterial and hence, are not accounted for separately. These loan notes are carried at amortised cost.

Fair value of non-derivative financial assets and liabilities

The table below provides a comparison, by category of the carrying amounts and the fair values of the Group's non-derivative financial assets and liabilities.

		At 30 April 2023		At 30 April 2022	
		Book value	Fair value	Book value	Fair value
		$m	$m	$m	$m
Long-term borrowings					
- first priority senior secured bank debt	Level 1	2,038.4	2,038.4	2,108.1	2,108.1
- 1.500% senior notes	Level 1	549.0	486.1	548.8	487.4
- 4.375% senior notes	Level 1	600.0	573.0	600.0	583.5
- 4.000% senior notes	Level 1	600.0	560.3	600.0	564.7
- 4.250% senior notes	Level 1	600.0	556.5	600.0	566.2
- 2.450% senior notes	Level 1	748.4	595.3	748.2	607.5
- 5.500% senior notes	Level 1	743.0	741.6	-	-
- 5.550% senior notes	Level 1	748.3	744.4	-	-
Total long-term borrowings		6,627.1	6,295.6	5,205.1	4,917.4
Deferred costs of raising finance		(32.0)	-	(25.0)	-
		6,595.1	6,295.6	5,180.1	4,917.4
Other financial instruments[1]					
Contingent consideration provision	Level 3	46.7	46.7	33.4	33.4
Financial asset investments	Level 3	41.3	41.3	40.0	40.0
Cash and cash equivalents	Level 1	29.9	29.9	15.3	15.3

(1) The Group's trade and other receivables, trade and other payables and lease liabilities are not shown in the table above. The carrying amounts of trade and other receivables and trade and other payables categories approximate their fair values. Required disclosures relating to lease liabilities are provided in Note 18.

Contingent consideration provisions are a Level 3 financial liability. Future anticipated payments to vendors in respect of contingent consideration are initially recorded at fair value which is the present value of the expected cash outflows of the obligations. The obligations are dependent upon the future financial performance of the businesses acquired. The fair value is estimated based on internal financial projections prepared in relation to the acquisition with the contingent consideration discounted to present value using a discount rate in line with the Group's cost of debt.

Financial asset investments are measured at fair value and are Level 3 financial assets. $21m of these assets are held at fair value through profit and loss and $20m of these assets are measured at fair value through other comprehensive income. Their fair values are estimated based on the latest transaction price and any subsequent investment-specific adjustments. Details of the movement in the fair value during the year are as follows:

	2023	2022
	$m	$m
At 1 May	40.0	—
Additions	42.4	40.0
Foreign exchange movement	(0.6)	—
Interest	1.3	—
Loss for the year	(41.8)	—
At 30 April	41.3	40.0

During the period, the Group made one new investment, namely Britishvolt ($42m), a UK company involved in the development of electric vehicle battery technology. In January 2023, Britishvolt entered administration following failure to secure additional funding and as a result, the Group has estimated the fair value of its investment to be $nil and consequently recognised a movement in the fair value of the equity component of its investment ($37m) through other comprehensive income and an impairment of the $5m convertible loan component through the income statement.

26. Notes to the cash flow statement

(a) Cash flow from operating activities

	2023	2022
	$m	$m
Operating profit	2,522.0	1,947.8
Depreciation	1,772.1	1,553.0
Amortisation	117.7	108.6
EBITDA	4,411.8	3,609.4
Profit on disposal of rental equipment	(185.1)	(78.9)
Profit on disposal of other property, plant and equipment	(19.0)	(9.0)
Increase in inventories	(4.7)	(67.2)
Increase in trade and other receivables	(209.6)	(164.1)
Increase in trade and other payables	34.2	68.8
Exchange differences	1.2	(0.6)
Other non-cash movement	44.8	48.1
Cash generated from operations before changes in rental equipment	4,073.6	3,406.5

(b) Acquisitions

	2023	2022
	$m	$m
Cash consideration paid		
- acquisitions in the period (net of cash acquired)	1,061.3	1,264.8
- contingent consideration	21.9	12.6
	1,083.2	1,277.4

During the year, 50 acquisitions were made for a total cash consideration of $1,061m (2022: $1,265m), after taking account net cash acquired of $32m (2022: $20m). Further details are provided in Note 27.

Payments for contingent consideration on prior year acquisitions were also made of $22m (2022: $13m).

(c) Analysis of net debt

Net debt consists of total borrowings less cash and cash equivalents. Borrowings exclude accrued interest. Non-US dollar denominated balances are translated to US dollars at rates of exchange ruling at the balance sheet date.

			Non-cash movements				
	1 May 2022	Cash flow	Exchange movement	Debt acquired	New lease liabilities	Other movements	30 April 2023
	$m	$m	$m	$m	$m	$m	$m
Long-term borrowings	5,180.1	1,353.5	(23.6)	77.9	—	7.2	6,595.1
Lease liabilities	1,995.2	(109.5)	(14.8)	150.0	373.4	—	2,394.3
Total liabilities from financing activities	7,175.3	1,244.0	(38.4)	227.9	373.4	7.2	8,989.4
Cash and cash equivalents	(15.3)	(15.2)	0.6	—	—	—	(29.9)
Net debt	7,160.0	1,228.8	(37.8)	227.9	373.4	7.2	8,959.5

	1 May 2021	Cash flow	Non-cash movements: Exchange movement	Non-cash movements: Debt acquired	Non-cash movements: New lease liabilities	Non-cash movements: Other movements	30 April 2022
	$m	$m	$m	$m	$m	$m	$m
Long-term borrowings	4,194.0	991.8	(29.5)	5.8	—	18.0	5,180.1
Lease liabilities	1,633.3	(107.6)	(18.4)	125.9	362.0	—	1,995.2
Total liabilities from financing activities	5,827.3	884.2	(47.9)	131.7	362.0	18.0	7,175.3
Cash and cash equivalents	(26.6)	10.5	0.8	—	—	—	(15.3)
Net debt	5,800.7	894.7	(47.1)	131.7	362.0	18.0	7,160.0

27. Acquisitions

During the year, the following acquisitions were completed:

(i) On 5 May 2022, Sunbelt UK acquired the entire share capital of Movietech Camera Rentals Limited and Movietech Cymru Limited (together 'Movietech'). Movietech is a specialty business.

(ii) On 13 May 2022, Sunbelt US acquired the business and assets of the power rental division of Filmwerks, LLC ('Filmwerks'). Filmwerks is a specialty business in North Carolina.

(iii) On 20 May 2022, Sunbelt US acquired the business and assets of Mashburn Equipment, L.L.C. ('Mashburn'). Mashburn is a general tool business in Georgia.

(iv) On 1 June 2022, Sunbelt Canada acquired the entire share capital of MacFarlands Limited ('MacFarlands'). MacFarlands is a general tool business in Nova Scotia and New Brunswick.

(v) On 8 June 2022, Sunbelt US acquired the business and assets of Amos Metz Rentals & Sales, LLC ('Amos Metz'). Amos Metz is a general tool business in California.

(vi) On 29 June 2022, Sunbelt US acquired the business and assets of George's Tool Rental, Inc. ('GTR'). GTR is a general tool business in Pennsylvania.

(vii) On 7 July 2022, Sunbelt UK acquired the entire share capital of PKE Lighting Holdings Limited ('PKE'). PKE is a specialty business.

(viii) On 13 July 2022, Sunbelt US acquired the business and assets of Milford Rent-All, Inc. ('Milford'). Milford is a general tool business in Maine.

(ix) On 15 July 2022, Sunbelt US acquired the business and assets of R&N Tool Rental, Inc. ('R&N'). R&N is a general tool business in Indiana.

(x) On 20 July 2022, Sunbelt US acquired the business and assets of Chump Management, L.C., trading as Power Equipment Rental ('PER'). PER is a general tool business in Utah.

(xi) On 22 July 2022, Sunbelt US acquired the business and assets of Harmar Contractors Equipment, Inc., ('Harmar'). Harmar is a general tool business in Pennsylvania.

(xii) On 28 July 2022, Sunbelt US acquired the business and assets of A-V Equipment Rentals, Inc. ('A-V'). A-V is a general tool business in California.

(xiii) On 2 August 2022, Sunbelt Canada acquired the entire share capital of Compact Rentals Limited ('Compact'). Compact is a general tool business in Alberta.

(xiv) On 3 August 2022, Sunbelt US acquired the business and assets of Rental Country Inc. ('Rental Country'). Rental Country is a general tool business in New Jersey.

(xv) On 10 August 2022, Sunbelt US acquired the business and assets of R.J. Lalonde, Inc. ('Lalonde'). Lalonde is a general tool business in California.

(xvi) On 24 August 2022, Sunbelt US acquired the business and assets of Alaska Pacific Rental, LLC ('APR'). APR is a general tool business in Alaska.

(xvii) On 31 August 2022, Sunbelt UK acquired the entire share capital of Optimum Power Services Limited ('OPS'). OPS is a specialty business.

(xviii) On 1 September 2022, Sunbelt Canada acquired the entire share capital of Flagro Industries Limited ('Flagro'). Flagro is a specialty business in Ontario.

(xix) On 1 September 2022, Sunbelt Canada acquired the entire share capital of Xtreme Rentals Ltd. ('Xtreme'). Xtreme is a general tool business in Alberta.

(xx) On 16 September 2022, Sunbelt US acquired the business and assets of Tel-Power Tool & Equipment Rental, Inc. ('Tel-Power'). Tel-Power is a general tool business in Pennsylvania.

(xxi) On 21 September 2022, Sunbelt US acquired the business and assets of Rent Mart, Inc., trading as Absolute Equipment ('Absolute Equipment'). Absolute Equipment is a general tool business in Pennsylvania.

(xxii) On 3 October 2022, Sunbelt UK acquired the entire share capital of Media Access Solutions (MAS) Limited ('MAS'). MAS is a specialty business.

(xxiii) On 5 October 2022, Sunbelt US acquired the business and assets of Runjesnor, Limited Partnership, trading as Bilt Rite ('Bilt Rite'). Bilt Rite is a specialty business in Texas.

(xxiv) On 11 October 2022, Sunbelt US acquired the business and assets of Comeback Rentals, LLC ('Comeback'). Comeback is a general tool business in South Carolina.

(xxv) On 12 October 2022, Sunbelt US acquired the business and assets of Presbone Corporation d/b/a Pinellas Rental Center ('PRC'). PRC is a general tool business in Florida.

(xxvi) On 19 October 2022, Sunbelt US acquired the business and assets of Meco Miami, Inc. ('Meco Miami'). Meco Miami is a general tool business in Florida.

(xxvii) On 26 October 2022, Sunbelt US acquired the business and assets of Heater Rental Services, LLC ('HRS'). HRS is a general tool and specialty business in Minnesota.

(xxviii) On 1 November 2022, Sunbelt Canada acquired the entire share capital of Modu-Loc Fence Rentals LP and Sunbelt US acquired the entire share capital of Modu-Loc USA (together, 'Modu-Loc'). Modu-Loc is a specialty business operating across Canada and in Texas, US.

(xxix) On 4 November 2022, Sunbelt US acquired the business and assets of Iron Oak Energy, LLC and Spoonbill Logistics, LLC (together 'IOS'). IOS is a general tool business in Louisiana.

(xxx) On 9 November 2022, Sunbelt US acquired the business and assets of Wagner Rental & Supply, Inc., Wagner Tool Rental of Jackson, Inc., Wagner Rental and Supply of Ashland, Inc., and Wagner Rental and Supply of Chillicothe, LLC (together 'Wagner'). Wagner is a general tool business in Ohio and Kentucky.

(xxxi) On 10 November 2022, Sunbelt US acquired the business and assets of QxTwo Equipment Sales, LLC ('QxTwo'). QxTwo is a specialty business in South Carolina.

(xxxii) On 16 November 2022, Sunbelt US acquired the business and assets of Ohio Rental Mt. Vernon, Inc. and Ohio Rental of Johnstown, Inc. (together 'Ohio Rental'). Ohio Rental is a general tool business in Ohio.

(xxxiii) On 2 December 2022, Sunbelt Canada acquired the entire share capital of Studio City Scaffold Ltd. ('Studio City'). Studio City is a specialty business operating in Toronto and Vancouver, Canada and in Los Angeles, US.

(xxxiv) On 7 December 2022, Sunbelt US acquired the business and assets of Portable Air, L.C. ('Portable Air'). Portable Air is a specialty business operating in Florida, Texas, and Louisiana.

(xxxv) On 8 December 2022, Sunbelt UK acquired the entire share capital Alpha Grip (UK) Limited ('Alpha Grip'). Alpha Grip is a specialty business.

(xxxvi) On 14 December 2022, Sunbelt US acquired the business and assets of Diamond Rentals, Inc. ('Diamond'). Diamond is a general tool business operating in Washington.

(xxxvii) On 12 January 2023, Sunbelt US acquired the entire share capital of Lift Works, Inc. ('Lift Works'). Lift Works is a general tool business operating in Illinois.

(xxxviii) On 18 January 2023, Sunbelt US acquired the business and assets of Straight Up Equipment LLC ('Straight Up'). Straight Up is a general tool business operating in Ohio.

(xxxix) On 7 February 2023, Sunbelt US acquired the business and assets of Key Rentals Group, LLC and TBG Equipment, LLC (together 'Key Rentals'). Key Rentals is a specialty business operating in Montana.

(xl) On 17 February 2023, Sunbelt US acquired the business and assets of West Ashley Tool & Rental LLC ('West Ashley'). West Ashley is a general tool business operating in South Carolina.

(xli) On 21 February 2023, Sunbelt US acquired the business and assets of C2 Equipment Rental, LLC ('C2'). C2 is a general tool business operating in Florida.

(xlii) On 22 February 2023, Sunbelt US acquired the business and assets of BigSky Rents & Events, Inc. ('BigSky'). BigSky is a general tool business operating in Montana.

(xliii) On 28 February 2023, Sunbelt US acquired the entire share capital of Bullet Rentals & Sales, Inc. ('Bullet'). Bullet is a general tool business operating in Oregon.

(xliv) On 1 March 2023, Sunbelt Canada acquired the entire share capital of Ottawa Rental and Supply Ltd., trading as Ontario Rental & Supply ('ORS'). ORS is a general tool business operating in Ontario.

(xlv) On 3 March 2023, Sunbelt US acquired the business and assets of Ned R. Werbe, Inc., trading as A Rental Service Company ('ARS'). ARS is a general tool business operating in Indiana.

(xlvi) On 15 March 2023, Sunbelt US acquired the business and assets of Double D Rentals, Inc. ('Double D'). Double D is a general tool business operating in California.

(xlvii) On 15 March 2023, Sunbelt US acquired the business and assets of Equipment Rental Options Company, LLC. ('ERO'). ERO is a general tool business operating in Pennsylvania.

(xlviii) On 12 April 2023, Sunbelt US acquired the business and assets of R&R Group, LLC. ('R&R'). R&R is a general tool business operating in Washington.

(xlix) On 21 April 2023, Sunbelt US acquired the business and assets of Advantage Tool Rental, Inc. ('Advantage'). Advantage is a general tool business operating in Indiana.

(l) On 26 April 2023, Sunbelt US acquired the business and assets of Elms Equipment Rental, Inc. and an affiliated company, Quintet Leasing, Inc. (together 'Elms'). Elms is a general tool business operating in California.

The following table sets out the fair value of the identifiable assets and liabilities acquired by the Group. The fair values have been determined provisionally at the balance sheet date.

	Fair value to the Group
	$m
Net assets acquired	
Trade and other receivables	54.1
Inventory	9.0
Property, plant and equipment	
- rental equipment	410.8
- other assets	45.3
Right-of-use asset	151.5
Creditors	(39.4)
Current tax	(2.6)
Deferred tax	(42.0)
Debt	(77.9)
Lease liabilities	(150.0)
Intangible assets (non-compete agreements and customer relationships)	170.6
	529.4
Consideration:	
- cash paid and due to be paid (net of cash acquired)	1,067.6
- contingent consideration	35.8
	1,103.4
Goodwill	574.0

The goodwill arising can be attributed to the key management personnel and workforce of the acquired businesses, the benefits through advancing our clusters and leveraging cross-selling opportunities, and the synergies and other benefits the Group expects to derive from the acquisitions. The synergies and other benefits include elimination of duplicate costs, improving utilisation of the acquired rental fleet, using the Group's financial strength to invest in the acquired business and drive improved returns through a semi-fixed cost base and the application of the Group's proprietary software to optimise revenue opportunities. $310m of the goodwill is expected to be deductible for income tax purposes.

The gross value and the fair value of trade receivables at acquisition was $54m.

Due to the operational integration of acquired businesses with Sunbelt US, Sunbelt Canada and Sunbelt UK post acquisition, in particular due to the merger of some stores, the movement of rental equipment between stores and investment in the rental fleet, it is not practical to report the revenue and profit of the acquired businesses post-acquisition.

The revenue and operating profit of these acquisitions from 1 May 2022 to their date of acquisition was not material.

28. Contingent liabilities

Following its state aid investigation, in April 2019 the European Commission announced its decision that the Group Financing Exemption in the UK controlled foreign company ('CFC') legislation constitutes state aid in some circumstances. In common with the UK Government and other UK-based international companies, the Group does not agree with the decision and has therefore lodged a formal appeal with the General Court of the European Union. In common with other UK taxpayers, the Group's appeal has been stayed while the appeals put forward by the UK Government and ITV plc proceed.

On 8 June 2022 the General Court of the European Union dismissed the appeals put forward by the UK Government and ITV plc. However, there remains a high degree of uncertainty in the final outcome given the UK Government and ITV plc have both appealed against the decision to the EU Court of Justice. The Group continues to monitor proceedings closely.

Despite the UK Government appealing the European Commission's decision, His Majesty's Revenue & Customs ('HMRC') was required to make an assessment of the tax liability which would arise if the decision is not

successfully appealed and collect that amount from taxpayers. HMRC issued a charging notice stating that the tax liability it believes to be due on this basis is £36m, including interest payable. The Group has appealed the charging notice and has settled the amount assessed on it, including interest, in line with HMRC requirements. On successful appeal in whole or in part, all or part of the amount paid in accordance with the charging notice would be returned to the Group. The £36m ($45m at April 2023 exchange rates) paid has been recognised as a non-current asset on the balance sheet. If either the decision reached by the General Court of the European Union or the charging notice issued by HMRC are not ultimately appealed successfully, we have estimated the Group's maximum potential liability to be £36m as at 30 April 2023 ($45m at April 2023 exchange rates), including any interest payable. Based on the current status of proceedings, we have concluded that no provision is required in relation to this matter.

The Company

The Company has guaranteed the borrowings of its subsidiary undertakings under the Group's senior secured credit and overdraft facilities. At 30 April 2023 the amount borrowed under these facilities was $2,038m (2022: $2,108m). Subsidiary undertakings are also able to obtain letters of credit under these facilities and, at 30 April 2023, letters of credit issued under these arrangements totalled $73m (2022: $57m). In addition, the Company has guaranteed the 1.500%, 4.375%, 4.000%, 4.250%, 2.450%, 5.500% and 5.550% senior notes issued by Ashtead Capital, Inc.

The Company has guaranteed lease commitments of subsidiary undertakings where the minimum lease commitment at 30 April 2023 totalled $34m (2022: $36m) in respect of land and buildings of which $6m is payable by subsidiary undertakings in the year ending 30 April 2024.

The Company has provided a guarantee to the Ashtead Group plc Retirement Benefits Plan ('the plan') that ensures the plan is at least 105% funded as calculated in accordance with Section 179 of the Pensions Act 2004. Based on the last actuarial valuation at 30 April 2022 the plan was 108% funded, so no value was attributable to the guarantee.

The Company has guaranteed the performance by subsidiaries of certain other obligations up to $6m (2022: $7m).

29. Events after the balance sheet date

Since the balance sheet date, the Group has completed four acquisitions for total purchase consideration of $237m, including acquired debt of $34m, as follows:

(i) On 17 May 2023, Sunbelt US acquired the business and assets of Beattie Construction Services, LLC, ('Beattie'). Beattie is a specialty business operating in Michigan.

(ii) On 24 May 2023, Sunbelt US acquired the business and assets of Jones & Hollands, Inc. ('Jones'). Jones is a general tool business operating in Michigan.

(iii) On 24 May 2023, Sunbelt US acquired the business and assets of West Coast Equipment, LLC. ('West Coast'). West Coast is a general tool business operating in California.

(iv) On 1 June 2023, Sunbelt Canada acquired the entire share capital of Loue Froid, Inc. ('Loue Froid'). Loue Froid is a specialty business operating in Quebec.

The initial accounting for these acquisitions is incomplete given the proximity to the year end. Had these acquisitions taken place on 1 May 2022, their contribution to revenue and operating profit would not have been material.

30. Related party transactions

The Group's key management comprises the Company's executive and non-executive directors. Details of their remuneration are given in Note 4 and details of their share interests and share awards are given in the Directors' remuneration report. In relation to the Group's defined benefit pension plan, details are included in Note 24.

31. Capital commitments

At 30 April 2023 capital commitments in respect of purchases of rental and other equipment totalled $1,392m (2022: $1,401m), all of which had been ordered. There were no other material capital commitments at the year end.

32. Employees

The average number of employees, including directors, during the year was as follows:

	2023	2022
	Number	Number
United States	17,902	14,934
United Kingdom	4,262	3,947
Canada	1,879	1,575
	24,043	20,456

33. Parent company information

(a) Balance sheet of the Company (Company number: 01807982)

	Notes	2023	2022
		£m	£m
Current assets			
Prepayments and accrued income		1.2	1.3
Amounts due from subsidiary undertakings	(f)	843.3	612.8
		844.5	614.1
Non-current assets			
Right-of-use assets	(g)	4.7	5.4
Investments in Group companies	(h)	363.7	363.7
Deferred tax asset		14.4	9.5
		382.8	378.6
Total assets		1,227.3	992.7
Current liabilities			
Accruals and deferred income		10.9	11.4
Lease liabilities	(i)	0.8	0.8
		11.7	12.2
Non-current liabilities			
Lease liabilities	(i)	4.1	4.8
Total liabilities		15.8	17.0
Equity			
Share capital	(b)	45.1	45.1
Share premium account	(b)	3.6	3.6
Capital redemption reserve	(b)	11.1	11.1
Own shares held by the Company	(b)	(574.1)	(355.9)
Own shares held through the ESOT	(b)	(29.0)	(34.0)
Retained reserves	(b)	1,754.8	1,305.8
Equity attributable to equity holders of the Company		1,211.5	975.7
Total liabilities and equity		1,227.3	992.7

The Company reported a profit for the financial year ended 30 April 2023 of £733m (2022: £470m).

These financial statements were approved by the Board on 12 June 2023.

Brendan Horgan
Chief executive

Michael Pratt
Chief financial officer

(b) Statement of changes in equity of the Company

	Share capital	Share premium account	Capital redemption reserve	Own shares held by the Company	Own shares held through the ESOT	Retained reserves	Total
	£m	£m	£m	£m	£m	£m	£m
At 1 May 2021	45.1	3.6	11.1	(51.2)	(28.8)	1,009.2	989.0
Profit for the year	—	—	—	—	—	470.2	470.2
Other comprehensive income for the year	—	—	—	—	—	—	—
Total comprehensive income for the year	—	—	—	—	—	470.2	470.2
Dividends paid	—	—	—	—	—	(197.5)	(197.5)
Own shares purchased by the ESOT	—	—	—	—	(17.3)	—	(17.3)
Own shares purchased by the Company	—	—	—	(304.7)	—	—	(304.7)
Share-based payments	—	—	—	—	12.1	23.4	35.5
Tax on share-based payments	—	—	—	—	—	0.5	0.5
At 30 April 2022	45.1	3.6	11.1	(355.9)	(34.0)	1,305.8	975.7
Profit for the year	—	—	—	—	—	733.2	733.2
Other comprehensive income for the year	—	—	—	—	—	—	—
Total comprehensive income for the year	—	—	—	—	—	733.2	733.2
Dividends paid	—	—	—	—	—	(306.6)	(306.6)
Own shares purchased by the ESOT	—	—	—	—	(10.4)	—	(10.4)
Own shares purchased by the Company	—	—	—	(218.2)	—	—	(218.2)
Share-based payments	—	—	—	—	15.4	22.0	37.4
Tax on share-based payments	—	—	—	—	—	0.4	0.4
At 30 April 2023	45.1	3.6	11.1	(574.1)	(29.0)	1,754.8	1,211.5

(c) Cash flow statement of the Company

	Note	2023	2022
		£m	£m
Cash flows from operating activities			
Cash from operations	(k)	(206.7)	41.9
Financing costs paid		(4.6)	(5.3)
Dividends received from Ashtead Holdings PLC		750.0	480.0
Net cash from operating activities		538.7	516.6
Cash flows from financing activities			
Repayment of principal under lease liabilities		(0.6)	(0.6)
Purchase of own shares by the ESOT		(10.4)	(17.3)
Purchase of own shares by the Company		(221.1)	(301.2)
Dividends paid		(306.6)	(197.5)
Net cash used in financing activities		(538.7)	(516.6)
Change in cash and cash equivalents		—	—

(d) Accounting policies

The Company financial statements have been prepared on the basis of the accounting policies set out in Note 2 above, supplemented by the policy on investments set out below.

The Company financial statements are presented in pounds sterling, the functional currency of the Company. Investments in subsidiary undertakings are stated at cost less any necessary provision for impairment in the parent company balance sheet.

(e) Income statement

Ashtead Group plc has not presented its own profit and loss account as permitted by section 408 of the Companies Act 2006. The profit attributable to the Company is disclosed in the footnote to the Company's balance sheet. There were no other amounts of comprehensive income in the financial year.

The average number of employees, including directors, during the year was as follows:

	2023	2022
	Number	Number
Employees	20	19

Their aggregate remuneration comprised:

	2023	2022
	£m	£m
Salaries	15.5	13.2
Social security costs	1.5	1.7
Other pension costs	0.3	0.3
	17.3	15.2

Staff costs include key management personnel. For more information on key management personnel remuneration see page 144.

(f) Amounts due from subsidiary undertakings

	2023	2022
	£m	£m
Due within one year:		
Ashtead Holdings PLC	843.3	612.8

The amounts due from subsidiary undertakings are considered to be Stage 1 under the general expected credit losses model and any expected credit losses are immaterial.

(g) Right-of-use asset

	Property leases
	£m
Cost or valuation	
At 1 May 2021, 30 April 2022 and 30 April 2023	7.5
Depreciation	
At 1 May 2021	1.4
Charge for the period	0.7
At 30 April 2022	2.1
Charge for the period	0.7
At 30 April 2023	2.8
Net book value	
At 30 April 2023	4.7
At 30 April 2022	5.4

(h) Investments

	Shares in Group companies	
	2023	2022
	£m	£m
At 30 April	363.7	363.7

Details of the Company's investments at 30 April 2023 are as follows:

Name	Address of registered office	Principal activity
USA		
Ashtead US Holdings, Inc.	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Investment holding company
Ashtead Holdings, LLC	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Investment holding company
Sunbelt Rentals, Inc.	CT Corporation System, 160 Mine Lake Ct., Ste. 200, Raleigh, NC 27615-6417	Equipment rental and related services
Sunbelt Rentals Industrial Services LLC	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Equipment rental and related services
Sunbelt Rentals Scaffold Services, Inc.	CT Corporation System, 160 Mine Lake Ct., Ste. 200, Raleigh, NC 27615-6417	Equipment rental and related services
Sunbelt Rentals Scaffold Services, LLC	CT Corporation System, 3867 Plaza Tower Dr., East Baton Rouge Parish, Baton Rouge, LA 70816	Equipment rental and related services

Name	Address of registered office	Principal activity
Pride Corporation	CT Corporation System, 28 Liberty Street, New York, NY 10005	Equipment rental and related services
Ashtead Capital, Inc.	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Finance company
Studio City Rentals (USA) Inc.	21500 Nordhoff St., Unit B, Chatsworth, CA 91311	Dormant
Sunbelt Rentals Exchange, Inc.	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Dormant
Colt Rentals LLC[1]	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Investment holding company
Colt Sunbelt Rentals LLC[2]	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Equipment rental and related services
UK		
Ashtead Holdings PLC	100 Cheapside, London, EC2V 6DT	Investment holding company
Sunbelt Rentals Limited	100 Cheapside, London, EC2V 6DT	Equipment rental and related services
Ashtead Financing Limited	100 Cheapside, London, EC2V 6DT	Finance company
Accession Group Limited	100 Cheapside, London, EC2V 6DT	Dormant
Accession Holdings Limited	100 Cheapside, London, EC2V 6DT	Dormant
Anglia Traffic Management Group Limited	100 Cheapside, London, EC2V 6DT	Dormant
Ashtead Canada Limited	100 Cheapside, London, EC2V 6DT	Dormant
Astra Site Services Limited	12 Hope Street, Edinburgh, Scotland, EH2 4DB	Dormant
ATM Traffic Solutions Limited	100 Cheapside, London, EC2V 6DT	Dormant
Eve Trakway Limited	100 Cheapside, London, EC2V 6DT	Dormant
Hoist It Limited	100 Cheapside, London, EC2V 6DT	Dormant
Opti-cal Survey Equipment Limited	100 Cheapside, London, EC2V 6DT	Dormant
Plantfinder (Scotland) Limited	12 Hope Street, Edinburgh, Scotland, EH2 4DB	Dormant
Precision Geomatics Limited	100 Cheapside, London, EC2V 6DT	Dormant
Ellerbeck Industries Limited	100 Cheapside, London, EC2V 6DT	Dormant
Inlec UK Limited	100 Cheapside, London, EC2V 6DT	Dormant
Ashtead Plant Hire Company Limited	100 Cheapside, London, EC2V 6DT	Dormant
Alpha Grip (Cardiff) Limited	100 Cheapside, London, EC2V 6DT	Dormant
Alpha Grip (UK) Limited	100 Cheapside, London, EC2V 6DT	Dormant

Name	Address of registered office	Principal activity
Media Access Solutions (MAS) Limited	100 Cheapside, London, EC2V 6DT	Dormant
Movietech Camera Rentals Limited	100 Cheapside, London, EC2V 6DT	Dormant
Movietech Cymru Limited	100 Cheapside, London, EC2V 6DT	Dormant
Optimum Power Services Limited	100 Cheapside, London, EC2V 6DT	Dormant
PKE Lighting Holdings Limited	100 Cheapside, London, EC2V 6DT	Dormant
PKE Lighting Limited	100 Cheapside, London, EC2V 6DT	Dormant
Canada		
Sunbelt Rentals of Canada Inc.	777 Dunsmuir Street, 11th Floor, Vancouver, BC V7Y1K3	Equipment rental and related services
William F. White International Inc.	777 Dunsmuir Street, 11th Floor, Vancouver, BC V7Y1K3	Equipment rental and related services
Modu-Loc General Partner Corp.[3]	777 Dunsmuir Street, 11th Floor, Vancouver, BC V7Y1K3	Investment holding company
Modu-Loc Fence Rentals LP[4]	777 Dunsmuir Street, 11th Floor, Vancouver, BC V7Y1K3	Equipment rental and related services
Republic of Ireland		
Ashtead Financing (Ireland)Unlimited Company	10 Earlsfort Terrace, Dublin 2, D02 T380	Dormant
Sunbelt Rentals (Ireland) Limited	10 Earlsfort Terrace, Dublin 2, D02 T380	Equipment rental and related services
Germany		
Sunbelt Rentals GmbH	Felix-Wankel-Straße 10, 74632 Neuenstein	Equipment rental and related services
France		
Sunbelt Rentals SAS	5 Avenue Carnot, 91330 Massy	Equipment rental and related services
Bahamas		
Sunbelt Rentals of the Bahamas, Inc.	Ocean Centre, Montagu Foreshore, East Bay Street, P.O. Box SS-19084, Nassau, Bahamas	Dormant

(1) The Company has a 40% ownership interest in Colt Rentals LLC.

(2) The Company has a 70% ownership interest in Colt Sunbelt Rentals LLC

(3) Modu-Loc General Partner Corp. amalgamated with Sunbelt Rentals of Canada Inc. on 1 May 2023.

(4) Modu-Loc Fence Rentals LP was dissolved on May 1, 2013

The issued share capital (all of which comprises ordinary shares) of subsidiaries is 100% owned by the Company or by subsidiary undertakings and all subsidiaries are consolidated, unless otherwise specified.

(i) Lease liabilities

(i) Amounts recognised in the balance sheet

	2023	2022
	£m	£m
Maturity analysis – undiscounted cash flows:		
Less than one year	0.8	0.8
One to five years	3.2	3.2
More than five years	1.5	2.3
Total undiscounted lease liabilities at 30 April	5.5	6.3
Impact of discounting	(0.6)	(0.7)
Lease liabilities included in the balance sheet	4.9	5.6
Included in current liabilities	0.8	0.8
Included in non-current liabilities	4.1	4.8
	4.9	5.6

(i) Amounts recognised in the income statement

	2023	2022
	£m	£m
Depreciation of right-of-use assets	0.7	0.7
Interest on lease liabilities	0.2	0.2
	0.9	0.9

(ii) Amounts recognised in the statement of cash flows

	2023	2022
	£m	£m
Financing costs paid in relation to lease liabilities	0.2	0.2
Repayment of principal under lease liabilities	0.6	0.7
Total cash outflow for leases	0.8	0.9

(j) Financial instruments

The book value and fair value of the Company's financial instruments are not materially different.

(k) Notes to the Company cash flow statement

Cash flow from operating activities	2023	2022
	£m	£m
Operating loss	(16.5)	(12.9)
Depreciation	0.8	0.8
EBITDA	(15.7)	(12.1)
Decrease/(increase) in prepayments and accrued income	0.1	(0.3)
Increase in accruals and deferred income	2.0	1.5
(Increase)/decrease in intercompany receivable	(198.9)	47.6
Other non-cash movement	5.8	5.2
Net cash (outflow)/inflow from operations before exceptional items	(206.7)	41.9

TEN YEAR HISTORY

	2023	2022	2021	2020	2019[1]	2018[1]	2017[1]	2016[1]	2015[1]	2014[1]
In $m										
Income statement										
Revenue	9,667.3	7,962.3	6,638.6	6,398.9	5,869.7	4,959.1	4,125.0	3,824.7	3,258.4	2,618.6
Operating costs +	(5,255.5)	(4,352.9)	(3,601.8)	(3,390.7)	(3,121.7)	(2,640.1)	(2,177.7)	(2,055.4)	(1,806.7)	(1,521.1)
EBITDA +	4,411.8	3,609.4	3,036.8	3,008.2	2,748.0	2,319.0	1,947.3	1,769.3	1,451.7	1,097.5
Depreciation +	(1,772.1)	(1,553.0)	(1,457.6)	(1,380.8)	(1,099.7)	(930.7)	(785.5)	(675.2)	(561.7)	(442.0)
Operating profit +	2,639.7	2,056.4	1,579.2	1,627.4	1,648.3	1,388.3	1,161.8	1,094.1	890.0	655.5
Interest +	(366.2)	(232.6)	(262.9)	(284.2)	(200.1)	(147.5)	(134.8)	(124.6)	(107.5)	(75.5)
Pre-tax profit +	2,273.5	1,823.8	1,316.3	1,343.2	1,448.2	1,240.8	1,027.0	969.5	782.5	580.0
Operating profit	2,522.0	1,947.8	1,498.0	1,549.3	1,582.2	1,330.2	1,125.1	1,051.1	864.7	646.8
Pre-tax profit	2,155.8	1,668.1	1,235.1	1,244.0	1,382.1	1,154.5	990.3	926.5	757.1	571.4
Cash flow										
Cash flow from operations before exceptional items and changes in rental fleet	4,073.6	3,406.5	3,017.0	3,076.2	2,664.4	2,248.0	1,889.3	1,617.5	1,347.1	1,029.5
Free cash flow	531.5	1,125.4	1,822.2	1,001.5	480.4	516.6	433.1	(93.3)	(138.7)	(85.7)
Balance sheet										
Capital expenditure	3,772.1	2,397.3	947.4	1,877.8	2,070.5	1,657.5	1,405.2	1,863.0	1,698.8	1,186.4
Book cost of rental equipment	15,825.6	13,538.8	11,854.9	11,868.2	10,796.9	9,046.5	7,564.0	6,564.4	5,591.1	4,349.6
Shareholders' funds	6,008.0	5,033.7	4,525.2	3,748.7	3,650.8	3,481.1	2,549.0	2,168.7	1,708.2	1,392.2
In cents										
Dividend per share	100.0¢	80.0¢	58.0¢	52.91¢	49.81¢	43.59¢	36.88¢	30.37¢	23.15¢	18.76¢
Earnings per share	368.4¢	280.9¢	205.4¢	205.2¢	216.7¢	262.5¢	130.0¢	122.1¢	96.7¢	74.0¢
Adjusted earnings per share	388.5¢	307.1¢	219.1¢	221.5¢	227.2¢	170.6¢	135.0¢	127.8¢	100.1¢	74.6¢
In percent										
EBITDA margin +	45.6%	45.3%	45.7%	47.0%	46.8%	46.8%	47.2%	46.3%	44.6%	41.9%
Operating profit margin +	27.3%	25.8%	23.8%	25.4%	28.1%	28.0%	28.2%	28.6%	27.3%	25.0%
Pre-tax profit margin +	23.5%	22.9%	19.8%	21.0%	24.7%	25.0%	24.9%	25.3%	24.0%	22.2%
Return on investment +	19.2%	18.2%	14.9%	15.2%	17.8%	17.6%	17.3%	18.9%	19.4%	18.6%
People										
Employees at year end	25,347	21,752	18,826	19,284	17,803	15,996	14,220	13,106	11,928	9,934
Locations										
Stores at year end	1,398	1,233	1,126	1,105	1,036	899	808	715	640	556

+ Before exceptional items, amortisation and fair value remeasurements.

1 The Group elected to apply IFRS 16 using the modified retrospective approach with no restatement of comparative figures. As a result, the results for 2014 to 2019 are not comparable directly to the later years with the adoption of IFRS 16 resulting in higher EBITDA and operating profit but lower profit before exceptional items, amortisation and tax than under the previous accounting standard.

GLOSSARY OF TERMS

The glossary of terms below sets out definitions of terms used throughout this Annual Report & Accounts. Included are a number of alternative performance measures ('APMs') which the directors have adopted in order to provide additional useful information on the underlying trends, performance and position of the Group. The directors use these measures, which are common across the industry, for planning and reporting purposes. These measures are also used in discussions with the investment analyst community and credit rating agencies. Where relevant, the APMs exclude the impact of IFRS 16 to aid comparability with prior year metrics. The APMs are not defined by IFRS and therefore may not be directly comparable with other companies' APMs and should not be considered superior to or a substitute for IFRS measures.

<table>
<tr><th>Term</th><th>Closest equivalent statutory measure</th><th>Definition and purpose</th></tr>
<tr><td>Adjusted results</td><td>See definition</td><td>Adjusted results are the results stated before exceptional items and the amortisation of acquired intangibles. Adjusted results are utilised by the Group in its remuneration targets. A reconciliation is shown on the income statement on page 133.</td></tr>
<tr><td>Capital expenditure</td><td>None</td><td>Represents additions to rental equipment and other property, plant and equipment (excluding assets acquired through a business combination).</td></tr>
<tr><td>Cash conversion ratio</td><td>None</td><td>Represents cash flow from operations before changes in rental equipment as a percentage of EBITDA. This measure is utilised to show the proportion of EBITDA converted into cash flow from operations generated by the business before investment expenditures, interest and taxation.

<table>
<tr><th></th><th></th><th>2023</th><th>2022</th></tr>
<tr><td>EBITDA ($m)</td><td>Note 26(a)</td><td>4,412</td><td>3,609</td></tr>
<tr><td>Cash inflow from operations before changes in rental equipment ($m)</td><td>Note 26(a)</td><td>4,074</td><td>3,406</td></tr>
<tr><td>Cash conversion ratio</td><td></td><td>92%</td><td>94%</td></tr>
</table>
</td></tr>
<tr><td>Dollar utilisation</td><td>None</td><td>Dollar utilisation is trailing 12-month rental revenue divided by average fleet at original (or 'first') cost measured over a 12-month period. Dollar utilisation has been identified as one of the Group's key performance indicators. The components used to calculate this measure are shown within the 'Financial review'.</td></tr>
<tr><td>Drop through</td><td>None</td><td>Calculated as the change in rental revenue which converts into EBITDA (excluding gains from sale of new equipment, merchandise and consumables and used equipment).

<table>
<tr><th></th><th>2023</th><th>2022</th><th>Change</th></tr>
<tr><td>US ($m)</td><td></td><td></td><td></td></tr>
<tr><td>Rental revenue</td><td>7,503</td><td>6,042</td><td>1,461</td></tr>
<tr><td>EBITDA</td><td>3,955</td><td>3,121</td><td></td></tr>
<tr><td>Gains</td><td>(235)</td><td>(128)</td><td></td></tr>
<tr><td>EBITDA excluding gains</td><td>3,720</td><td>2,993</td><td>727</td></tr>
<tr><td>Drop through</td><td></td><td></td><td>50%</td></tr>
</table>

This measure is utilised by the Group to demonstrate the change in profitability generated by the Group as a result of the change in rental revenue in the year.</td></tr>
<tr><td>EBITDA</td><td>Profit before tax</td><td>EBITDA is not defined by IFRS but is a widely accepted profit measure being earnings before interest, tax, depreciation and amortisation. A reconciliation of EBITDA to profit before tax is shown on the income statement on page 133.</td></tr>
</table>

<table>
<tr><th>Term</th><th>Closest equivalent statutory measure</th><th>Definition and purpose</th></tr>
<tr><td>EBITDA margin</td><td>None</td><td>EBITDA margin is calculated as EBITDA divided by revenue. Progression in EBITDA margin is an important indicator of the Group's performance and this has been identified as one of the Group's key performance indicators.</td></tr>
<tr><td>Exceptional items</td><td>None</td><td>Exceptional items are those items of income or expense which the directors believe should be disclosed separately by virtue of their significant size or nature and limited predictive value to enable a better understanding of the Group's financial performance. Excluding these items provides readers with helpful additional information on the performance of the business across periods and against peer companies. It is also consistent with how business performance is reported to the Board and the remuneration targets set by the Company. Details are provided in Note 5 of the financial statements.</td></tr>
<tr><td>Free cash flow</td><td>Net cash generated from operating activities</td><td>Net cash generated from operating activities less non-rental net property, plant and equipment expenditure. Non-rental net property, plant and equipment expenditure comprises payments for non-rental capital expenditure less disposal proceeds received in relation to non-rental asset disposals.

<table>
<tr><th></th><th>2023
$m</th><th>2022
$m</th></tr>
<tr><td>Net cash generated from operating activities</td><td>1,000</td><td>1,499</td></tr>
<tr><td>Payments for non-rental property, plant and equipment</td><td>(510)</td><td>(399)</td></tr>
<tr><td>Proceeds from disposal of non-rental property, plant and equipment</td><td>41</td><td>25</td></tr>
<tr><td>Free cash flow</td><td>531</td><td>1,125</td></tr>
</table>

This measure shows the cash retained by the Group prior to discretionary expenditure on acquisitions and returns to shareholders.</td></tr>
<tr><td>Growth at constant exchange rates</td><td>None</td><td>Calculated by applying the current period exchange rate to the comparative period result. The relevant foreign currency exchange rates are provided within Note 2, Accounting policies, to the financial statements. This measure is used as a means of eliminating the effects of foreign exchange rate movements on the period-on-period changes in reported results.

<table>
<tr><th></th><th>2023
$m</th><th>2022
$m</th><th>%</th></tr>
<tr><td>Rental revenue ($m)</td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>8,698</td><td>7,235</td><td>20%</td></tr>
<tr><td>Retranslation effect</td><td>-</td><td>(112)</td><td></td></tr>
<tr><td>At constant currency</td><td>8,698</td><td>7,123</td><td>22%</td></tr>
<tr><td>Adjusted profit before tax ($m)</td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>2,273</td><td>1,824</td><td>25%</td></tr>
<tr><td>Retranslation effect</td><td>-</td><td>(14)</td><td></td></tr>
<tr><td>At constant currency</td><td>2,273</td><td>1,810</td><td>26%</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>Term</th><th>Closest equivalent statutory measure</th><th>Definition and purpose</th></tr>
<tr><td>Leverage</td><td>None</td><td>Leverage calculated at constant exchange rates uses the period end exchange rate for the relevant period and is determined as net debt divided by EBITDA.

<table>
<tr><th></th><th colspan="2">2023</th><th colspan="2">2022</th></tr>
<tr><th></th><th>Excluding IFRS 16</th><th>Including IFRS 16</th><th>Excluding IFRS 16</th><th>Including IFRS 16</th></tr>
<tr><td>Net debt ($m)</td><td></td><td></td><td></td><td></td></tr>
<tr><td>As reported and at constant currency</td><td>6,588</td><td>8,960</td><td>5,179</td><td>7,160</td></tr>
<tr><td>EBITDA ($m)</td><td></td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>4,203</td><td>4,412</td><td>3,430</td><td>3,609</td></tr>
<tr><td>Retranslation effect</td><td>4</td><td>4</td><td>(23)</td><td>(24)</td></tr>
<tr><td>At constant currency</td><td>4,207</td><td>4,416</td><td>3,407</td><td>3,585</td></tr>
<tr><td>Leverage</td><td></td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>1.6</td><td>2.0</td><td>1.5</td><td>2.0</td></tr>
<tr><td>At constant currency</td><td>1.6</td><td>2.0</td><td>1.5</td><td>2.0</td></tr>
</table>

This measure is used to provide an indication of the strength of the Group's balance sheet and is widely used by investors and credit rating agencies. It also forms part of the remuneration targets of the Group and has been identified as one of the Group's key performance indicators.</td></tr>
<tr><td>Net debt</td><td>None</td><td>Net debt is total borrowings (bank, bonds) and lease liabilities less cash balances, as reported. This measure is used to provide an indication of the Group's overall level of indebtedness and is widely used by investors and credit rating agencies. It has been identified as one of the Group's key performance indicators. An analysis of net debt is provided in Note 26(c) of the financial statements.</td></tr>
<tr><td>Operating profit</td><td>Profit before tax</td><td>Operating profit is earnings before interest and tax. A reconciliation of operating profit to profit before tax is shown on the income statement on page 133.</td></tr>
<tr><td>Operating profit margin</td><td>None</td><td>Operating profit margin is calculated as operating profit divided by revenue. Progression in operating profit margin is an important indicator of the Group's performance.</td></tr>
<tr><td>Organic measures</td><td>See definition</td><td>Organic measures are used to explain the financial and operational performance of Sunbelt US and comprise all locations, excluding locations arising from a bolt-on acquisition completed after the start of the comparative financial period.</td></tr>
<tr><td>Return on Investment ('RoI')</td><td>None</td><td>Last 12-month ('LTM') adjusted operating profit divided by the last 12-month average of the sum of net tangible and intangible fixed assets, plus net working capital but excluding net debt and tax. RoI is calculated excluding the impact of IFRS 16.

RoI is used by management to help inform capital allocation decisions within the business and has been identified as one of the Group's key performance indicators. It also forms part of the remuneration targets of the Group. The impact of IFRS 16 has been excluded so as to reflect the way the business is managed. A reconciliation of Group RoI is provided below:

<table>
<tr><th></th><th>2023</th><th>2022</th></tr>
<tr><td>Adjusted operating profit ($m)</td><td>2,640</td><td>2,056</td></tr>
<tr><td>IFRS 16 impact ($m)</td><td>(40)</td><td>(28)</td></tr>
</table>
</td></tr>
</table>

Term	Closest equivalent statutory measure	Definition and purpose

Adjusted operating profit (excluding IFRS 16) ($m)	2,600	2,028
Average net assets ($m)	13,565	11,119
Return on investment	19%	18%

RoI for the businesses is calculated in the same way, but excludes goodwill and intangible assets:

	US $m	Canada C$m	UK £m
Adjusted operating profit	2,432	160	64
Average net assets, excluding goodwill and intangibles	8,910	884	720
Return on investment	27%	18%	9%

Other terms used within this Annual Report & Accounts include:

- **Availability:** represents the headroom on a given date under the terms of our $4.5bn asset-backed senior bank facility, taking account of current borrowings.
- **Fleet age:** net book value weighted age of serialised rental assets. Serialised rental assets constitute the substantial majority of our fleet.
- **Fleet on rent:** quantity measured at original cost of our rental fleet on rent. Fleet on rent has been identified as one of the Group's key performance indicators.
- **Rental only revenue:** rental revenue excluding loss damage waiver, environmental fees, erection and dismantling revenue and revenue from rental equipment delivery and collection.
- **RIDDOR rate:** the RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences Regulations) reportable rate is the number of major injuries or over seven-day injuries per 100,000 hours worked.
- **Same store:** same stores are those locations which were open at the start of the comparative financial period.
- **Segment profit:** operating profit before amortisation and exceptional items by segment.
- **Staff turnover:** staff turnover is calculated as the number of leavers in a year (excluding redundancies) divided by the average headcount during the year.
- **Suppressed availability:** represents the amount on a given date that the asset base exceeds the facility size under the terms of our $4.5bn asset-backed senior bank facility.
- **TRIR rate:** reportable incidents in North America are reported in accordance with the OSHA (Occupational, Safety and Health Administration) framework as a Total Recordable Incident Rate ('TRIR').

ADDITIONAL INFORMATION

FUTURE DATES

Quarter 1 results	5 September 2023
2023 Annual General Meeting	6 September 2023
Quarter 2 results	5 December 2023
Quarter 3 results	12 March 2024
Quarter 4 and year-end results	18 June 2024

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHTEAD GROUP PLC

Report on the audit of the financial statements

Opinion

In our opinion:

- the financial statements of Ashtead Group plc (the "Company") and its subsidiaries (the "Group") give a true and fair view of the state of the Group's and of the Company's affairs as at 30 April 2022 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;
- the 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 Consolidated income statement;
- the Consolidated statement of comprehensive income;
- the Consolidated and Company balance sheets;
- the Consolidated and Company statements of changes in equity;
- the Consolidated and Company cash flow statements; and
- the related Notes 1 to 33, including the accounting policies.

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 Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Basis of 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 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 as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the Group and Company for the year are disclosed in Note 4 to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the Group or the Company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Summary of our audit approach

Key audit matters	The key audit matters that we identified in the current year were: • carrying value of rental fleet; • revenue recognition – manual topside intervention. We consider the level of risks for all identified key audit matters to be similar to the previous year
Materiality	The materiality that we used for the Group financial statements was $65.7m, which was determined on the basis of the three-year average (FY20, FY21, FY22) profit before tax.
Scoping.....	Consistent with previous years, we performed audit work at three (2021: three) components: Group head office, Sunbelt UK, and Sunbelt US. We also performed review procedures over the financial information of the fourth component, Sunbelt Canada, consistent with the previous year.
Significant changes in our approach	There were no significant changes in our audit approach in the current year.

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.

Our evaluation of the directors' assessment of the Group's and Company's ability to continue to adopt the going concern basis of accounting included:

- obtaining an understanding of the relevant controls relating to the Group's forecasting process;
- evaluating the mechanical accuracy of the model used to prepare the Group's forecast;
- assessing the Group's facility agreements and bond documentation to understand the principal terms and the related financial covenant; and
- challenging management on the appropriateness of forecast assumptions by:
    - assessing key assumptions underpinning the Group's forecasts with reference to external data such as GDP growth rates and market forecast data from third-party sources;
    - considering the impact of the economic environment and the political landscape, including supply chain constraints, on end markets;
    - assessing the likelihood of the assumptions in the forecasts and the impact of reasonably possible downside scenarios on the Group's funding position;
    - assessing the extent of the downside required in order to trigger the fixed charge ratio covenant;
    - comparing forecasts to historical financial information to assess management's historical forecasting accuracy; and
    - assessing capital commitments made by the Group as well as the mitigating actions available to the Group, the feasibility of these, and the likelihood of positive impact in the next 12 months, if these actions are taken.

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 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.

In relation to the reporting on how the Group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Carrying value of rental fleet

Key audit matter description.....	As set out in Note 13, the Group holds $13.5bn (2021: $11.9bn) of rental fleet at cost ($7.8bn net book value (2021: $6.9bn net book value)). These assets represent 51% (2021: 54%) of the Group's gross assets. The movement in the balance from prior year is due to a $2.5bn increase in the balance from additions and acquisitions, offset in part by disposals and depreciation of $1.5bn and foreign exchange movements of $0.1bn. The increase can largely be attributed to the level of the Group's capital expenditure and the acquisitions occurring during the period. There is a risk that an impairment required to the Group's rental fleet under IAS 36 Impairment of Assets is not identified, properly quantified or recorded and that the carrying value of the rental fleet assets is therefore misstated. The Group's accounting policy as disclosed in Note 2 sets out that the assets are recorded at cost (including transportation costs from the manufacturer to the initial rental location), less accumulated depreciation and any provisions for impairment. The Group's approach for estimating the useful lives and residual values is also explained. As described in the Audit Committee report on page 93, management undertakes an annual review of the appropriateness of the useful lives and residual values assigned to property, plant and equipment, including the rental fleet, and assesses whether they continue to be appropriate and whether there are any indicators of impairment. Management's assessment of carrying values is based on a long-term assessment, as at the balance sheet date, over the economic cycle given the nature of the assets.
How the scope of our audit responded to the key audit matter.....	In responding to the identified key audit matter, we completed the following audit procedures: • obtained an understanding and tested controls over the impairment review, and in particular, the identification of impairment indicators; • obtained and evaluated the assessment performed by management to identify impairment indicators, including the consistency of these with the requirements of IAS 36 Impairment of Assets; • challenged the key judgements underpinning the assessment and the impact that each of these has in determining whether an impairment exists, including consideration of contradictory evidence. In particular, we focused our testing on returns on investment by asset class, considerations of specific markets, fleet utilisation, useful lives and profits recorded on asset disposals; • considered and challenged the impact of the economic environment and the political landscape, including supply chain constraints, on second-hand markets and end markets, through corroboration to external data; and • assessed whether the accounting for the rental fleet and associated disclosures were in line with the Group's accounting policies and IAS 36.
Key observations.....	We consider that management's consideration of carrying values, including useful lives and residual values, is appropriate for the purposes of the impairment.

Revenue recognition - manual topside intervention

Key audit matter Description.....

As disclosed in the Group's accounting policy note (Note 2), the Group has three main sources of revenue:

- rental revenue of $7,235m (2021: $5,902m), including loss damage waiver, environmental fees and revenue from rental equipment delivery and collection;
- revenue from the sale of new equipment, merchandise and consumables of $387m (2021: $348m); and
- revenue from the sale of used rental equipment of $340m (2021: $389m).

We identified a risk of misstatement arising from management intervention, whether due to fraud or error, through top-side manual journals to revenue. Through our risk assessment procedures performed, in the current period, no manual journals were identified in the UK that indicated that inappropriate manual topside intervention had occurred and therefore the Sunbelt US component, which represents 81% of the Group's revenue was the focus area of our testing.

How the scope of our audit responded to the key audit matter .....

In responding to the identified key audit matter, we completed the following audit procedures:

- obtained an understanding and tested the relevant controls over the revenue cycle throughout the Group, with a particular focus on those controls relating to manual journal entries, including the classification of journals as manual;
- at Sunbelt US, performed a detailed assessment by depot, analysing revenue trends to identify any outliers and instances of potential management intervention with consideration of revenue recognised by store compared to the level of fleet on hand; and
- used data analytics to identify a sub population from manual top-side adjustments impacting the revenue balance exhibiting characteristics of audit interest. We then performed testing on a sample basis of entries from this sub population, agreeing adjustments to supporting documentation in order to assess the accuracy and appropriateness of the journal postings.

Key observations.....

As a result of the procedures performed, we are satisfied that revenue recorded is appropriate.

Our application of materiality

Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Company financial statements
Materiality	$65.7m (2021: $65.4m, retranslated from £48.1m, as a result of the change in presentational currency as disclosed in note 2 to the financial statements)	£24.8m (2021: £24.1m)
Basis for determining materiality...	In determining our materiality, we took a three-year average profit before tax and applied a benchmark of 4.7% to arrive at materiality. This approach is consistent with the approach adopted in the prior year.	3% of the Company's net assets capped at 50% of Group materiality. This approach is consistent with the approach adopted in the prior year.
Rationale for the benchmark applied.....	Profit before tax has been used as it is the primary measure of performance used by the Group. We have used average reported profit before tax over the past three years to reflect the cyclical nature of the industry in which the Group operates.	As the Company is a holding company, we consider net assets to be the most appropriate benchmark due to the entity being the shareholder of multiple trading entities. We have applied a cap of 50% of the Group materiality to the benchmark.

Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	Company financial statements
Performance Materiality	70% (2021: 70%) of Group materiality	70% (2021: 70%) of Company materiality
Basis and rationale for determining performance materiality.....	In determining performance materiality, we considered the following factors: • our cumulative knowledge of the Group, including the nature, quantum and volume of corrected and uncorrected misstatements in prior periods; and • our risk assessment, including our assessment of the Group's overall control environment and that we consider it appropriate to rely on controls over a number of business processes in Sunbelt US and Sunbelt UK.	

Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of $3.3m (2021: $3.2m, retranslated from £2.4m), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

An overview of the scope of our audit

Identification and scoping of components

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including group-wide controls, and assessing the risks of material misstatement at the Group level. Audit work to respond to the risks of material misstatement consisted of a combination of work performed by separate component teams in the UK and US as well as the Group audit team in the UK.

The Group comprises four (2021: four) principal components: the Head Office in the UK; Sunbelt UK; Sunbelt US; and Sunbelt Canada. The Group audit team performed a full scope audit of the Head Office component; local component audit teams performed full-scope audits for both Sunbelt UK and Sunbelt US and review procedures over the financial information for Sunbelt Canada, consistent with the prior year approach.

The three components for which we performed full audit procedures represent 94% (2021: 94%) of the Group's revenue, 95% (2021: 96%) of the Group's operating profit, and 91% (2021: 91%) of the Group's net assets. They were also selected to provide an appropriate basis for undertaking audit work to address the risks of material misstatements identified above. Our audit work at the three locations was executed at levels of materiality applicable to each individual location, which were lower than Group materiality and ranged from $23.0m to $41.4m.

The Sunbelt US component team also performed a review of the financial information of the operations in Sunbelt Canada to component materiality, which represents 6% (2021: 6%) of the Group's revenue, 5% (2021: 4%) of the Group's operating profit and 9% (2021: 8%) of the Group's net assets.

Our consideration of the control environment

In line with our scoping of components (refer to section 7.1), our work in relation to the Group's control environment focused on Sunbelt US as the Group's largest component and we evaluated both the business cycle controls and general IT controls ("GITCs").

In order to evaluate business cycle controls, we performed walkthrough procedures over key cycles in Sunbelt US and Sunbelt UK, including the key risk areas of revenue and property, plant and equipment (rental fleet), to understand whether the control was effectively designed to address the related risk. We then performed testing of the controls across the audit period on a rotational basis, to determine whether the controls had operated effectively as designed.

In relation to GITCs, for both the Sunbelt US and UK components, we performed an independent risk assessment of the systems, applications and tools used to support business processes and reporting to determine those which are of greatest relevance to the Group's financial reporting. We performed testing of GITCs of these systems, covering controls surrounding user access management, change management and interfaces with other systems relating to in-scope IT systems as well as controls over key reports generated from the IT systems and their supporting infrastructure (database and operating system).

Our procedures enabled us, as planned, to place reliance on business cycle controls and GITCs within Sunbelt US and Sunbelt UK. In the US, we relied on these controls in our audit testing across expenditure (including payroll), property, plant, and equipment (rental fleet), revenue, treasury, customer rebates and journal entries. In the UK, we relied on these controls in our audit testing of impairment of fixed assets and revenue.

Our consideration of climate-related risks

Through the Group's risk management process it has assessed relevant climate-related risks for the entity. The risks were identified primarily related to the Group's environmental principal risk, being management's commitment to reduce the Group's carbon intensity. The risks are disclosed within the Task force on climate-related financial disclosures ("TCFD") statement on pages 73 to 75 of the Annual Report.

We obtained an understanding of management's process for considering the impact of climate-related risks. We evaluated these risks to assess whether they were complete and consistent with our understanding of the entity and our wider risk assessment procedures.

Our procedures to address the identified risks included considering their impact on the financial statements overall, including the application of individual accounting standards. We have read the TCFD recommended disclosures within the Annual Report to consider whether they are materially consistent with the financial statements and our knowledge obtained in the audit.

Working with other auditors

Throughout the year, members of the Group audit team, including the lead audit partner, held group-wide and individual planning and close meetings that covered all components. We supervised and directed our component teams, including discussing the audit work performed. We also reviewed the audit work papers supporting the component teams' reporting to us remotely using shared desktop technology where appropriate. We visited our US component during the year-end period to supervise work performed.

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 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 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.

Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, internal legal counsel and the Audit Committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
    - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
    - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and

- the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations; and

- the matters discussed among the audit engagement team including significant component audit teams and relevant internal specialists, including tax, valuations, pensions and IT specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in revenue recognition. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override of controls.

We also obtained an understanding of the legal and regulatory frameworks within which the Group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, the Listing Rules, pensions legislation, and UK and overseas tax legislation.

In addition, we considered provisions of other laws and regulations that 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. These included UK and North America Health and Safety legislation.

Audit response to risks identified

As a result of performing the above, we identified revenue recognition – manual topside intervention as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

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

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;

- enquiring of management, the Group's performance standards function (which is responsible for assessing store compliance with operating policies), the Audit Committee and in-house legal counsel concerning actual and potential litigation and claims;

- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;

- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with tax authorities; and

- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, including internal specialists and significant component audit teams, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with 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 the 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.

Corporate governance statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 119;
- the directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on page 39;
- the directors' statement on fair, balanced and understandable set out on page 94;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 34 and 35;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on pages 89 and 90; and
- the section describing the work of the Audit Committee set out on pages 91 to 95.

Matters on which we are required to report by exception

Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

Other matters which we are required to address

Auditor tenure

Following the recommendation of the Audit Committee, we were appointed by the Board of Directors in 2004 to audit the financial statements for the year ending 30 April 2004 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 19 years, covering the years ending 30 April 2004 to 30 April 2022.

Consistency of the Audit report with the additional report to the Audit Committee

Our audit opinion is consistent with the additional report to the Audit Committee we are required to provide in accordance with ISAs (UK).

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.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

William Smith (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, UK
13 June 2022

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 30 APRIL 2022

	Notes	2022 Before exceptional items and amortisation $m	2022 Exceptional items and amortisation $m	2022 Total $m	2021 Before amortisation $m (restated[2])	2021 Amortisation non $m (restated[2])	2021 Total $m (restated[2])
Revenue							
Rental revenue		7,234.7	—	7,234.7	5,901.6	—	5,901.6
Sale of new equipment, merchandise and consumables		387.2	—	387.2	347.7	—	347.7
Sale of used rental equipment		340.4	—	340.4	389.3	—	389.3
		7,962.3	—	7,962.3	6,638.6	—	6,638.6
Operating costs							
Staff costs	4	(1,830.5)	—	(1,830.5)	(1,501.5)	—	(1,501.5)
Other operating costs	4	(2,260.9)	—	(2,260.9)	(1,735.9)	—	(1,735.9)
Used rental equipment sold	4	(261.5)	—	(261.5)	(364.4)	—	(364.4)
		(4,352.9)	—	(4,352.9)	(3,601.8)	—	(3,601.8)
EBITDA[1]		3,609.4	—	3,609.4	3,036.8	—	3,036.8
Depreciation	4	(1,553.0)	—	(1,553.0)	(1,457.6)	—	(1,457.6)
Amortisation of intangibles	4, 5	—	(108.6)	(108.6)	—	(81.2)	(81.2)
Operating profit	3, 4	2,056.4	(108.6)	1,947.8	1,579.2	(81.2)	1,498.0
Interest income	6	0.1	—	0.1	—	—	—
Interest expense	5, 6	(232.7)	(47.1)	(279.8)	(262.9)	—	(262.9)
Profit on ordinary activities before taxation		1,823.8	(155.7)	1,668.1	1,316.3	(81.2)	1,235.1
Taxation	7, 21	(456.3)	39.3	(417.0)	(335.0)	20.0	(315.0)
Profit attributable to equity holders of the Company		1,367.5	(116.4)	1,251.1	981.3	(61.2)	920.1
Basic earnings per share	8	307.1¢	(26.2¢)	280.9¢	219.1¢	(13.7¢)	205.4¢
Diluted earnings per share	8	305.8¢	(26.1¢)	279.7¢	218.4¢	(13.6¢)	204.8¢

(1) EBITDA is presented here as an alternative performance measure as it is commonly used by investors and lenders. Further details are provided in the Glossary of Terms on page 169.

(2) All comparative information has been restated for presentation in US dollars. For more information, see Note 2.

All revenue and profit for the year is generated from continuing operations.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 APRIL 2022

	Note	2022	2021
		$m	$m (restated)
Profit attributable to equity holders of the Company for the financial year		1,251.1	920.1
Items that will not be reclassified to profit or loss:			
Remeasurement of the defined benefit pension plan	24	11.4	18.4
Tax on defined benefit pension plan		(2.7)	(3.7)
		8.7	14.7
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation differences		(92.7)	76.8
Total other comprehensive income for the year		(84.0)	91.5
Total comprehensive income for the year		1,167.1	1,011.6

CONSOLIDATED BALANCE SHEET AT 30 APRIL 2022

	Notes	2022	2021	2020
		$m	$m (restated)	$m (restated)
Current assets				
Inventories	10	168.5	102.2	105.0
Trade and other receivables	11	1,390.4	1,083.7	1,036.1
Current tax asset		7.2	18.4	41.3
Cash and cash equivalents	12	15.3	26.6	304.4
		1,581.4	1,230.9	1,486.8
Non-current assets				
Property, plant and equipment				
- rental equipment	13	7,814.3	6,908.9	7,429.2
- other assets	13	1,078.3	867.2	893.9
		8,892.6	7,776.1	8,323.1
Right-of-use assets	14	1,864.8	1,545.9	1,372.7
Goodwill	15	2,300.0	1,796.1	1,690.6
Other intangible assets	15	475.3	387.3	411.3
Other non-current assets	16	157.5	95.5	—
Net defined benefit pension plan asset	24	18.5	6.2	—
		13,708.7	11,607.1	11,797.7
Total assets		15,290.1	12,838.0	13,284.5
Current liabilities				
Trade and other payables	17	1,197.1	819.5	724.9
Current tax liability		20.2	5.7	2.8
Lease liabilities	18	188.6	168.7	133.6
Provisions	20	68.8	54.0	67.7
		1,474.7	1,047.9	929.0
Non-current liabilities				
Lease liabilities	18	1,806.6	1,464.6	1,269.2
Long-term borrowings	19	5,180.1	4,194.0	5,666.0
Provisions	20	68.0	61.0	49.0
Deferred tax liabilities	21	1,695.4	1,514.2	1,607.3
Other non-current liabilities		31.6	30.8	—
Net defined benefit pension plan liability	24	—	—	15.3
		8,781.7	7,264.6	8,606.8
Total liabilities		10,256.4	8,312.5	9,535.8
Equity				
Share capital	22	81.8	81.8	82.3
Share premium account		6.5	6.5	6.5
Capital redemption reserve		20.0	20.0	19.5
Own shares held by the Company	22	(480.1)	(66.2)	(149.7)
Own shares held through the ESOT	22	(44.9)	(36.8)	(36.0)
Cumulative foreign exchange translation differences		(226.7)	(134.0)	(210.8)
Retained reserves		5,677.1	4,654.2	4,036.9
Equity attributable to equity holders of the Company		5,033.7	4,525.5	3,748.7
Total liabilities and equity		15,290.1	12,838.0	13,284.5

These financial statements were approved by the Board on 13 June 2022.

Brendan Horgan
Chief executive

Michael Pratt
Chief financial officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2022

	Share capital	Share premium account	Capital redemption reserve	Own shares held by the Company	Own shares held through the ESOT	Cumulative foreign exchange translation differences	Retained reserves	Total
	$m	$m	$m	$m	$m	$m	$m	$m
At 1 May 2020 (restated)	82.3	6.5	19.5	(149.7)	(36.0)	(210.8)	4,036.9	3,748.7
Profit for the year	—	—	—	—	—	—	920.1	920.1
Other comprehensive income:								
Foreign currency translation differences	—	—	—	—	—	76.8	—	76.8
Remeasurement of the defined benefit pension plan	—	—	—	—	—	—	18.4	18.4
Tax on defined benefit pension plan	—	—	—	—	—	—	(3.7)	(3.7)
Total comprehensive income for the year	—	—	—	—	—	76.8	934.8	1,011.6
Dividends paid	—	—	—	—	—	—	(239.1)	(239.1)
Own shares purchased by the ESOT	—	—	—	—	(15.5)	—	—	(15.5)
Share-based payments	—	—	—	—	14.7	—	(5.2)	9.5
Tax on share-based payments	—	—	—	—	—	—	10.3	10.3
Cancellation of shares	(0.5)	—	0.5	83.5	—	—	(83.5)	—
At 30 April 2021 (restated)	81.8	6.5	20.0	(66.2)	(36.8)	(134.0)	4,654.2	4,525.5
Profit for the year	—	—	—	—	—	—	1,251.1	1,251.1
Other comprehensive income:								
Foreign currency translation differences	—	—	—	—	—	(92.7)	—	(92.7)
Remeasurement of the defined benefit pension plan	—	—	—	—	—	—	11.4	11.4
Tax on defined benefit pension plan	—	—	—	—	—	—	(2.7)	(2.7)
Total comprehensive income for the year	—	—	—	—	—	(92.7)	1,259.8	1,167.1
Dividends paid	—	—	—	—	—	—	(271.5)	(271.5)
Own shares purchased by the ESOT	—	—	—	—	(23.8)	—	—	(23.8)
Own shares purchased by the Company	—	—	—	(413.9)	—	—	—	(413.9)
Share-based payments	—	—	—	—	15.7	—	32.4	48.1
Tax on share-based payments	—	—	—	—	—	—	2.2	2.2
At 30 April 2022	81.8	6.5	20.0	(480.1)	(44.9)	(226.7)	5,677.1	5,033.7

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 2022

	Notes	2022 $m	2021 $m (restated)
Cash flows from operating activities			
Cash generated from operations before changes in rental equipment	26[a]	3,406.5	3,017.0
Payments for rental property, plant and equipment		(1,765.4)	(817.0)
Proceeds from disposal of rental property, plant and equipment		343.8	384.7
Cash generated from operations		1,984.9	2,584.7
Financing costs paid (net)		(231.1)	(254.9)
Exceptional financing costs paid		(36.0)	—
Tax paid (net)		(218.8)	(387.6)
Net cash generated from operating activities		1,499.0	1,942.2
Cash flows from investing activities			
Acquisition of businesses	26[b]	(1,277.4)	(195.1)
Financial asset investments		(40.0)	—
Payments for non-rental property, plant and equipment		(398.4)	(138.3)
Proceeds from disposal of non-rental property, plant and equipment		24.8	18.3
Net cash used in investing activities		(1,691.0)	(315.1)
Cash flows from financing activities			
Drawdown of loans		3,054.5	643.4
Redemption of loans		(2,062.7)	(2,228.4)
Repayment of principal under lease liabilities		(107.6)	(73.9)
Dividends paid		(269.3)	(235.5)
Purchase of own shares by the ESOT		(23.8)	(15.5)
Purchase of own shares by the Company		(409.6)	—
Net cash generated from/(used in) financing activities		181.5	(1,909.9)
Decrease in cash and cash equivalents		(10.5)	(282.8)
Opening cash and cash equivalents		26.6	304.4
Effect of exchange rate differences		(0.8)	5.0
Closing cash and cash equivalents		15.3	26.6

Reconciliation of net cash flows to net debt	2022 $m	2021 $m
Decrease in cash and cash equivalents in the period	10.5	282.8
Increase/(decrease) in debt through cash flow	884.2	(1,658.9)
Change in net debt from cash flows	894.7	(1,376.1)
Exchange differences	(47.1)	129.3
Debt acquired	131.7	25.2
Non-cash movements:		
- deferred costs of debt raising	18.0	11.0
- new lease liabilities	362.0	246.9
Increase/(decrease) in net debt in the period	1,359.3	(963.7)
Net debt at 1 May	5,800.7	6,764.4
Net debt at 30 April 26[c]	7,160.0	5,800.7

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 General information

Ashtead Group plc ('the Company') is a company incorporated and domiciled in England and Wales and listed on the London Stock Exchange. The consolidated financial statements are presented in US dollars.

2 Accounting policies

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

Basis of preparation

These 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. The financial statements have been prepared under the historical cost convention, modified for certain items carried at fair value, as stated in the accounting policies.

On 1 May 2021, the Group changed its reporting currency from sterling to US dollars to provide greater transparency in the Group's performance for investors and other stakeholders and to reduce exchange rate volatility in reported figures, given that c. 80% of the Group's revenue and c. 90% of the Group's operating profit originate in US dollars. In accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, this change in presentational currency was applied retrospectively and accordingly, prior year comparatives have been restated.

Financial information included in the consolidated financial statements for years ended 30 April 2021 and 2020 has been restated in US dollars as follows:

- assets and liabilities in non-US denominated currencies were translated into US dollars at the rate of exchange ruling at the relevant balance sheet date;
- non-US dollar income statements and cash flows were translated into US dollars at average rates of exchange for the relevant period;
- share capital, share premium and all other equity items were translated at the historical rates prevailing at 1 May 2004, the date of transition to IFRS, or the subsequent rates prevailing on the date of each relevant transaction; and
- the cumulative foreign exchange translation reserve was set to zero on 1 May 2004, the date of transition to IFRS and this reserve has been restated on the basis that the Group has reported in US dollars since that date.

In preparing these financial statements, the exchange rates used in respect of the pound sterling (£) and Canadian dollar (C$) are:

	Pound sterling			Canadian dollar		
	2022	**2021**	**2020**	**2022**	**2021**	**2020**
Average for the year ended 30 April	1.36	1.32	1.27	0.80	0.76	0.75
At 30 April.....	1.26	1.38	1.26	0.78	0.81	0.72

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is the fair value at the acquisition date of the assets transferred and the liabilities incurred by the Group and includes the fair value of any contingent consideration arrangement. Acquisition-related costs are recognised in the income statement as incurred.

Contingent consideration is measured at the acquisition date at fair value and included in provisions in the balance sheet. Changes in the fair value of contingent consideration due to events post the date of acquisition are recognised in the income statement.

Foreign exchange

Foreign currency transactions

Foreign currency transactions are translated into the functional currency of the entity that has undertaken the transaction using the exchange rates ruling on the dates of the transaction. At each reporting date, monetary assets and liabilities that are

denominated in foreign currencies are translated at the rates prevailing on the reporting date. All currency translation differences are taken to the income statement. The functional currency of the parent company is pounds sterling.

Translation of overseas operations

As set out in the basis of preparation, effective 1 May 2021, the reporting currency of the Group is the US dollar, the currency in which the majority of our assets, liabilities, revenue and costs are denominated. Assets and liabilities in non-US dollar denominated currencies are translated into US dollars at rates of exchange ruling at the balance sheet date. Income statements and cash flows of non-US dollar denominated subsidiary undertakings are translated into US dollars at average rates of exchange for the year.

Exchange differences arising from the retranslation of the opening net investment of non-US dollar denominated subsidiaries and the difference between the inclusion of their profits at average rates of exchange in the Group income statement and the closing rate used for the balance sheet are recognised directly in a separate component of equity. Other exchange differences are dealt with in the income statement.

Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties and VAT/sales tax. Our revenue is a function of our rental rates and the size, utilisation and mix of our equipment rental fleet. The Group has three main sources of revenue as detailed below:

- rental revenue, including loss damage waiver, environmental fees and revenue from rental equipment delivery and collection;
- revenue from the sale of new equipment, merchandise and consumables; and
- revenue from the sale of used rental equipment.

Rental revenue, including loss damage waiver and environmental fees, is recognised on a straight-line basis over the period of the rental contract. In general, rental contracts have no fixed duration and are cancellable at any time, with a typical rental period of around three weeks. However, as a rental contract can extend across financial reporting period ends, the Group records accrued revenue (unbilled rental revenue) and deferred revenue at the beginning and end of each reporting period so that rental revenue is appropriately stated in the financial statements. Revenue from rental delivery and collection is recognised when the delivery or collection has occurred and the performance obligation therefore fulfilled.

Revenue from the sale of new rental equipment, merchandise and consumables, together with revenue from the sale of used rental equipment, is recognised at the time of delivery to, or collection by, the customer and when all performance obligations under the sale contract have been fulfilled.

Revenue from the sale of rental equipment in connection with trade-in arrangements with certain manufacturers from whom the Group purchases new equipment is accounted for at the lower of transaction value or fair value based on independent appraisals. If the trade-in price of a unit of equipment exceeds the fair market value of that unit, the excess is accounted for as a reduction of the cost of the related purchase of new rental equipment.

Of the Group's rental revenue, $6,147m (2021: $5,036m) is accounted for in accordance with IFRS 16, 'Leases', while revenue from other ancillary services, each of which is billed separately, revenue from the sale of new equipment, merchandise and consumables and revenue from the sale of used equipment totalling $1,815m (2021: $1,603m) is accounted for in accordance with IFRS 15, 'Revenue from Contracts with Customers'.

Interest income and expense

Interest income comprises interest receivable on funds invested and net interest on net defined benefit pension plan assets.

Interest expense comprises interest payable on borrowings and lease liabilities, amortisation of deferred debt raising costs, the unwind of the discount on the self-insurance and contingent consideration provisions and the net interest on net defined benefit pension plan liabilities.

Exceptional items

Exceptional items are those items of income or expense which the directors believe should be disclosed separately by virtue of their significant size or nature and limited predictive value to enable a better understanding of the Group's financial performance.

Earnings per share

Earnings per share is calculated based on the profit for the financial year and the weighted average number of ordinary shares in issue during the year. For this purpose the number of ordinary shares in issue excludes shares held by the Company or by the Employee Share Ownership Trust in respect of which dividends have been waived. Diluted earnings per share is calculated using the profit for the financial year and the weighted average diluted number of shares (ignoring any potential issue of ordinary shares which would be anti-dilutive) during the year.

Adjusted earnings per share comprises basic earnings per share adjusted to exclude earnings relating to exceptional items and amortisation of intangibles.

Current/non-current distinction

Current assets include assets held primarily for trading purposes, cash and cash equivalents and assets expected to be realised in, or intended for sale or consumption in, the course of the Group's operating cycle and those assets expected to be realised within one year from the reporting date. All other assets are classified as non-current assets.

Current liabilities include liabilities held primarily for trading purposes, liabilities expected to be settled in the course of the Group's operating cycle and those liabilities due within one year from the reporting date. All other liabilities are classified as non-current liabilities.

Property, plant and equipment

Property, plant and equipment is stated at cost (including transportation costs from the manufacturer to the initial rental location) less accumulated depreciation and any provisions for impairment. In respect of certain assets, cost includes rebuild costs when the rebuild extends the asset's useful economic life and it is probable that incremental economic benefits will accrue to the Group. Rebuild costs include the cost of transporting the equipment to and from the rebuild supplier. Depreciation is not charged while the asset is not in use during the rebuild period.

Depreciation

Property, plant and equipment is depreciated on a straight-line basis applied to the opening cost to write down each asset to its residual value over its useful economic life. Estimates of useful life and residual value are determined with the objective of allocating most appropriately the cost of property, plant and equipment to our income statement, over the period we anticipate it will be used in our business. Residual values and estimated useful economic lives are reassessed annually, recognising the cyclical nature of the business, by making reference to recent experience of the Group. The depreciation rates in use are as follows:

	Per annum		**Per annum**
Freehold property	2%	Rental equipment	4% to 33%
Motor vehicles.....	7% to 25%	Office and workshop equipment	20%

Residual values are estimated at 10 to 15% of cost in respect of most types of rental equipment, although the range of residual values used varies between zero and 35%.

Repairs and maintenance

Costs incurred in the repair and maintenance of rental and other equipment are charged to the income statement as incurred.

Intangible assets

Goodwill

Goodwill represents the difference between the fair value of the consideration for an acquisition and the fair value of the net identifiable assets acquired, including any intangible assets other than goodwill.

Goodwill is stated at cost less any accumulated impairment losses and is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination.

The profit or loss on the disposal of a previously acquired business includes the attributable amount of any purchased goodwill relating to that business.

Other intangible assets

Other intangible assets acquired as part of a business combination are capitalised at fair value as at the date of acquisition. Internally generated intangible assets are not capitalised. Amortisation is charged on a straight-line basis over the expected

useful life of each asset. Contract related intangible assets are amortised over the life of the contract. Amortisation rates for other intangible assets are as follows:

	Per annum
Brand names	7% to 15%
Customer lists	10% to 20%
Contract related	14% to 50%

Impairment of assets

Goodwill is not amortised but is tested annually for impairment as at 30 April each year. Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the income statement for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable and independent cash flows for the asset being tested for impairment (cash-generating unit).

The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, 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.

In respect of assets other than goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment losses in respect of goodwill are not reversed.

Taxation

The tax charge for the period comprises both current and deferred tax. Taxation is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case the related tax is also recognised in equity.

Current tax is the expected tax payable on the taxable income for the year and any adjustment to tax payable in respect of previous years. The Group's liability for current tax is calculated using tax rates applicable for the reporting period.

Deferred tax is provided using the balance sheet liability method on any temporary differences between the carrying amounts for financial reporting purposes and those for taxation purposes. 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 differences arise from the initial recognition of goodwill.

Deferred tax is not recognised for temporary differences arising on investments in subsidiaries where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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, based on tax laws and rates that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority, the Group intends to settle them on a net basis and there is a legally enforceable right to offset tax assets against tax liabilities.

Inventories

Inventories, which comprise equipment, fuel, merchandise and spare parts, are valued at the lower of cost and net realisable value. The cost of inventory that is not ordinarily interchangeable is valued at individual cost. The cost of other inventories is determined on a first-in, first-out basis or using a weighted average cost formula, depending on the basis most suited to the type of inventory held.

Employee benefits

Defined contribution pension plans

Obligations under the Group's defined contribution plans are recognised as an expense in the income statement as incurred.

Defined benefit pension plans

The Group's obligation in respect of defined benefit pension plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in prior periods; that benefit is discounted to determine its present value and

the fair value of plan assets is deducted. The discount rate used is the yield at the balance sheet date on AA-rated corporate bonds. The calculation is performed by a qualified actuary using the projected unit credit method.

Actuarial gains and losses are recognised in full in the period in which they arise through the statement of comprehensive income.

Net interest is calculated by applying a discount rate to the net defined benefit pension plan asset or liability. The net interest income or net interest expense is included in investment income or interest expense, respectively.

The defined pension surplus or deficit represents the fair value of the plan assets less the present value of the defined benefit obligation. A surplus is recognised in the balance sheet to the extent that the Group has an unconditional right to the surplus, either through a refund or reduction in future contributions. A deficit is recognised in full.

Share-based compensation

The fair value of awards made under share-based compensation plans is measured at grant date and spread over the vesting period through the income statement with a corresponding increase in equity. The fair value of share options and awards is measured using an appropriate valuation model taking into account the terms and conditions of the individual award. The amount recognised as an expense is adjusted to reflect the actual awards vesting except where any change in the awards vesting relates only to market-based criteria not being achieved.

Insurance

Insurance costs include insurance premiums which are written off to the income statement over the period to which they relate and an estimate of the discounted liability for uninsured retained risks on unpaid claims incurred up to the balance sheet date. The estimate includes events incurred but not reported at the balance sheet date. This estimate is discounted and included in provisions in the balance sheet on a gross basis with a corresponding insurance receivable amount recognised as an asset where it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets

Financial and other investments

Financial asset investments are initially recognised at their fair value and measured subsequently at fair value through profit and loss. Equity investments are initially recognised at fair value and measured subsequently at fair value through other comprehensive income.

Trade receivables

Trade receivables do not carry interest and are initially recognised at their transaction value and measured subsequently at amortised cost using the effective interest method as reduced by appropriate loss allowances for estimated irrecoverable amounts. The loss allowances are calculated using an expected credit loss model, based on historical write-off experience and taking account of market conditions and customer knowledge. Adjustments to the loss allowances are recognised in the income statement. Trade receivables are written off when recoverability is assessed as being remote while subsequent recoveries of amounts previously written off are credited to the income statement.

Cash and cash equivalents

Cash and cash equivalents comprises cash balances and call deposits with maturity of less than, or equal to, three months.

Financial liabilities and equity

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

Trade payables

Trade payables are not interest bearing and are stated at fair value and subsequently measured at amortised cost using the effective interest rate method.

Borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct transaction costs where these are integral to the total cost of the borrowing. Where this is not the case, direct transaction costs are recognised separately from the financial liability as a loan commitment asset. Finance charges, including amortisation of direct transaction costs, are charged to the income statement using the effective interest rate method.

Borrowings exclude accrued interest which is classified as a current liability and included within trade and other payables in the balance sheet.

Tranches of borrowings and overdrafts which mature on a regular basis are classified as current or non-current liabilities based on the maturity of the facility so long as the committed facility exceeds the drawn debt.

Net debt

Net debt consists of total borrowings and lease liabilities less cash and cash equivalents. Non-US dollar denominated balances are retranslated to US dollars at rates of exchange ruling at the balance sheet date.

Senior notes

The Group's senior notes contain early repayment options, which constitute embedded derivatives in accordance with IFRS 9, Financial Instruments. The accounting for these early repayment options depends on whether they are considered to be closely related to the host contract or not based on

IFRS 9. Where they are closely related, the early repayment option is not accounted for separately and the notes are recorded within borrowings, net of direct transaction costs. The interest expense is calculated by applying the effective interest rate method.

In circumstances where the early repayment option is not considered closely related to the host contract, the repayment option has to be valued separately. At the date of issue the liability component of the notes is estimated using prevailing market interest rates for similar debt with no repayment option and is recorded within borrowings, net of direct transaction costs. The difference between the proceeds of the note issue and the fair value assigned to the liability component, representing the embedded option to prepay the notes is included within Other financial assets – derivatives. The interest expense on the liability component is calculated by applying the effective interest rate method. The embedded option to prepay is fair valued using an appropriate valuation model and fair value remeasurement gains and losses are included in investment income and interest expense respectively.

Where the Group's senior notes are issued at a premium or a discount, they are initially recognised at their face value plus or minus the premium or discount. The notes are subsequently measured at amortised cost using the effective interest rate method.

Leases

The Group assesses whether a contract is a lease, or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is measured initially at the present value of future lease payments at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. Lease payments included in the measurement of the Group's lease liability comprise:

- fixed lease payments, less any lease incentives received; and
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term changes, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;

- the lease payments change due to changes in an index or rate, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or

- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset with depreciation commencing at the commencement date of the lease.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line 'Other operating costs' in the income statement.

For short-term leases (lease terms of 12 months or less) and leases of low-value assets (such as photocopiers, vending machines, etc.), the Group has opted to recognise a lease expense on a straight-line basis. This expense is presented within other operating costs in the consolidated income statement.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to present value where the effect is material.

Employee Share Ownership Trust

Shares in the Company acquired by the Employee Share Ownership Trust ('ESOT') in the open market for use in connection with employee share plans are presented as a deduction from shareholders' funds. When the shares vest to satisfy share-based payments, a transfer is made from own shares held through the ESOT to retained earnings.

Own shares held by the Company

The cost of own shares held by the Company is deducted from shareholders' funds. The proceeds from the reissue of own shares are added to shareholders' funds with any gains in excess of the average cost of the shares being recognised in the share premium account.

3 Segmental analysis

Segmental analysis by reportable operating segment

The Group operates one class of business: rental of equipment. Operationally, the Group is split into three business units, US, UK and Canada which report separately to, and are managed by, the chief executive and align with the geographies in which they operate. Accordingly, the Group's reportable operating segments are the US, UK and Canada.

The Group manages debt and taxation centrally, rather than by business unit. Accordingly, segmental results are stated before interest and taxation which are reported as central Group items. This is consistent with the way the chief executive reviews the business.

There are no sales between the business segments. Segment assets include property, plant and equipment, goodwill, intangibles, inventory and receivables. Segment liabilities comprise operating liabilities and exclude taxation balances, corporate borrowings and accrued interest. Capital expenditure represents additions to property, plant and equipment and intangible assets, including goodwill, and includes additions through the acquisition of businesses.

Year ended 30 April 2022	US	UK	Canada	Corporate items	Group
	$m	$m	$m	$m	$m
Revenue					
Rental revenue	6,041.9	739.0	453.8	—	7,234.7
Sale of new equipment, merchandise and consumables	155.0	202.2	30.0	—	387.2
Sale of used rental equipment	280.1	45.1	15.2	—	340.4
	6,477.0	986.3	499.0	—	7,962.3
EBITDA	3,120.6	291.7	224.3	(27.2)	3,609.4
Depreciation	(1,268.3)	(173.7)	(109.9)	(1.1)	(1,553.0)
Segment result	1,852.3	118.0	114.4	(28.3)	2,056.4
Amortisation					(108.6)
Exceptional items					(47.1)
Net financing costs					(232.6)
Profit before taxation					1,668.1
Taxation					(417.0)
Profit attributable to equity shareholders					1,251.1
Segment assets	12,839.6	1,162.3	1,212.7	53.0	15,267.6
Cash					15.3
Taxation assets					7.2
Total assets					15,290.1
Segment liabilities	2,738.1	251.3	312.6	20.8	3,322.8
Corporate borrowings and accrued interest					5,218.0
Taxation liabilities					1,715.6
Total liabilities					10,256.4
Other non-cash expenditure					
- share-based payments	34.2	4.5	2.4	7.0	48.1
Capital expenditure	3,146.1	260.0	201.8	—	3,607.9

Year ended 30 April 2021	US	UK	Canada	Corporate items	Group
	$m	$m	$m	$m	$m
Revenue					
Rental revenue	4,932.7	635.2	333.7	—	5,901.6
Sale of new equipment, merchandise and consumables	152.3	164.8	30.6	—	347.7
Sale of used rental equipment	332.5	38.1	18.7	—	389.3
	5,417.5	838.1	383.0	—	6,638.6
EBITDA	2,634.5	254.4	167.4	(19.5)	3,036.8
Depreciation	(1,189.9)	(174.0)	(92.6)	(1.1)	(1,457.6)
Segment result	1,444.6	80.4	74.8	(20.6)	1,579.2
Amortisation					(81.2)
Interest expense					(262.9)
Profit before taxation					1,235.1
Taxation					(315.0)
Profit attributable to equity shareholders					920.1
Segment assets	10,384.3	1,208.7	1,141.0	59.0	12,793.0
Cash					26.6
Taxation assets					18.4
Total assets					12,838.0
Segment liabilities	1,978.2	258.1	300.9	16.9	2,554.1
Corporate borrowings and accrued interest					4,238.5
Taxation liabilities					1,519.9
Total liabilities					8,312.5
Other non-cash expenditure					
- share-based payments	6.1	0.8	0.4	2.2	9.5
Capital expenditure	850.7	196.4	73.5	—	1,120.6

Segmental analysis by geography

The Group's operations are located in the United States, the United Kingdom and Canada. The following table provides an analysis of the Group's revenue, segment assets and capital expenditure, including expenditure on acquisitions, by country of domicile. Segment assets by geography include property, plant and equipment, goodwill, intangible assets, right-of-use assets and other non-current assets but exclude the net defined benefit pension plan asset, inventory and receivables.

	Revenue		Segment assets		Capital expenditure	
	2022	2021	2022	2021	2022	2021
	$m	$m	$m	$m	$m	$m
United States	6,477.0	5,417.5	11,564.7	9,487.3	3,146.1	850.7
United Kingdom	986.3	838.1	1,005.9	1,049.9	260.0	196.4
Canada	499.0	383.0	1,119.6	1,063.7	201.8	73.5
	7,962.3	6,638.6	13,690.2	11,600.9	3,607.9	1,120.6

4 Operating costs and other income

	2022			2021		
	Before amortisation	Amortisation	Total	Before amortisation	Amortisation	Total
	$m	$m	$m	$m	$m	$m
Staff costs:						
Salaries	1,668.8	—	1,668.8	1,369.9	—	1,369.9
Social security costs	127.1	—	127.1	104.5	—	104.5
Other pension costs	34.6	—	34.6	27.1	—	27.1
	1,830.5	—	1,830.5	1,501.5	—	1,501.5
Other operating costs:						
Vehicle costs	510.1	—	510.1	375.7	—	375.7
Spares, consumables and external repairs	431.7	—	431.7	374.3	—	374.3
Facility costs	82.1	—	82.1	67.8	—	67.8
Other external charges	1,237.0	—	1,237.0	918.1	—	918.1
	2,260.9	—	2,260.9	1,735.9	—	1,735.9
Used rental equipment sold	261.5	—	261.5	364.4	—	364.4
Depreciation and amortisation:						
Depreciation of tangible assets	1,398.9	—	1,398.9	1,320.0	—	1,320.0
Depreciation of right-of-use assets	154.1	—	154.1	137.6	—	137.6
Amortisation of intangibles	—	108.6	108.6	—	81.2	81.2
	1,553.0	108.6	1,661.9	1,457.6	81.2	1,538.8
	5,905.9	108.6	6,014.5	5,059.4	81.2	5,140.6

Proceeds from the disposal of non-rental property, plant and equipment amounted to $26m (2021: $18m), resulting in a profit on disposal of $9m (2021: $nil) which is included in other external charges.

The costs shown in the above table include:

	2022	2021
	$m	$m
Cost of inventories recognised as expense	644.3	675.9
Net charge/(release) of allowance on trade receivables	31.2	(12.7)

Staff costs include remuneration of key management personnel, which comprise non-executive and executive directors. Key management personnel remuneration comprised:

	2022	2021
	$'000	$'000
Salaries and short-term employee benefits	5,730	4,765
Post-employment benefits	20	20
National insurance and social security	376	227
Share-based payments	3,993	2,272
	10,119	7,284

The Schedule 5 requirements of the Accounting Regulations for directors' remuneration are included within the Directors' remuneration report on pages 97 to 116.

Remuneration payable to the Company's auditor, Deloitte LLP, in the year is given below:

	2022	2021
	$'000	$'000
Fees payable to Deloitte UK and its associates for the audit of the Group's annual accounts	1,465	1,443
Fees payable to Deloitte UK and its associates for other services to the Group:		
- the audit of the Group's UK subsidiaries pursuant to legislation	29	27
- audit-related assurance services	109	101
- other assurance services	123	2
	1,726	1,573

Fees paid for audit-related assurance services relate to the half-year review of the Group's interim financial statements. Other assurance services relate to comfort letters provided in connection with the senior notes issued in August 2021.

5 Exceptional items and amortisation

	2022	2021
	$m	$m
Amortisation of intangibles	108.6	81.2
Write-off of deferred financing costs	11.1	—
Early redemption fee	36.0	—
Taxation	(39.3)	(20.0)
	116.4	61.2

The costs associated with the redemption of the $600m 4.125% senior notes and the $600m 5.25% senior notes in August 2021 have been classified as exceptional items. The write-off of deferred financing costs consisted of the unamortised balance of the costs relating to the notes. In addition, an early redemption fee of $36m was paid to redeem the notes prior to their scheduled maturity. Of these items, total cash costs were $36m.

The items detailed in the table above are presented in the income statement as follows:

	2022	2021
	$m	$m
Amortisation of intangibles	108.6	81.2
Charged in arriving at operating profit	108.6	81.2
Interest expense	47.1	—
Charged in arriving at profit before taxation	155.7	81.2
Taxation	(39.3)	(20.0)
	116.4	61.2

6 Net financing costs

	2022	2021
	$m	$m
Interest income:		
Net income on the defined benefit pension plan asset	0.1	—
Interest expense:		
Bank interest payable	32.8	47.9
Interest payable on senior notes	111.2	132.0
Interest payable on lease liabilities	80.7	70.5
Net interest on the net defined benefit pension plan liability	—	0.2
Non-cash unwind of discount on provisions	1.1	1.3
Amortisation of deferred debt raising costs	6.9	11.0
Total interest expense	232.7	262.9
Net financing costs before exceptional items	232.6	262.9
Exceptional items	47.1	—
Net financing costs	279.7	262.9

7 Taxation

The tax charge on the result for the year has been computed using a tax rate of 25% in the US (2021: 25%), 19% in the UK, rising to 25% from 1 April 2023 (2021: 19%) and 26% in Canada (2021: 26%). The blended rate for the Group as a whole is 25% (2021: 25%). The Group's future effective tax rate will depend on the mix of profits amongst the territories in which it operates and their respective tax rates.

	2022	2021
	$m	$m
Analysis of the tax charge		
Current tax		
- current tax on income for the year	243.5	407.7
- adjustments to prior year	6.7	9.1
	250.2	416.8
Deferred tax		
- origination and reversal of temporary differences	170.3	(99.1)
- adjustments due to change in UK corporate tax rate	9.6	-
- adjustments to prior year	(13.1)	(2.7)
	166.8	(101.8)
Total taxation charge	417.0	315.0
Comprising:		
- United Kingdom	41.8	30.3
- United States	357.4	278.4
- Canada	17.8	6.3
	417.0	315.0

The tax charge comprises a charge of $456m (2021: $335m) relating to tax on the profit before exceptional items and amortisation, together with a credit of $39m (2021: credit of $20m) on exceptional items and amortisation.

The differences between the tax charge for the year of 25% and the standard rate of corporation tax in the UK of 19% are explained below:

	2022	2021
	$m	$m
Profit on ordinary activities before tax	1,668.1	1,235.1
Profit on ordinary activities multiplied by the rate of corporation tax in the UK of 19% (2021: 19%)	316.9	234.7
Effects of:		
Use of foreign tax rates on overseas income	94.7	69.3
Adjustments due to changes in UK corporate tax rate	9.6	-
Adjustments to prior years	(6.4)	6.4
Other	2.2	4.6
Total taxation charge	417.0	315.0

8 Earnings per share

	2022			2021		
	Earnings	Weighted average no. of shares	Per share amount	Earnings	Weighted average no. of shares	Per share amount
	$m	million	cents	$m	million	cents
Basic earnings per share	1,251.1	445.3	280.9	920.1	447.9	205.4
Share options and share plan awards	—	1.9	(1.2)	—	1.4	(0.6)
Diluted earnings per share	1,251.1	447.2	279.7	920.1	449.3	204.8

Adjusted earnings per share may be reconciled to basic earnings per share as follows:

	2022	2021
	cents	cents
Basic earnings per share	280.9	205.4
Amortisation of intangibles	24.4	18.1
Exceptional items	10.6	-
Tax on exceptional items and amortisation	(8.8)	(4.4)
Adjusted earnings per share	307.1	219.1

9 Dividends

	2022	2021
	$m	$m
Final dividend paid on 21 September 2021 of 48.24¢ (2021: 43.63¢) per 10p ordinary share	215.3	195.4
Interim dividend paid on 9 February 2022 of 12.50¢ (2021: 9.76¢) per 10p ordinary share	56.2	43.7
	271.5	239.1
Reconciliation to consolidated cash flow statement		
Dividend to shareholders	271.5	239.1
Translation adjustment	(2.2)	(3.6)
Total dividend paid	269.3	235.5

In addition, the directors are proposing a final dividend in respect of the year ended 30 April 2022 of 67.5¢ (2021: 48.24¢) per share which will absorb $298m of shareholders' funds, based on the 441m shares qualifying for dividend on 10 June 2022. Subject to approval by shareholders, it will be paid on 9 September 2022 to shareholders who are on the register of members on 12 August 2022.

The dividends per share disclosed above are presented in US dollars. Dividends for periods prior to the Group's change in presentational currency on 1 May 2021 have been translated into US dollars at the exchange rate ruling at the date at which the liability arose in accordance with their treatment in the statement of changes in equity. Amounts recognized in the consolidated statement of cash flows have been translated into US dollars at the exchange rate ruling at the date of payment. As such, a translation adjustment arises when the date at which the liability arose differs from the payment date.

All dividends for periods subsequent to 1 May 2021 will be declared in US dollars. Dividends will continue to be paid in sterling unless shareholders elect to receive their dividend in US dollars. The dividend currency exchange rate used will be set based on the average exchange rate for the preceding five working days prior to the dividend currency exchange rate announcement.

10 Inventories

	2022	2021
	$m	$m
Raw materials, consumables and spares	77.7	46.1
Goods for resale	90.8	56.1
	168.5	102.2

11 Trade and other receivables

	2022	2021
	$m	$m
Trade receivables	1,259.6	1,001.9
Less: loss allowance	(85.6)	(73.8)
	1,174.0	928.1
Other receivables		
- Accrued revenue	106.5	77.6
- Other	109.9	78.0
	1,390.4	1,083.7

The fair values of trade and other receivables are not materially different to the carrying values presented.

(a) Trade receivables: credit risk

The Group's exposure to the credit risk inherent in its trade receivables and the associated risk management techniques that the Group deploys in order to mitigate this risk are discussed in Note 25. The credit periods offered to customers vary according to the credit risk profiles of, and the invoicing conventions established in, the Group's markets. The contractual terms on invoices issued to customers vary between North America and the UK in that, invoices issued by the UK are payable within 30-60 days whereas, invoices issued by the US and Canada are payable on receipt. Therefore, on this basis, a significant proportion of the Group's trade receivables are contractually past due. The loss allowance is calculated based on prior experience reflecting the level of uncollected receivables over the last year within each business adjusted for factors that are specific to the receivables, the industry in which we operate and the economic environment. Accordingly, the loss allowance cannot be attributed to specific receivables so the aged analysis of trade receivables, including those past due, is shown gross of the loss allowance.

On this basis, the ageing analysis of trade receivables, including those past due, is as follows:

		Trade receivables past due by:				
	Current	Less than 30 days	30 – 60 days	60 – 90 days	More than 90 days	Total
	$m	$m	$m	$m	$m	$m
Carrying value at 30 April 2022	100.6	629.6	293.8	115.7	119.9	1,259.6
Carrying value at 30 April 2021	128.5	488.2	225.7	67.9	91.6	1,001.9

In practice, the US and Canada operate on 30-day terms and consider receivables past due if they are unpaid after 30 days. On this basis, the Group's ageing of trade receivables, including those past due, is as follows:

		Trade receivables past due by:				
	Current	Less than 30 days	30 – 60 days	60 – 90 days	More than 90 days	Total
	$m	$m	$m	$m	$m	$m
Carrying value at 30 April 2022	697.4	314.2	125.9	44.1	78.0	1,259.6
Carrying value at 30 April 2021	575.0	255.4	77.2	30.3	64.0	1,001.9

(b) Movement in the loss allowance

	2022	2021
	$m	$m
At 1 May	73.8	125.6
Amounts written off or recovered during the year	(17.7)	(41.0)
Increase/(decrease) in allowance recognized in income statement	31.2	(12.7)
Currency movements	(1.7)	1.9
At 30 April	85.6	73.8

12 Cash and cash equivalents

	2022	2021
	$m	$m
Cash and cash equivalents	15.3	26.6

The carrying amount of cash and cash equivalents approximates to their fair value.

13 Property, plant and equipment

	Land and buildings	Rental equipment	Office and workshop equipment	Motor Vehicles	Total
	$m	$m	$m	$m	$m
Cost or valuation					
At 1 May 2020	416.7	11,868.2	292.5	881.2	13,458.6
Exchange differences	11.7	196.4	7.8	14.8	230.7
Acquisitions	—	119.7	0.1	5.5	125.3
Reclassifications	—	(3.9)	(0.4)	2.4	(1.9)
Additions	36.0	809.2	52.7	49.5	947.4
Disposals	(5.2)	(1,134.7)	(11.1)	(68.9)	(1,219.9)
At 30 April 2021	459.2	11,854.9	341.6	884.5	13,540.2
Exchange differences	(10.7)	(156.8)	(7.5)	(11.7)	(186.7)
Acquisitions	0.7	738.6	6.0	43.0	788.3
Reclassifications	-	(0.5)	0.1	0.4	-
Additions	106.4	1,999.2	73.6	218.1	2,397.3
Disposals	(6.8)	(896.6)	(10.7)	(68.0)	(982.1)
At 30 April 2022	548.8	13,538.8	403.1	1,066.3	15,557.0
Depreciation					
At 1 May 2020	141.6	4,439.0	185.8	369.1	5,135.5
Exchange differences	5.4	88.8	5.1	7.6	106.9
Acquisitions	—	57.4	—	3.2	60.6
Reclassifications	—	(2.4)	(0.5)	1.0	(1.9)
Charge for the period	26.3	1,152.3	45.7	95.7	1,320.0
Disposals	(4.1)	(789.1)	(9.0)	(54.8)	(857.0)
At 30 April 2021	169.2	4,946.0	227.1	421.8	5,764.1
Exchange differences	(4.9)	(73.2)	(5.2)	(6.3)	(89.6)
Acquisitions	0.4	281.8	2.0	18.8	303.0
Reclassifications	—	0.1	0.1	(0.2)	—
Charge for the period	34.5	1,213.4	52.3	98.7	1,398.9
Disposals	(4.3)	(643.6)	(8.6)	(55.5)	(712.0)
At 30 April 2022	194.9	5,724.5	267.7	477.3	6,664.4
Net book value					
At 30 April 2022	353.9	7,814.3	135.4	589.0	8,892.6
At 30 April 2021	290.0	6,908.9	114.5	462.7	7,776.1

$14m of rebuild costs were capitalised in the year (2021: $22m). Included within depreciation is an impairment charge of $9m (2021: $nil).

14 Right-of-use assets

	Property leases	Other leases	Total
	$m	$m	$m
Cost or valuation			
At 1 May 2019	1,481.2	9.0	1,490.2
Exchange differences	21.4	1.0	22.4
Additions	200.6	8.3	208.9
Acquisitions	25.2	—	25.2
Remeasurement	63.5	—	63.5
Disposals	(4.7)	(1.1)	(5.8)
At 30 April 2021	1,787.2	17.2	1,804.4
Exchange differences	(21.6)	(1.6)	(23.2)
Additions	331.0	8.4	339.4
Acquisitions	125.9	—	125.9
Remeasurement	35.0	—	35.0
Disposals	(11.6)	(3.7)	(15.3)
At 30 April 2022	2,245.9	20.3	2,266.2
Depreciation			
At 1 May 2019	114.2	3.3	117.5
Exchange differences	4.4	0.4	4.8
Charge for the period	135.8	1.8	137.6
Disposals	(0.7)	(0.7)	(1.4)
At 30 April 2021	253.7	4.8	258.5
Exchange differences	(5.5)	(0.5)	(6.0)
Charge for the period	151.4	2.7	154.1
Disposals	(2.8)	(2.4)	(5.2)
At 30 April 2022	396.8	4.6	401.4
Net book value			
At 30 April 2022	1,849.1	15.7	1,864.8
At 30 April 2021	1,533.5	12.4	1,545.9

Included within depreciation is an impairment charge of $6m (2021: $12m).

15 Intangible assets including goodwill

		Other intangible assets				
	Goodwill	Brand names	Customer lists	Contract related	Total	Total
	$m	$m	$m	$m	$m	$m
Cost or valuation						
At 1 May 2020	1,690.6	28.8	667.6	86.5	782.9	2,473.5
Recognised on acquisition	69.5	—	37.7	1.3	39.0	108.5
Exchange differences	36.0	0.7	28.2	3.8	32.7	68.7
At 30 April 2021	1,796.1	29.5	733.5	91.6	854.6	2,650.7
Recognised on acquisition	523.1	—	181.6	20.6	202.2	725.3
Exchange differences	(19.2)	(0.5)	(13.8)	(3.3)	(17.6)	(36.8)
At 30 April 2022	2,300.0	29.0	901.3	108.9	1,039.2	3,339.2
Amortisation						
At 1 May 2020	—	27.5	278.4	65.7	371.6	371.6
Charge for the period	—	0.3	72.6	8.3	81.2	81.2
Exchange differences	—	0.6	10.8	3.1	14.5	14.5
At 30 April 2021	—	28.4	361.8	77.1	467.3	467.3
Charge for the period	—	0.3	83.9	24.4	108.6	108.6
Exchange differences	—	(0.4)	(8.4)	(3.2)	(12.0)	(12.0)
At 30 April 2022	—	28.3	437.3	98.3	563.9	563.9
Net book value						
At 30 April 2022	2,300.0	0.7	464.0	10.6	475.3	2,775.3
At 30 April 2021	1,796.1	1.1	371.7	14.5	387.3	2,183.4

Goodwill acquired in a business combination is allocated at acquisition to the cash-generating units ('CGUs') that benefit from that business combination. Goodwill allocated to each of the Group's CGUs is as follows:

	2022	2021
	$m	$m
US		
Power and HVAC	245.1	62.6
Climate Control	75.2	75.2
General equipment and related businesses	1,657.1	1,317.6
	1,977.4	1,455.4
UK		
Engineered Access	32.4	35.7
General equipment and related businesses	72.5	79.9
	104.9	115.6
Canada		
General equipment and related businesses	217.7	225.1
Total goodwill	2,300.0	1,796.1

For the purposes of determining potential goodwill impairment, recoverable amounts are determined from value in use calculations using cash flow projections based on the Group's financial plans covering a three-year period which were adopted and approved by the Board in April 2022. The key assumptions for these financial plans are those regarding revenue growth, margins and capital expenditure required to replace the rental fleet and support the growth forecast which management estimates based on past experience, market conditions and expectations for the future development of the market. The projections consist of the 2022/23 budget, a further two years from the Group's business plan and a further seven years' cash flows. The valuation uses an annual growth rate to determine the cash flows beyond the three-year forecast period of 2%,

which does not exceed the average long-term growth rates for the relevant markets, a terminal value reflective of market multiples and discount rates of 11% (2021: 12%), 10% (2021: 11%) and 11% (2021: 12%) for the US, UK and Canadian businesses respectively. The discount rates for each country are determined by reference to the Group's weighted average cost of capital.

The impairment review is potentially sensitive to changes in key assumptions used, most notably the discount rate and the annuity growth rates. A sensitivity analysis has been undertaken by changing the key assumptions used for each CGU in the US, UK and Canada. Based on this sensitivity analysis, no reasonably possible change in the assumptions resulted in the recoverable amount for the CGUs identified above to fall below their carrying value.

US

General equipment and related businesses

Revenue for the general equipment business is linked primarily to US non-residential construction spend, which, based on market forecasts, is expected to grow during the business plan period, underpinned by a significant level of large scale, multi-year projects. The general equipment and related businesses have grown more rapidly than both the non-residential construction market and the broader rental market in recent years and this outperformance is expected to continue over the business plan period, although not necessarily to the same degree. EBITDA margins are forecast to improve slightly as inflationary cost pressures ease and the businesses benefit from operational efficiencies and increased scale.

Power and HVAC and Climate Control

Revenue for the Power and HVAC and Climate Control businesses is in part linked to the level of non-residential construction and also general levels of economic activity. These businesses are also expected to benefit from increased rental penetration. EBITDA margins are forecast to improve slightly as the businesses benefit from operational efficiencies and increased scale.

UK

Revenue for each of the UK CGUs is linked primarily to UK non-residential construction spend. This market is more challenging than in the US, with structural growth opportunities more difficult to achieve due to a higher level of rental penetration in the market. The market is expected to grow over the business plan period. The Engineered Access business is also reliant on the events market which has been impacted during the last two years by the pandemic. The level of business activity is therefore expected to increase as the events market returns during the business plan period. EBITDA margins are forecast to improve as the businesses focus on operational improvement and leveraging the platform.

Canada

Revenue for Canada is linked primarily to Canadian non-residential construction spend which, based on market forecasts, is expected to grow during the business plan period. The Canadian business has grown over the last three years more quickly than non-residential construction and we expect it to continue to perform ahead of the market over the forecast period, although not necessarily to the same degree as over recent years. EBITDA margins are forecast to increase as the business benefits from the integration of recent acquisitions, operational improvement and increased scale.

16 Other non-current assets

	2022	2021
	$m	$m
HMRC state aid payment	44.7	49.3
Financial asset investments	40.0	—
Insurance receivable	16.5	11.2
Other non-current receivables	56.3	35.0
	157.5	95.5

Non-current assets include the HMRC state aid payment which relates to amounts paid to HMRC in accordance with the charging notice received in relation to the ongoing state aid investigation (further details are included in Note 28).

17 Trade and other payables

	2022	2021
	$m	$m
Trade payables	399.2	216.2
Other taxes and social security	55.9	85.4
Accruals and deferred income	742.0	517.9
	1,197.1	819.5

Trade and other payables include amounts relating to the purchase of fixed assets of $363m (2021: $135m). The fair values of trade and other payables are not materially different from the carrying values presented.

18 Lease liabilities

Amounts recognised in the balance sheet

	2022	2021
	$m	$m
Maturity analysis – undiscounted cash flows:		
Less than one year	196.2	174.4
One to two years	196.1	164.4
Two to three years	193.9	162.6
Three to four years	189.7	159.9
Four to five years	184.6	155.7
More than five years	1,864.0	1,531.6
Total undiscounted lease liabilities at 30 April	2,824.5	2,348.6
Impact of discounting	(829.3)	(715.3)
Lease liabilities included in the balance sheet	1,995.2	1,633.3
Included in current liabilities	188.6	168.7
Included in non-current liabilities	1,806.6	1,464.6
	1,995.2	1,633.3

Amounts recognised in the income statement

	2022	2021
	$m	$m
Depreciation of right-of-use assets	154.1	137.6
Interest on lease liabilities	80.7	70.5
Expense relating to short-term leases	1.6	2.1
Expense relating to variable lease payments	7.8	12.7
	244.2	222.9
Income from sub-leasing right-of-use assets	(20.6)	(14.0)
	223.6	208.9

Amounts recognised in the statement of cash flows

	2022	2021
	$m	$m
Financing costs paid in relation to lease liabilities	79.7	72.6
Repayment of principal under lease liabilities	107.6	73.9
Total cash outflow for leases	187.3	146.5

19 Borrowings

	2022	2021
	$m	$m
Non-current		
First priority senior secured bank debt	2,108.1	1,225.2
4.125% senior notes, due 2025	—	594.9
5.250% senior notes, due 2026	—	593.4
1.500% senior notes, due 2026	545.8	—
4.375% senior notes, due 2027	594.8	593.9
4.000% senior notes, due 2028	594.3	593.4
4.250% senior notes, due 2029	593.9	593.2
2.450% senior notes, due 2031	743.2	—
	5,180.1	4,194.0

The senior secured bank debt is secured by way of fixed and floating charges over substantially all the Group's property, plant and equipment, inventory and trade receivables. The senior notes are guaranteed by Ashtead Group plc and all its principal subsidiary undertakings.

First priority senior secured credit facility

At 30 April 2022, $4.5 billion was committed by our senior lenders under the asset-based senior secured revolving credit facility ('ABL facility') until August 2026. The amount utilised was $2,188m (including letters of credit totalling $57m). The ABL facility is secured by a first priority interest in substantially all of the Group's assets. Pricing for the $4.5bn revolving credit facility is based on leverage and average availability according to a grid, varying from the applicable interest rate plus 125bp to 150bp. The applicable interest rate is based on LIBOR for US dollar loans, SONIA for sterling loans and CDOR for Canadian dollar loans. At 30 April 2022, the borrowing rate was the applicable interest rate plus 125bp.

The only financial performance covenant under the asset-based first priority senior bank facility is a fixed charge ratio (comprising LTM EBITDA before exceptional items less LTM net capital expenditure paid in cash over the sum of scheduled debt repayments plus cash interest, cash tax payments and dividends paid in the last 12 months) which must be equal to or greater than 1.0 times.

This covenant does not, however, apply when availability (the difference between the borrowing base and facility utilisation) exceeds $450m. At 30 April 2022 availability under the bank facility for covenant purposes was $2,537m ($3,011m at 30 April 2021), with an additional $3,029m of suppressed availability meaning that the covenant was not measured at 30 April 2022 and is unlikely to be measured in forthcoming quarters.

Senior notes

At 30 April 2022 the Group, through its wholly owned subsidiary Ashtead Capital, Inc., had five series of senior notes outstanding. The $550m 1.500% notes are due on 12 August 2026, the $600m 4.375% notes are due on 15 August 2027, the $600m 4.000% notes are due on 1 May 2028, the $600m 4.250% notes are due on 1 November 2029 and the $750m 2.450% notes are due on 12 August 2031. Under the terms of the notes, financial performance covenants under the senior notes are only measured at the time new debt is raised.

The effective rates of interest at the balance sheet date were as follows:

		2022	2021
First priority senior secured bank debt	- revolving advances in dollars	1.99%	1.51%
Senior notes	- $600m nominal value	—	4.125%
	- $600m nominal value	—	5.250%
	- $550m nominal value	1.500%	—
	- $600m nominal value	4.375%	4.375%
	- $600m nominal value	4.000%	4.000%
	- $600m nominal value	4.250%	4.250%
	- $750m nominal value	2.450%	—

20 Provisions

	Insurance	Vacant property	Contingent consideration	Total
	$m	$m	$m	$m
At 1 May 2021	78.0	27.9	9.1	115.0
Acquired businesses	—	19.1	—	19.1
Exchange differences	(0.6)	(0.3)	(0.6)	(1.5)
Utilised	(35.4)	(12.6)	(1.9)	(49.9)
Released	—	(5.7)	—	(5.7)
Charged in the year	53.6	4.6	0.5	58.7
Amortisation of discount	0.7	0.4	—	1.1
At 30 April 2022	96.3	33.4	7.1	136.8

	2022	2021
	$m	$m
Included in current liabilities	68.8	54.0
Included in non-current liabilities	68.0	61.0
	136.8	115.0

Insurance provisions relate to the discounted estimated gross liability in respect of claims to be incurred under the Group's insurance programmes for events occurring up to the year-end and are expected to be utilised over a period of approximately eight years. The provision is established based on advice received from independent actuaries of the estimated total cost of the insured risk based on historical claims experience. $29m (2021: $20m) of this total liability is due from insurers and is included within 'other receivables'.

The provision for contingent consideration relates to recent acquisitions and is expected to be paid out over the next three years and is reassessed at each reporting date.

21 Deferred tax

	Accelerated tax depreciation	Tax losses	Other assets from temporary differences	Other liabilities from temporary differences	Total
	$m	$m	$m	$m	$m
At 1 May 2021	1,580.1	(7.2)	(125.3)	66.6	1,514.2
Exchange differences	(5.7)	1.0	0.7	(1.5)	(5.5)
Charged/(credited) to income statement	212.2	(6.1)	(52.4)	13.1	166.8
Charged to equity	—	—	3.0	2.6	5.6
Acquisitions	5.2	(3.0)	(0.2)	12.3	14.3
At 30 April 2022	1,791.8	(15.3)	(174.2)	93.1	1,695.4

The Group has not recognised a deferred tax asset in respect of losses carried forward in a non-trading UK company of $7m (2021: $8m) as it is not considered probable this deferred tax asset will be utilised.

At the balance sheet date, no temporary differences associated with undistributed earnings of subsidiaries are considered to exist as UK tax legislation largely exempts overseas dividends received from UK tax.

22 Share capital and reserves

	30 April 2022 Number	30 April 2021 Number	30 April 2022 $m	30 April 2021 $m
Ordinary shares of 10p each:				
Issued and fully paid	451,354,833	451,354,833	81.8	81.8

During the year, the Company purchased 5.7m ordinary shares at a total cost of $414m (£305m) under the Group's share buyback programme, which are held in treasury. At 30 April 2022, 7.7m (April 2021: 2.0m) shares were held by the Company ($480m; April 2021: $66m) and a further 1.2m (April 2021: 1.4m) shares were held by the Company's Employee Share Ownership Trust ($45m; April 2021: $37m).

23 Share-based payments

The ESOT facilitates the provision of shares under the Group's long-term incentive plans. It holds a beneficial interest in 1,231,788 ordinary shares of the Company acquired at an average cost of 3,644¢ (2,760p) per share. The shares had a market value of $65m (£51m) at 30 April 2022. The ESOT has waived the right to receive dividends on the shares it holds. The costs of operating the ESOT are borne by the Group but are not significant.

Details of the awards given under the long-term incentive plans are given on pages 101 to 102 and 108 to 109. The costs of these schemes are charged to the income statement over the vesting period, based on the fair value of the award at the grant date and the likelihood of allocations vesting under the schemes. In 2022, there was a net charge to pre-tax profit in respect of the long-term incentive awards of $48m (2021: $10m). After tax, the total charge was $37m (2021: $7m).

The fair value of awards granted during the year is estimated using a Black-Scholes option pricing model with the following assumptions:

	July 2021	September 2021
Share price at grant date	5,416p	5,988p
Exercise price	—	—
Dividend yield	1.17%	1.00%
Volatility	52.40%	54.06%
Risk-free rate	0.14%	0.38%
Expected life	36 months	32 months

Expected volatility was determined by calculating the historical volatility over the previous three years. The expected life used in the model is based on the terms of the plan.

Details of the long term incentive awards outstanding during the year are as follows:

	2022		2021	
	Number	Weighted average fair value at grant date	Number	Weighted average fair value at grant date
Outstanding at 1 May	2,965,144	3,279p	1,664,555	1,970p
Granted	592,841	5,385p	1,912,676	3,876p
Exercised	(482,958)	2,174p	(577,961)	1,541p
Expired	(88,588)	3,428p	(34,126)	2,336p
Outstanding at 30 April	2,986,439	3,871p	2,965,144	3,279p
Exercisable at 30 April	—	n/a	—	n/a

24 Pensions

Defined contribution plans

The Group operates pension plans for the benefit of qualifying employees. The plans for new employees throughout the Group are all defined contribution plans. Pension costs for defined contribution plans were $34m (2021: $29m).

Defined benefit plan

The Group also has a defined benefit plan which was closed to new members in 2001 and closed to future accrual in October 2020. The plan is a funded defined benefit plan with trustee-administered assets held separately from those of the Group. The Trustees are composed of representatives of both the Company and plan members. The Trustees are required by law to act in the interest of all relevant beneficiaries and are responsible for the investment policy of the assets and the day-to-day administration of the benefits.

The plan is a final salary plan which provides members a guaranteed level of pension payable for life. The level of benefits provided by the plan depends on members' length of service and their salary at the date of leaving the plan.

The plan's duration is an indicator of the weighted-average time until benefit payments are made. For the plan as a whole, the duration at 30 April 2022 is approximately 20 years. The estimated amount of contributions expected to be paid by the Group to the plan during the 2022/23 financial year is £1.8m ($2.3m at April 2022 exchange rate).

The plan exposes the Group to a number of risks, the most significant being investment risk, interest rate risk, inflation risk and life expectancy risk.

The most recent actuarial valuation was carried out as at 30 April 2019 by a qualified independent actuary and showed a funding surplus of £1.5m ($1.9m at April 2022 exchange rate). The actuary was engaged by the Company to perform a valuation in accordance with IAS 19 (revised) as at 30 April 2022. The principal financial assumptions made by the actuary were as follows:

	2022	2021
Discount rate	3.1%	2.0%
Inflation assumption - RPI	3.4%	3.2%
- CPI	3.2%	2.4%
Rate of increase in pensions in payment	3.3%	3.1%

Pensioner life expectancy assumed in the 30 April 2022 update is based on the 'S3PA CMI 2021' projection model mortality tables adjusted so as to apply a minimum annual rate of improvement of 1.25% a year. Samples of the ages to which pensioners are assumed to live are as follows:

	2022	2021
Life expectancy of pensioners currently aged 65		
Male	86.2	86.2
Female	88.1	88.0
Life expectancy at age 65 for future pensioner currently aged 45		
Male	87.5	87.5
Female	89.6	89.5

The plan's assets are invested in the following asset classes:

	2022	2021
	$m	$m
UK equities	36.9	40.1
US equities	42.6	46.3
Japanese equities	7.5	8.1
Emerging market equities	3.9	5.3
Global loan fund	12.1	13.5
Buy and maintain fund	7.3	—
Liability driven investment funds	19.0	33.0
Infrastructure	11.0	11.4
Cash and cash equivalents	0.9	0.8
	141.2	158.5

The amounts recognised in the balance sheet are determined as follows:

	2022	2021
	$m	$m
Fair value of plan assets	141.2	158.5
Present value of funded defined benefit obligation	(122.7)	(152.3)
Net asset recognised in the balance sheet	18.5	6.2

The components of the defined benefit cost recognised in the income statement are as follows:

	2022	2021
	$m	$m
Current service cost	—	0.6
Past service cost	—	(2.5)
Net interest on the net defined benefit plan	(0.1)	0.2
Net income in the income statement	(0.1)	(1.7)

The remeasurements of the defined benefit plan recognised in the statement of comprehensive income are as follows:

	2022	2021
	$m	$m
Actuarial gain/(loss) due to changes in financial assumptions	18.1	(4.0)
Actuarial gain due to changes in demographic assumptions	0.2	0.3
Actuarial (loss)/gain arising from experience adjustments	(1.8)	1.5
(Loss)/return on plan assets excluding amounts recognised in net interest	(5.1)	20.6
Remeasurement of the defined benefit pension plan	11.4	18.4

Movements in the present value of defined benefit obligations were as follows:

	2022	2021
	$m	$m
At 1 May	152.3	140.1
Current service cost	—	0.6
Past service cost	—	(2.5)
Interest cost	3.0	2.3
Contributions from members	—	0.1
Remeasurements		
- Actuarial (gain)/loss due to changes in financial assumptions	(18.1)	4.0
- Actuarial gain due to changes in demographic assumptions	(0.2)	(0.3)
- Actuarial loss/(gain) arising from experience adjustments	1.8	(1.5)
Benefits paid	(3.2)	(4.1)
Exchange differences	(12.9)	13.6
At 30 April	122.7	152.3

The key assumptions used in valuing the defined benefit obligation are: discount rate, inflation and mortality. The sensitivity of the results to these assumptions is as follows:

- An increase in the discount rate of 0.5% would result in a $9m (2021: $13m) decrease in the defined benefit obligation.
- An increase in the inflation rate of 0.5% would result in an $8m (2021: $12m) increase in the defined benefit obligation. This includes the resulting change to other assumptions that are related to inflation such as pensions and salary growth.
- A one-year increase in the pensioner life expectancy at age 65 would result in a $6m (2021: $8m) increase in the defined benefit obligation.

The above sensitivity analysis has been determined based on reasonably possible changes to the significant assumptions, while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some assumptions may be correlated. The sensitivity information shown above has been prepared using the same method as adopted when adjusting the results of the latest funding valuation to the balance sheet date. This is the same approach as has been adopted in previous periods.

Movements in the fair value of plan assets were as follows:

	2022	2021
	$m	$m
At 1 May	158.5	124.8
Interest income	3.1	2.1
Remeasurement – (loss)/return on plan assets excluding amounts recognised in net interest	(5.1)	20.6
Employer contributions	2.5	1.8
Contributions from members	—	0.1
Benefits paid	(3.2)	(4.1)
Exchange differences	(14.6)	13.2
At 30 April	141.2	158.5

The actual return on plan assets was a $2m loss (2021: $23m gain).

25 Financial risk management

The Group's trading and financing activities expose it to various financial risks that, if left unmanaged, could adversely impact on current or future earnings. Although not necessarily mutually exclusive, these financial risks are categorised separately according to their different generic risk characteristics and include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk.

It is the role of the Group treasury function to manage and monitor the Group's financial risks and internal and external funding requirements in support of the Group's corporate objectives. Treasury activities are governed by policies and procedures approved by the Board and monitored by the Finance and Administration Committee. In particular, the Board of directors or, through delegated authority, the Finance and Administration Committee, approves any derivative transactions. Derivative transactions are only undertaken for the purposes of managing interest rate risk and currency risk. The Group does not trade in financial instruments. The Group maintains treasury control systems and procedures to monitor liquidity, currency, credit and financial risks.

Market risk

The Group's activities expose it primarily to interest rate and currency risk. Interest rate risk is monitored on a continuous basis and managed, where appropriate, through the use of interest rate swaps whereas, the use of forward foreign exchange contracts to manage currency risk is considered on an individual non-trading transaction basis. The Group is not exposed to commodity price risk or equity price risk as defined in IFRS 7.

Interest rate risk

Management of fixed and variable rate debt

The Group has fixed and variable rate debt in issue with 59% of the drawn debt at a fixed rate as at 30 April 2022, excluding lease liabilities. The Group's accounting policy requires all borrowings to be held at amortised cost. As a result, the carrying value of fixed rate debt is unaffected by changes in credit conditions in the debt markets and there is therefore no exposure to fair value interest rate risk. The Group's debt that bears interest at a variable rate comprises all outstanding borrowings under the senior secured credit facility. Pricing is based on leverage and average availability according to a grid, varying from the applicable interest rate plus 125bp to 150bp. The applicable interest rate is based on LIBOR for US dollar loans, SONIA for sterling loans and CDOR for Canadian dollar loans. At 30 April 2022, the borrowing rate was the applicable interest rate plus 125bp. The ABL facility includes provision for the US LIBOR transition. The Group periodically utilises interest rate swap agreements to manage and mitigate its exposure to changes in interest rates. However, during the year ended and as at 30 April 2022, the Group had no such swap agreements outstanding. The Group also may at times hold cash and cash equivalents which earn interest at a variable rate.

Net variable rate debt sensitivity

At 30 April 2022, based upon the amount of variable rate debt outstanding, the Group's pre-tax profits would change by approximately $21m for each one percentage point change in interest rates applicable to the variable rate debt and, after tax effects, equity would change by approximately $19m. The amount of the Group's variable rate debt may fluctuate as a result of changes in the amount of debt outstanding under the senior secured credit facility.

Currency risk

Currency risk is predominantly translation risk as there are no significant transactions in the ordinary course of business that take place between foreign affiliates. The Group's reporting currency is US dollars. The majority of our assets, liabilities, revenue and costs are denominated in US dollars, but sterling and Canadian dollars make up 24% of our net assets. Fluctuations in the value of pounds sterling and Canadian dollars with respect to US dollars may have an impact on our financial condition and results of operations as reported in US dollars. The Group's financing is arranged such that the majority of its debt and interest expense is in US dollars. At 30 April 2022, 88% of its debt (including lease liabilities) were denominated in US dollars.

The Group's exposure to exchange rate movements on trading transactions is relatively limited. All Group companies invoice revenue in their respective local currency and generally incur expense and purchase assets in their local currency. Consequently, the Group does not routinely hedge either forecast foreign exchange exposures or the impact of exchange rate movements on the translation of overseas profits into dollars. Where the Group does hedge, it maintains appropriate hedging documentation. Foreign exchange risk on significant non-trading transactions is considered on an individual basis.

Resultant impacts of reasonably possible changes to foreign exchange rates

Based on the current currency mix of our profits and on current sterling and dollar debt levels, interest and exchange rates at 30 April 2022, a 1% change in the pounds sterling and Canadian dollar to US dollar exchange rates would impact pre-tax profit by $1m and equity by approximately $13m. At 30 April 2022, the Group had no outstanding foreign exchange contracts.

Credit risk

The Group's principal financial assets are cash and bank balances and trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of loss allowances. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The carrying amount of financial assets recorded in the financial statements, which are net of impairment losses, represent the Group's maximum exposure to credit risk.

The Group has a large number of unrelated customers, serving over 800,000 during the financial year, and does not have any significant credit exposure to any particular customer. Each business segment manages its own exposure to credit risk according to the economic circumstances and characteristics of the markets they serve. The Group believes that management of credit risk on a devolved basis enables it to assess and manage it more effectively. However, broad principles of credit risk management practice are observed across the Group, such as the use of credit reference agencies and the maintenance of credit control functions.

Liquidity risk

Liquidity risk is the risk that the Group could experience difficulties in meeting its commitments to creditors as financial liabilities fall due for payment.

The Group generates significant free cash flow before investment (defined as cash flow from operations less replacement capital expenditure net of proceeds of asset disposals, interest paid and tax paid). This free cash flow before investment is available to the Group to invest in growth capital expenditure, acquisitions, dividend payments and other returns to shareholders or to reduce debt.

In addition to the strong free cash flow from normal trading activities, additional liquidity is available through the Group's ABL facility. At 30 April 2022, availability under the $4.5 billion facility was $2,537m ($3,011m at 30 April 2021), which compares with the threshold of $450m, above which the covenant does not apply.

Contractual maturity analysis

Trade receivables, the principal class of non-derivative financial asset held by the Group, are settled gross by customers.

The following table presents the Group's outstanding contractual maturity profile for its non-derivative financial liabilities, excluding trade and other payables which fall due within one year and lease liabilities which are analysed in Note 18. The analysis presented is based on the undiscounted contractual maturities of the Group's financial liabilities, including any interest that will accrue, except where the Group is entitled and intends to repay a financial liability, or part of a financial liability, before its contractual maturity. The undiscounted cash flows have been calculated using foreign currency exchange rates and interest rates ruling at the balance sheet date.

At 30 April 2022

	Undiscounted cash flows – year to 30 April						
	2023	2024	2025	2026	2027	Thereafter	Total
	$m	$m	$m	$m	$m	$m	$m
Bank and other debt.....	—	—	—	—	2,108.1	—	2,108.1
1.500% senior notes.....	—	—	—	—	550.0	—	550.0
4.375% senior notes.....	—	—	—	—	—	600.0	600.0
4.000% senior notes.....	—	—	—	—	—	600.0	600.0
4.250% senior notes.....	—	—	—	—	—	600.0	600.0
2.450% senior notes.....	—	—	—	—	—	750.0	750.0
	—	—	—	—	2,658.1	2,550.0	5,208.1
Interest payments.....	144.4	144.4	144.4	144.4	96.8	174.6	849.0
	144.4	144.4	144.4	144.4	2,754.9	2,724.6	6,057.1

Letters of credit of $57m (2021: $52m) are provided and guaranteed under the ABL facility which expires in August 2026.

At 30 April 2021

	Undiscounted cash flows – year to 30 April						
	2022	2023	2024	2025	2026	Thereafter	Total
	$m	$m	$m	$m	$m	$m	$m
Bank and other debt.....	—	—	1,225.2	—	—	—	1,225.2
4.125% senior notes.....	—	—	—	—	600.0	—	600.0
5.250% senior notes.....	—	—	—	—	—	600.0	600.0
4.375% senior notes.....	—	—	—	—	—	600.0	600.0
4.000% senior notes.....	—	—	—	—	—	600.0	600.0
4.250% senior notes.....	—	—	—	—	—	600.0	600.0
	—	—	1,225.2	—	600.0	2,400.0	4,225.2
Interest payments.....	148.8	148.8	143.2	132.0	114.5	179.1	866.4
	148.8	148.8	1,368.4	132.0	714.5	2,579.1	5,091.6

Fair value of financial instruments

Financial assets and liabilities are measured in accordance with the fair value hierarchy and assessed as Level 1, 2 or 3 based on the following criteria:

- Level 1: fair value measurement based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

- Level 2: fair value measurements derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

- Level 3: fair value measurements derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

Fair value of derivative financial instruments

At 30 April 2022, the Group had no derivative financial instruments. The embedded prepayment options included within the senior notes are either closely related to the host debt contract or immaterial and hence, are not accounted for separately. These loan notes are carried at amortised cost.

Fair value of non-derivative financial assets and liabilities

The table below provides a comparison, by category of the carrying amounts and the fair values of the Group's non-derivative financial assets and liabilities at 30 April 2022.

		At 30 April 2022		At 30 April 2021	
		Book value	Fair value	Book value	Fair value
		$m	$m	$m	$m
Long-term borrowings					
- first priority senior secured bank debt	Level 1	2,108.1	2,108.1	1,225.2	1,225.2
- 4.125% senior notes	Level 1	-	-	600.0	616.5
- 5.250% senior notes	Level 1	-	-	600.0	627.8
- 1.500% senior notes	Level 1	548.8	487.4	-	-
- 4.375% senior notes	Level 1	600.0	583.5	600.0	628.5
- 4.000% senior notes	Level 1	600.0	564.7	600.0	627.7
- 4.250% senior notes	Level 1	600.0	566.2	600.0	641.3
- 2.450% senior notes	Level 1	748.2	607.5	-	-
Total long-term borrowings		5,205.1	4,917.4	4,225.2	4,367.0
Deferred costs of raising finance		(25.0)	—	(31.2)	—
		5,180.1	4,917.4	4,194.0	4,367.0
Other financial instruments[(1)]					
Contingent consideration provision	Level 3	33.4	33.4	27.9	27.9
Financial asset investments	Level 3	40.0	40.0	-	-
Cash and cash equivalents	Level 1	15.3	15.3	26.6	26.6

Note

[1] The Group's trade and other receivables, trade and other payables and lease liabilities are not shown in the table above. The carrying amounts of trade and other receivables and trade and other payables categories approximate their fair values. Required disclosures relating to lease liabilities are provided in Note 18.

Contingent consideration provisions are a Level 3 financial liability. Future anticipated payments to vendors in respect of contingent consideration are initially recorded at fair value which is the present value of the expected cash outflows of the obligations. The obligations are dependent upon the future financial performance of the businesses acquired. The fair value is estimated based on internal financial projections prepared in relation to the acquisition with the contingent consideration discounted to present value using a discount rate in line with the Group's cost of debt.

Financial asset investments are measured as fair value through profit and loss as a Level 3 financial asset. The fair value is estimated based on the latest transaction price and any subsequent investment-specific adjustments.

26 Notes to the cash flow statement

(a) Cash flow from operating activities

	2022	2021
	$m	$m
Operating profit	1,947.8	1,498.0
Depreciation	1,553.0	1,457.6
Amortisation	108.6	81.2
EBITDA	3,609.4	3,036.8
Profit on disposal of rental equipment	(78.9)	(24.9)
Profit on disposal of other property, plant and equipment	(9.0)	(0.4)
(Increase)/decrease in inventories	(67.2)	5.3
Increase in trade and other receivables	(164.1)	(127.8)
Increase in trade and other payables	68.8	118.6
Exchange differences	(0.6)	(0.1)
Other non-cash movement	48.1	9.5
Cash generated from operations before changes in rental equipment	3,406.5	3,017.0

(b) Acquisitions

	2022	2021
	$m	$m
Cash consideration paid		
- acquisitions in the period (net of cash acquired)	1,264.8	170.7
- contingent consideration	12.6	24.4
	1,277.4	195.1

During the year, 25 acquisitions were made for a total cash consideration of $1,265m (2021: $171m), after taking account net cash acquired of $20m (2021: $nil). Further details are provided in Note 27.

Payments for contingent consideration on prior year acquisitions were also made of $13m (2021: $24m).

(c) Analysis of net debt

Net debt consists of total borrowings less cash and cash equivalents. Borrowings exclude accrued interest. Non-US dollar denominated balances are translated to US dollars at rates of exchange ruling at the balance sheet date.

			Non-cash movements				
	1 May 2021	Cash flow	Exchange movement	Debt acquired	New lease liabilities	Other movements	30 April 2022
	$m	$m	$m	$m	$m	$m	$m
Long-term borrowings	4,194.0	991.8	(29.5)	5.8	—	18.0	5,180.1
Lease liabilities	1,633.3	(107.6)	(18.4)	125.9	362.0	—	1,995.2
Total liabilities from financing activities	5,827.3	884.2	(47.9)	131.7	362.0	18.0	7,175.3
Cash and cash Equivalents	(26.6)	10.5	0.8	—	—	—	(15.3)
Net debt	5,800.7	894.7	(47.1)	131.7	362.0	18.0	7,160.0

			Non-cash movements				
	1 May 2020	Cash flow	Exchange movement	Debt acquired	New lease liabilities	Other movements	30 April 2021
	$m	$m	$m	$m	$m	$m	$m
Long-term borrowings	5,666.0	(1,585.0)	102.0	—	—	11.0	4,194.0
Lease liabilities	1,402.8	(73.9)	32.3	25.2	246.9	—	1,633.3
Total liabilities from financing activities	7,068.8	(1,658.9)	134.3	25.2	246.9	11.0	5,827.3
Cash and cash Equivalents	(304.4)	282.8	(5.0)	—	—	—	(26.6)
Net debt	6,764.4	(1,376.1)	129.3	25.2	246.9	11.0	5,800.7

27 Acquisitions

During the year, the following acquisitions were completed:

(i) On 12 May 2021, Sunbelt Canada acquired the business and assets of Island Equipment Rentals Ltd. (‘Island Equipment’). Island Equipment is a general tool business in British Columbia.

(ii) On 26 May 2021, Sunbelt US acquired the business and assets of Randall Industries, Inc. (‘Randall’). Randall is a general tool business in Illinois and Indiana.

(iii) On 24 June 2021, Sunbelt US acquired the business and assets of AMI3, LLC, trading as Iron Equipment Rental (‘IER’). IER is a general tool business in Ohio.

(iv) On 21 July 2021, Sunbelt US acquired the business and assets of National Drying Technologies LLC (‘NDT’). NDT is a specialty business in Florida and Georgia.

(v) On 28 July 2021, Sunbelt US acquired the business and assets of Special Event Service & Rental, Inc. (‘SESR’). SESR is a specialty business in Tennessee and Nevada.

(vi) On 18 August 2021, Sunbelt US acquired the business and assets of Lloyd’s Rental & Sales, Inc. (‘Lloyd’s’). Lloyd’s is a general tool business in Pennsylvania.

(vii) On 25 August 2021, Sunbelt US acquired the business and assets of Bedrock Tool & Equipment Co. (‘Bedrock’). Bedrock is a general tool business in Ohio.

(viii) On 28 September 2021, Sunbelt US acquired the business and assets of 202 Rent All, Inc. ('202 Rent All'). 202 Rent All is a general tool business in Pennsylvania.

(ix) On 13 October 2021, Sunbelt US acquired the business and assets of Atlas Aerials & Equipment, LLC ('Atlas Aerials'). Atlas Aerials is a general tool business in Illinois.

(x) On 22 October 2021, Sunbelt US acquired the business and assets of Action Rental Holdings, LLC, Action Equipment Holdings, LLC and Action Rentals Trench, Shoring & Supply, LLC (together 'Action'). Action is a general tool business in Florida, Georgia and Louisiana.

(xi) On 5 November 2021, Sunbelt US acquired the business and assets of All Keys Rentall, LLC ('All Keys'). All Keys is a general tool business in Florida.

(xii) On 19 November 2021, Sunbelt US acquired the business and assets of Essex Rental & Sales Center, Inc. ('Essex'). Essex is a general tool business in Vermont.

(xiii) On 23 November 2021, Sunbelt Canada acquired the business and assets of Lift Services, Inc. ('Lift Services'). Lift Services is a general tool business in Ontario.

(xiv) On 1 December 2021, Sunbelt US acquired the entire share capital of Mahaffey Tent & Awning LLC, Mahaffey USA LLC, Mahaffey Industrial Contractors LLC and Cajun Affiliates LLC (together 'Mahaffey'). Mahaffey is a specialty business operating across the United States.

(xv) On 8 December 2021, Sunbelt US acquired the business and assets of Dorado Holdings, LLC, trading as Toolshed Equipment Rental ('Toolshed'). Toolshed is a general tool business in California.

(xvi) On 10 December 2021, Sunbelt US acquired the business and assets of Jackson Rents & Supply, Inc. ('Jackson'). Jackson is a general tool business in Florida.

(xvii) On 15 December 2021, Sunbelt US acquired the business and assets of Pilchuck Equipment Rental & Sales, L.L.C. ('Pilchuck'). Pilchuck is a general tool business in Washington.

(xviii) On 17 December 2021, Sunbelt US acquired the business and assets of Illinois Truck & Equipment Co., Inc. ('ITE'). ITE is a general tool business in Illinois.

(xix) On 21 January 2022, Sunbelt US acquired the business and assets of Priority Equipment Rental, Ltd. ('Priority'). Priority is a general tool business in Pennsylvania.

(xx) On 1 February 2022, Sunbelt US acquired the business and assets of Total Equipment Rental, Inc. ('Total Equipment'). Total Equipment is a general tool business in California.

(xxi) On 11 February 2022, Sunbelt US acquired the business and assets of California High Reach & Equipment Rental, Inc. ('CHR'). CHR is a general tool business in California.

(xxii) On 15 February 2022, Sunbelt US acquired the entire share capital of ComRent Holdings, Inc. ('ComRent'). ComRent is a specialty business operating in California, Illinois, Maryland, Texas and Ontario, Canada.

(xxiii) On 18 March 2022, Sunbelt US acquired the business and assets of D&D Lift, LLC and Reach Solutions II, LLC (together 'D&D'). D&D is a general tool business in California.

(xxiv) On 22 March 2022, Sunbelt US acquired the business and assets of Bondservant.Life, Inc., trading as CBB Sales & Rental ('CBB'). CBB is a general tool business in Alabama.

(xxv) On 24 March 2022, Sunbelt US acquired the business and assets of Baker Rentals and Sales, Inc. and Baker Party Rentals, Inc. (together 'Baker'). Baker is a general tool business in California.

The following table sets out the fair value of the identifiable assets and liabilities acquired by the Group. The fair values have been determined provisionally at the balance sheet date.

	Fair value to the Group
	$m
Net assets acquired	
Trade and other receivables	202.3
Inventory	1.4
Current tax	0.7
Property, plant and equipment	
- rental equipment	456.8
- other assets	28.5
Right-of-use asset	125.9
Creditors	(107.7)
Deferred tax	(14.3)
Debt	(5.8)
Lease liabilities	(125.9)
Intangible assets (non-compete agreements and customer relationships)	202.2
	764.1
Consideration:	
- cash paid and due to be paid (net of cash acquired)	1,268.1
- contingent consideration	19.1
	1,287.2
Goodwill	523.1

The goodwill arising can be attributed to the key management personnel and workforce of the acquired businesses and to the synergies and other benefits the Group expects to derive from the acquisitions. The synergies and other benefits include elimination of duplicate costs, improving utilisation of the acquired rental fleet, using the Group's financial strength to invest in the acquired business and drive improved returns through a semi-fixed cost base and the application of the Group's proprietary software to optimise revenue opportunities. $372m of the goodwill is expected to be deductible for income tax purposes.

The gross value and the fair value of trade receivables at acquisition was $202m.

Due to the operational integration of acquired businesses with Sunbelt US, Sunbelt Canada and Sunbelt UK post acquisition, in particular due to the merger of some stores, the movement of rental equipment between stores and investment in the rental fleet, it is not practical to report the revenue and profit of the acquired businesses post-acquisition.

The revenue and operating profit of these acquisitions from 1 May 2021 to their date of acquisition was not material.

28 Contingent liabilities

Following its state aid investigation, in April 2019 the European Commission announced its decision that the Group Financing Exemption in the UK controlled foreign company ('CFC') legislation constitutes state aid in some circumstances. In common with the UK Government and other UK-based international companies, the Group does not agree with the decision and has therefore lodged a formal appeal with the General Court of the European Union. In common with other UK taxpayers, the Group's appeal has been stayed while the appeals put forward by the UK Government and ITV plc proceed.

On 8 June 2022 the General Court of the European Union dismissed the appeals put forward by the UK Government and ITV plc. However, there remains a high degree of uncertainty in the final outcome given it is likely that both the UK Government and ITV plc will appeal the decision. Accordingly, the Group does not consider that the decision affects its position but will continue to monitor proceedings closely.

Despite the UK Government appealing the European Commission's decision, His Majesty's Revenue & Customs ('HMRC') was required to make an assessment of the tax liability which would arise if the decision is not successfully appealed and collect that amount from taxpayers. HMRC issued a charging notice stating that the tax liability it believes to be due on this basis is £36m, including interest payable. The Group has appealed the charging notice and has settled the amount assessed on it, including interest, in line with HMRC requirements. The £36m paid has been recognised as a non-current asset on the balance sheet. On successful appeal in whole or in part, all or part of the amount paid in accordance with the charging notice would be returned to the Group. If either the decision reached by the General Court of the European Union or the charging notice issued by HMRC are not ultimately successfully appealed, we have estimated the Group's maximum potential liability to be £36m as at 30 April 2022 ($45m at April 2022 exchange rates), including any interest payable. Based on the current status of proceedings, we have concluded that no provision is required in relation to this matter.

The £36m ($45m at April 2022 exchange rates) paid has been recognised as a non-current asset on the balance sheet.

The Company

The Company has guaranteed the borrowings of its subsidiary undertakings under the Group's senior secured credit and overdraft facilities. At 30 April 2022 the amount borrowed under these facilities was $2,108m (2021: $1,225m). Subsidiary undertakings are also able to obtain letters of credit under these facilities and, at 30 April 2022, letters of credit issued under these arrangements totalled $57m (2021: $52m). In addition, the Company has guaranteed the 1.500%, 4.375%, 4.000%, 4.250% and 2.450% senior notes issued by Ashtead Capital, Inc.

The Company has guaranteed lease commitments of subsidiary undertakings where the minimum lease commitment at 30 April 2022 totalled $36m (2021: $34m) in respect of land and buildings of which $6m is payable by subsidiary undertakings in the year ending 30 April 2023.

The Company has provided a guarantee to the Ashtead Group plc Retirement Benefits Plan ('the plan') that ensures the plan is at least 105% funded as calculated in accordance with Section 179 of the Pensions Act 2004. Based on the last actuarial valuation at 30 April 2019, this guarantee was the equivalent of £20m ($25m at April 2022 exchange rate).

The Company has guaranteed the performance by subsidiaries of certain other obligations up to $7m (2021: $3m).

29 Events after the balance sheet date

Since the balance sheet date, the Group has completed five acquisitions for total purchase consideration of $230m as follows:

(i) On 5 May 2022, Sunbelt UK acquired the entire share capital of Movietech Camera Rentals Limited and Movietech Cymru Limited (together 'Movietech'). Movietech is a film and television equipment rental business.

(ii) On 13 May 2022, Sunbelt US acquired the business and assets of the power rental division of Filmwerks, LLC ('Filmwerks'). Filmwerks is a specialty business in North Carolina.

(iii) On 20 May 2022, Sunbelt US acquired the business and assets of Mashburn Equipment, L.L.C. ('Mashburn'). Mashburn is a general tool business in Georgia.

(iv) On 1 June 2022, Sunbelt Canada acquired the entire share capital of MacFarlands Limited ('MacFarlands'). MacFarlands is a general tool business in Nova Scotia and New Brunswick.

(v) On 8 June 2022, Sunbelt US acquired the business and assets of Amos Metz Rentals & Sales, LLC ('Amos Metz'). Amos Metz is a general tool business in California.

The initial accounting for these acquisitions is incomplete. Had these acquisitions taken place on 1 May 2021, their contribution to revenue and operating profit would not have been material.

30 Related party transactions

The Group's key management comprises the Company's executive and non-executive directors. Details of their remuneration are given in Note 4 and details of their share interests and share awards are given in the Directors' remuneration report. In relation to the Group's defined benefit pension plan, details are included in Note 24.

31 Capital commitments

At 30 April 2022 capital commitments in respect of purchases of rental and other equipment totalled $1,401m (2021: $691m), all of which had been ordered. There were no other material capital commitments at the year end.

32 Employees

The average number of employees, including directors, during the year was as follows:

	2022 Number	2021 Number
United States	14,934	13,526
United Kingdom	3,947	3,724
Canada	1,575	1,409
	20,456	18,659

33 Parent company information

(a) Balance sheet of the Company (Company number: 01807982)

	Notes	2022	2021
		£m	£m
Current assets			
Prepayments and accrued income		1.3	1.0
Amounts due from subsidiary undertakings	(f)	612.8	629.6
		614.1	630.6
Non-current assets			
Right-of-use assets	(g)	5.4	6.1
Investments in Group companies	(h)	363.7	363.7
Deferred tax asset		9.5	1.3
		378.6	371.1
Total assets		992.7	1,001.7
Current liabilities			
Accruals and deferred income		11.4	6.6
Lease liabilities	(i)	0.8	0.8
		12.2	7.4
Non-current liabilities			
Lease liabilities	(i)	4.8	5.3
Total liabilities		17.0	12.7
Equity			
Share capital	(b)	45.1	45.1
Share premium account	(b)	3.6	3.6
Capital redemption reserve	(b)	11.1	11.1
Own shares held by the Company	(b)	(355.9)	(51.2)
Own shares held through the ESOT	(b)	(34.0)	(28.8)
Retained reserves	(b)	1,305.8	1,009.2
Equity attributable to equity holders of the Company		975.7	989.0
Total liabilities and equity		992.7	1,001.7

The Company reported a profit for the financial year ended 30 April 2022 of £470m (2021: £837m).

These financial statements were approved by the Board on 13 June 2022.

Brendan Horgan	Michael Pratt
Chief executive	Chief financial officer

(b) Statement of changes in equity of the Company

	Share capital	Share premium account	Capital redemption reserve	Own shares held by the Company	Own shares held through the ESOT	Retained reserves	Total
	£m	£m	£m	£m	£m	£m	£m
At 1 May 2020	45.4	3.6	10.8	(115.9)	(27.7)	422.5	338.7
Profit for the year	—	—	—	—	—	836.8	836.8
Other comprehensive income for the year	—	—	—	—	—	—	—
Total comprehensive income for the year.	—	—	—	—	—	836.8	836.8
Dividends paid	—	—	—	—	—	(182.1)	(182.1)
Own shares purchased by the ESOT	—	—	—	—	(12.5)	—	(12.5)
Share-based payments	—	—	—	—	11.4	(4.2)	7.2
Tax on share-based payments	—	—	—	—	—	0.9	0.9
Cancellation of shares	(0.3)	—	0.3	64.7	—	(64.7)	—
At 30 April 2021	45.1	3.6	11.1	(51.2)	(28.8)	1,009.2	989.0
Profit for the year	—	—	—	—	—	470.2	470.2
Other comprehensive income for the year	—	—	—	—	—	—	—
Total comprehensive income for the year.	—	—	—	—	—	470.2	470.2
Dividends paid	—	—	—	—	—	(197.5)	(197.5)
Own shares purchased by the ESOT	—	—	—	—	(17.3)	—	(17.3)
Own shares purchased by the Company	—	—	—	(304.7)	—	—	(304.7)
Share-based payments	—	—	—	—	12.1	23.4	35.5
Tax on share-based payments	—	—	—	—	—	0.5	0.5
At 30 April 2022	45.1	3.6	11.1	(355.9)	(34.0)	1,305.8	975.7

(c) Cash flow statement of the Company

	Note	2022	2021
		£m	£m
Cash flows from operating activities			
Cash from operations	(k)	41.9	(649.0)
Financing costs paid		(5.3)	(5.8)
Dividends received from Ashtead Holdings PLC		480.0	850.0
Net cash from operating activities		516.6	195.2
Cash flows from financing activities			
Repayment of principal under lease liabilities		(0.6)	(0.6)
Purchase of own shares by the ESOT		(17.3)	(12.5)
Purchase of own shares by the Company		(301.2)	—
Dividends paid		(197.5)	(182.1)
Net cash used in financing activities		(516.6)	(195.2)
Change in cash and cash equivalents		—	—

(d) Accounting policies

The Company financial statements have been prepared on the basis of the accounting policies set out in Note 2 above, supplemented by the policy on investments set out below.

Investments in subsidiary undertakings are stated at cost less any necessary provision for impairment in the parent company balance sheet.

(e) Income statement

Ashtead Group plc has not presented its own profit and loss account as permitted by section 408 of the Companies Act 2006. The profit attributable to the Company is disclosed in the footnote to the Company's balance sheet. There were no other amounts of comprehensive income in the financial year.

The average number of employees, including directors, during the year was as follows:

	2022	2021
	Number	Number
Employees	19	16

Their aggregate remuneration comprised:

	2022	2021
	£m	£m
Salaries	13.2	7.8
Social security costs	1.7	1.4
Other pension costs	0.3	0.3
	15.2	9.5

Staff costs include key management personnel. For more information on key management personnel remuneration see page 140.

(f) Amounts due from subsidiary undertakings

	2022	2021
	£m	£m
Due within one year:		
Ashtead Holdings PLC	612.8	629.6

The amounts due from subsidiary undertakings are considered to be Stage 1 under the general expected credit losses model and any expected credit losses are immaterial.

(g) Right-of-use assets

	Property leases
	£m
Cost or valuation	
At 1 May 2020, 30 April 2021 and 30 April 2022	7.5
Depreciation	
At 1 May 2020	0.7
Charge for the period	0.7
At 30 April 2021	1.4
Charge for the period	0.7
At 30 April 2022	2.1
Net book value	
At 30 April 2022	5.4
At 30 April 2021	6.1

(h) Investments

	Shares in Group companies	
	2022	2021
	£m	£m
At 30 April	363.7	363.7

Details of the Company's subsidiaries at 30 April 2022 are as follows:

Name	Address of registered office	Principal activity
USA		
Ashtead US Holdings, Inc.	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Investment holding company
Ashtead Holdings, LLC	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Investment holding company
Mahaffey Tent & Awning, LLC[1]	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Equipment rental and related services
Mahaffey USA LLC[1]	Cogency Global Inc. 850 New Burton Road, Suite 201, Dover, DE 19904	Equipment rental and related services
Sunbelt Rentals, Inc.	CT Corporation System, 160 Mine Lake Ct, Ste 200, Raleigh, NC 27615-6417	Equipment rental and related services
Sunbelt Rentals Industrial Services, LLC	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Equipment rental and related services
Sunbelt Rentals Scaffold Services, Inc.	CT Corporation System, 160 Mine Lake Ct., Ste. 200, Raleigh, NC 27615-6417	Equipment rental and related services

Name	Address of registered office	Principal activity
Sunbelt Rentals Scaffold Services, LLC	CT Corporation System, 3867 Plaza Tower Dr., East Baton Rouge Parish, Baton Rouge, LA 70816	Equipment rental and related services
Pride Corporation	CT Corporation System, 28 Liberty Street, New York, NY 10005	Equipment rental and related services
Ashtead Capital, Inc.	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Finance company
Sunbelt Rentals Exchange, Inc.	The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801	Dormant
UK		
Ashtead Holdings PLC	100 Cheapside, London, EC2V 6DT	Investment holding company
Sunbelt Rentals Limited	100 Cheapside, London, EC2V 6DT	Equipment rental and related services
Ashtead Financing Limited	100 Cheapside, London, EC2V 6DT	Finance company
Accession Group Limited	100 Cheapside, London, EC2V 6DT	Dormant
Accession Holdings Limited	100 Cheapside, London, EC2V 6DT	Dormant
Anglia Traffic Management Group Limited	100 Cheapside, London, EC2V 6DT	Dormant
Ashtead Canada Limited	100 Cheapside, London, EC2V 6DT	Dormant
Astra Site Services Limited	12 Hope Street, Edinburgh, Scotland, EH2 4DB	Dormant
ATM Traffic Solutions Limited	100 Cheapside, London, EC2V 6DT	Dormant
Eve Trakway Limited	100 Cheapside, London, EC2V 6DT	Dormant
Hoist It Limited	100 Cheapside, London, EC2V 6DT	Dormant
Opti-cal Survey Equipment Limited	100 Cheapside, London, EC2V 6DT	Dormant
Plantfinder (Scotland) Limited	12 Hope Street, Edinburgh, Scotland, EH2 4DB	Dormant
Precision Geomatics Limited	100 Cheapside, London, EC2V 6DT	Dormant
Ellerbeck Industries Limited	100 Cheapside, London, EC2V 6DT	Dormant
Inlec UK Limited	100 Cheapside, London, EC2V 6DT	Dormant
Ashtead Plant Hire Company Limited	100 Cheapside, London, EC2V 6DT	Dormant
Canada		
Sunbelt Rentals of Canada Inc.	777 Dunsmuir Steet, 11th Floor, Vancouver, BC V7Y1K3	Equipment rental and related services
William F. White International Inc.	777 Dunsmuir Steet, 11th Floor, Vancouver, BC V7Y1K3	Equipment rental and related services
Republic of Ireland		
Ashtead Financing (Ireland) Unlimited Company	10 Earlsfort Terrace, Dublin 2, D02 T380	Dormant
Sunbelt Rentals (Ireland) Limited	10 Earlsfort Terrace, Dublin 2, D02 T380	Equipment rental and related services
Ashtead Plant Hire Company (Ireland) Limited	10 Earlsfort Terrace, Dublin 2, D02 T380	Dormant
Germany		
Sunbelt Rentals GmbH	Felix-Wankel-Straße 10, 74632 Neuenstein	Equipment rental and related services
France		
Sunbelt Rentals SAS	5 Avenue Carnot, 91330 Massy	Equipment rental and related services
Bahamas		
Sunbelt Rentals of the Bahamas, Inc.	Ocean Centre, Montagu Foreshore, East Bay Street, P.O. Box SS-19084, Nassau, Bahamas	Dormant

Note
[1] Mahaffey Tent & Awning, LLC and Mahaffey USA, LLC merged with Sunbelt Rentals, Inc. on 1 May 2022.

The issued share capital (all of which comprises ordinary shares) of subsidiaries is 100% owned by the Company or by subsidiary undertakings and all subsidiaries are consolidated.

(i) Lease liabilities

(i) Amounts recognised in the balance sheet

	2022	2021
	£m	£m
Maturity analysis – undiscounted cash flows:		
Less than one year	0.8	0.8
One to five years	3.2	3.2
More than five years	2.3	3.1
Total undiscounted lease liabilities at 30 April	6.3	7.1
Impact of discounting	(0.7)	(1.0)
Lease liabilities included in the balance sheet	5.6	6.1
Included in current liabilities	0.8	0.8
Included in non-current liabilities	4.8	5.3
	5.6	6.1

(ii) Amounts recognised in the income statement

	2022	2021
	£m	£m
Depreciation of right-of-use assets	0.7	0.7
Interest on lease liabilities	0.2	0.2
	0.9	0.9

(iii) Amounts recognised in the statement of cash flows

	2022	2021
	£m	£m
Financing costs paid in relation to lease liabilities	0.2	0.2
Repayment of principal under lease liabilities	0.7	0.6
Total cash outflow for leases	0.9	0.8

(j) Financial instruments

The book value and fair value of the Company's financial instruments are not materially different.

(k) Notes to the Company cash flow statement

Cash flow from operating activities	2022	2021
	£m	£m
Operating loss	(12.9)	(7.1)
Depreciation	0.8	0.8
EBITDA	(12.1)	(6.3)
Increase in prepayments and accrued income	(0.3)	(0.5)
Increase/(decrease) in accruals and deferred income	1.5	(0.1)
Decrease/(increase) in intercompany receivable	47.6	(649.3)
Other non-cash movement	5.2	7.2
Net cash inflow/(outflow) from operations before exceptional items	41.9	(649.0)

TEN YEAR HISTORY

In $m	2022[1]	2021[1]	2020[1]	2019	2018	2017	2016	2015	2014	2013
Income statement										
Revenue	7,962.3	6,638.6	6,398.9	5,869.7	4,959.1	4,125.0	3,824.7	3,258.4	2,618.6	2,144.4
Operating costs +	(4,352.9)	(3,601.8)	(3,390.7)	(3,121.7)	(2,640.1)	(2,177.7)	(2,055.4)	(1,806.7)	(1,521.1)	(1,327.1)
EBITDA +	3,609.4	3,036.8	3,008.2	2,748.0	2,319.0	1,947.3	1,769.3	1,451.7	1,097.5	817.3
Depreciation +	(1,553.0)	(1,457.6)	(1,380.8)	(1,099.7)	(930.7)	(785.5)	(675.2)	(561.7)	(442.0)	(360.7)
Operating profit +	2,056.4	1,579.2	1,627.4	1,648.3	1,388.3	1,161.8	1,094.1	890.0	655.5	456.6
Interest +	(232.6)	(262.9)	(284.2)	(200.1)	(147.5)	(134.8)	(124.6)	(107.5)	(75.5)	(70.3)
Pre-tax profit +	1,823.8	1,316.3	1,343.2	1,448.2	1,240.8	1,027.0	969.5	782.5	580.0	386.3
Operating profit	1,947.8	1,498.0	1,549.3	1,582.2	1,330.2	1,125.1	1,051.1	864.7	646.8	447.6
Pre-tax profit	1,668.1	1,235.1	1,244.0	1,382.1	1,154.5	990.3	926.5	757.1	571.4	337.7
Cash flow										
Cash flow from operations before exceptional items and changes in rental fleet	3,406.5	3,017.0	3,076.2	2,664.4	2,248.0	1,889.3	1,617.5	1,347.1	1,029.5	789.4
Free cash flow	1,125.4	1,822.2	1,001.5	480.4	516.6	433.1	(93.3)	(138.7)	(85.7)	(78.3)
Balance sheet										
Capital expenditure	2,397.3	947.4	1,877.8	2,070.5	1,657.5	1,405.2	1,863.0	1,698.8	1,186.4	913.8
Book cost of rental equipment	13,538.8	11,854.9	11,868.2	10,796.9	9,046.5	7,564.0	6,564.4	5,591.1	4,349.6	2,885.7
Shareholders' funds	5,033.7	4,525.2	3,748.7	3,650.8	3,481.1	2,549.0	2,168.7	1,708.2	1,392.2	1,062.3
In cents										
Dividend per share	80.0¢	58.0¢	52.91¢	49.81¢	43.59¢	36.88¢	30.37¢	23.15¢	18.76¢	11.73¢
Earnings per share	280.9¢	205.4¢	205.2¢	216.7¢	262.5¢	130.0¢	122.1¢	96.7¢	74.0¢	43.4¢
Adjusted earnings per share	307.1¢	219.1¢	221.5¢	227.2¢	170.6¢	135.0¢	127.8¢	100.1¢	74.6¢	49.8¢
In percent										
EBITDA margin +	45.3%	45.7%	47.0%	46.8%	46.8%	47.2%	46.3%	44.6%	41.9%	38.1%
Operating profit margin +	25.8%	23.8%	25.4%	28.1%	28.0%	28.2%	28.6%	27.3%	25.0%	21.3%
Pre-tax profit margin +	22.9%	19.8%	21.0%	24.7%	25.0%	24.9%	25.3%	24.0%	22.2%	18.0%
Return on investment +	18.2%	14.9%	15.2%	17.8%	17.6%	17.3%	18.9%	19.4%	18.6%	16.2%
People										
Employees at year end	21,752	18,826	19,284	17,803	15,996	14,220	13,106	11,928	9,934	9,085
Locations										
Stores at year end	1,233	1,126	1,105	1,036	899	808	715	640	556	494

Notes

[+] Before exceptional items, amortisation and fair value remeasurements.

[1] The Group elected to apply IFRS 16 using the modified retrospective approach with no restatement of comparative figures. As a result, the results for 2020 to 2022 are not comparable directly to the prior years with the adoption of IFRS 16 resulting in higher EBITDA and operating profit but lower profit before exceptional items, amortisation and tax than under the previous accounting standard.

GLOSSARY OF TERMS

The glossary of terms below sets out definitions of terms used throughout this Annual Report & Accounts. Included are a number of alternative performance measures ('APMs') which the directors have adopted in order to provide additional useful information on the underlying trends, performance and position of the Group. The directors use these measures, which are common across the industry, for planning and reporting purposes. These measures are also used in discussions with the investment analyst community and credit rating agencies. Where relevant, the APMs exclude the impact of IFRS 16 to aid comparability with prior year metrics. The APMs are not defined by IFRS and therefore may not be directly comparable with other companies' APMs and should not be considered superior to or a substitute for IFRS measures.

<table>
<tr><th>Term</th><th>Closest equivalent statutory measure</th><th>Definition and purpose</th></tr>
<tr><td>Adjusted results</td><td>See definition</td><td>Adjusted results are the results stated before exceptional items and the amortisation of acquired intangibles. Adjusted results are utilised by the Group in its remuneration targets. A reconciliation is shown on the income statement on page 129.</td></tr>
<tr><td>Capital expenditure</td><td>None</td><td>Represents additions to rental equipment and other tangible assets (excluding assets acquired through a business combination).</td></tr>
<tr><td>Cash conversion ratio</td><td>None</td><td>Represents cash flow from operations before changes in rental equipment as a percentage of EBITDA. This measure is utilised to show the proportion of EBITDA converted into cash flow from operations generated by the business before investment expenditures, interest and taxation.

<table>
<tr><th></th><th></th><th>2022</th><th>2021</th></tr>
<tr><td>EBITDA ($m)</td><td>Note 26(a)</td><td>3,609</td><td>3,037</td></tr>
<tr><td>Cash inflow from operations before changes in rental equipment ($m)</td><td>Note 26(a)</td><td>3,406</td><td>3,017</td></tr>
<tr><td>Cash conversion ratio</td><td></td><td>94%</td><td>99%</td></tr>
</table>
</td></tr>
<tr><td>Dollar utilisation</td><td>None</td><td>Dollar utilisation is trailing 12-month rental revenue divided by average fleet at original (or 'first') cost measured over a 12-month period. Dollar utilisation has been identified as one of the Group's key performance indicators. The components used to calculate this measure are shown within the 'Financial review'.</td></tr>
<tr><td>Drop through</td><td>None</td><td>Calculated as the incremental rental revenue which converts into EBITDA (excluding gains from sale of new equipment, merchandise and consumables and from sale of used equipment).

<table>
<tr><th></th><th>2022</th><th>2021</th><th>Change</th></tr>
<tr><td>Sunbelt US ($m)</td><td></td><td></td><td></td></tr>
<tr><td>Rental revenue</td><td>6,042</td><td>4,933</td><td>1,109</td></tr>
<tr><td>EBITDA</td><td>3,121</td><td>2,635</td><td></td></tr>
<tr><td>Gains</td><td>(128)</td><td>(76)</td><td></td></tr>
<tr><td>EBITDA exc. Gains</td><td>2,993</td><td>2,559</td><td>434</td></tr>
<tr><td>Drop through</td><td></td><td></td><td>39%</td></tr>
</table>

This measure is utilised by the Group to demonstrate the incremental profitability generated by the Group as a result of growth in the year.</td></tr>
<tr><td>EBITDA</td><td>Profit before tax</td><td>EBITDA is not defined by IFRS but is a widely accepted profit measure being earnings before interest, tax, depreciation and amortisation. A reconciliation of EBITDA to profit before tax is shown on the income statement on page 129.</td></tr>
<tr><td>EBITDA margin</td><td>None</td><td>EBITDA margin is calculated as EBITDA divided by revenue. Progression in EBITDA margin is an important indicator of the Group's performance and this has been identified as one of the Group's key performance indicators.</td></tr>
<tr><td>Exceptional items</td><td>None</td><td>Exceptional items are those items of income or expense which the directors believe should be disclosed separately by virtue of their significant size or nature and limited predictive value to enable a better understanding of the Group's financial performance.
Excluding these items provides readers with helpful additional information on the performance of the business across periods and against peer companies. It is also consistent with how business performance is reported to the Board and the remuneration targets set by the Company. Details are provided in Note 5 of the financial statements.</td></tr>
</table>

<table>
<tr><th>Term</th><th>Closest equivalent statutory measure</th><th>Definition and purpose</th></tr>
<tr><td>Free cash flow</td><td>Net cash generated from operating activities</td><td>Net cash generated from operating activities less non-rental net property, plant and equipment expenditure. Non-rental net property, plant and equipment expenditure comprises payments for non-rental capital expenditure less disposal proceeds received in relation to non-rental asset disposals.

<table>
<tr><th></th><th>2022 ($m)</th><th>2021 ($m)</th></tr>
<tr><td>Net cash generated from operating activities</td><td>1,499.0</td><td>1,942.2</td></tr>
<tr><td>Payments for non-rental property, plant and equipment</td><td>(398.4)</td><td>(138.3)</td></tr>
<tr><td>Proceeds from disposal of non-rental property, plant and equipment</td><td>24.8</td><td>18.3</td></tr>
<tr><td>Free cash flow</td><td>1,125.4</td><td>1,822.2</td></tr>
</table>

This measure shows the cash retained by the Group prior to discretionary expenditure on acquisitions and returns to shareholders.</td></tr>
<tr><td>Growth at constant exchange rates</td><td>None</td><td>Calculated by applying the current period exchange rate to the comparative period result. The relevant foreign currency exchange rates are provided within Note 2, Accounting policies, to the financial statements. This measure is used as a means of eliminating the effects of foreign exchange rate movements on the period-on-period changes in reported results.

<table>
<tr><th></th><th>2022</th><th>2021</th><th>%</th></tr>
<tr><td>Rental revenue ($m)</td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>7,235</td><td>5,902</td><td>23%</td></tr>
<tr><td>Retranslation effect</td><td>-</td><td>33</td><td></td></tr>
<tr><td>At constant currency</td><td>7,235</td><td>5,935</td><td>22%</td></tr>
<tr><td>Adjusted profit before tax ($m)</td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>1,824</td><td>1,316</td><td>39%</td></tr>
<tr><td>Retranslation effect</td><td>-</td><td>4</td><td></td></tr>
<tr><td>At constant currency</td><td>1,824</td><td>1,320</td><td>38%</td></tr>
</table></td></tr>
<tr><td>Leverage</td><td>None</td><td>Leverage calculated at constant exchange rates uses the period end exchange rate for the relevant period and is determined as net debt divided by adjusted EBITDA.

<table>
<tr><th></th><th colspan="2">2022</th><th colspan="2">2021</th></tr>
<tr><th></th><th>Excluding IFRS 16</th><th>Including IFRS 16</th><th>Excluding IFRS 16</th><th>Including IFRS 16</th></tr>
<tr><td>Net debt ($m)</td><td></td><td></td><td></td><td></td></tr>
<tr><td>As reported and at constant currency</td><td><u>5,179</u></td><td><u>7,160</u></td><td><u>4,180</u></td><td><u>5,801</u></td></tr>
<tr><td>EBITDA ($m)</td><td></td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>3,430</td><td>3,609</td><td>2,885</td><td>3,037</td></tr>
<tr><td>Retranslation effect</td><td>(23)</td><td>(24)</td><td>20</td><td>22</td></tr>
<tr><td>At constant currency</td><td><u>3,407</u></td><td><u>3,585</u></td><td><u>2,905</u></td><td><u>3,059</u></td></tr>
<tr><td>Leverage</td><td></td><td></td><td></td><td></td></tr>
<tr><td>As reported</td><td>1.5</td><td>2.0</td><td>1.4</td><td>1.9</td></tr>
<tr><td>At constant currency</td><td>1.5</td><td>2.0</td><td>1.4</td><td>1.9</td></tr>
</table>

This measure is used to provide an indication of the strength of the Group’s balance sheet and is widely used by investors and credit rating agencies. It also forms part of the remuneration targets of the Group and has been identified as one of the Group’s key performance indicators.</td></tr>
<tr><td>Net debt</td><td>None</td><td>Net debt is total borrowings (bank, bonds) and lease liabilities less cash balances, as reported. This measure is used to provide an indication of the Group’s overall level of indebtedness and is widely used by investors and credit rating agencies. It has been identified as one of the Group’s key performance indicators. An analysis of net debt is provided in Note 26(c) of the financial statements.</td></tr>
<tr><td>Operating profit</td><td>Profit before tax</td><td>Operating profit is earnings before interest and tax. A reconciliation of operating profit to profit before tax is shown on the income statement on page 129.</td></tr>
</table>

<table>
<tr><th>Term</th><th>Closest equivalent statutory measure</th><th>Definition and purpose</th></tr>
<tr><td>Operating profit margin</td><td>None</td><td>Operating profit margin is calculated as operating profit divided by revenue. Progression in operating profit margin is an important indicator of the Group's performance.</td></tr>
<tr><td>Organic measures</td><td>See definition</td><td>Organic measures are used to explain the financial and operational performance of Sunbelt US and comprise all locations, excluding locations arising from a bolt-on acquisition completed after the start of the comparative financial period.</td></tr>
<tr><td>Return on Investment ('RoI')</td><td>None</td><td>Last 12-month ('LTM') adjusted operating profit divided by the last 12-month average of the sum of net tangible and intangible fixed assets, plus net working capital but excluding net debt and tax. RoI is calculated excluding the impact of IFRS 16.
RoI is used by management to help inform capital allocation decisions within the business and has been identified as one of the Group's key performance indicators. It also forms part of the remuneration targets of the Group. The impact of IFRS 16 has been excluded so as to reflect the way the business is managed.
A reconciliation of Group RoI is provided below:

<table><tr><th></th><th>2022</th><th>2021</th></tr><tr><td>Adjusted operating profit ($m)</td><td>2,028</td><td>1,552</td></tr><tr><td>Average net assets ($m)</td><td>11,119</td><td>10,411</td></tr><tr><td>Return on investment (%)</td><td>18%</td><td>15%</td></tr></table>
RoI for the businesses is calculated in the same way, but excludes goodwill and intangible assets:

<table><tr><th></th><th>US ($m)</th><th>Canada (C$m)</th><th>UK (£m)</th></tr><tr><td>Adjusted operating profit</td><td>1,829</td><td>139</td><td>86</td></tr><tr><td>Average net assets, excluding goodwill and intangibles</td><td>7,305</td><td>679</td><td>624</td></tr><tr><td>Return on investment</td><td>25%</td><td>20%</td><td>14%</td></tr></table></td></tr>
</table>

Other terms used within this Annual Report & Accounts include:

- **Availability:** represents the headroom on a given date under the terms of our $4.5bn asset-backed senior bank facility, taking account of current borrowings.
- **Fleet age:** net book value weighted age of serialized rental assets. Serialized rental assets constitute the substantial majority of our fleet.
- **Fleet on rent:** quantity measured at original cost of our rental fleet on rent. Fleet on rent has been identified as one of the Group's key performance indicators.
- **Rental only revenue:** rental revenue excluding loss damage waiver, environmental fees and revenue from rental equipment delivery and collection.
- **RIDDOR rate:** the RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences Regulations) reportable rate is the number of major injuries or over seven-day injuries per 100,000 hours worked.
- **Same store:** same stores are those locations which were open at the start of the comparative financial period.
- **Segment profit:** operating profit before amortization and exceptional items by segment.
- **Staff turnover:** staff turnover is calculated as the number of leavers in a year (excluding redundancies) divided by the average headcount during the year.
- **Suppressed availability:** represents the amount on a given date that the asset base exceeds the facility size under the terms of our $4.5bn asset-backed senior bank facility.