

BG Employee Shares Trustees Limited
Annual Report and Financial Statements
For the year ended 31 December 2009



Company Registration Number: 2023808

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Directors' report for the year ended 31 December 2009

The Directors present their report and the audited Financial Statements for the year ended 31 December 2009. The Company has taken advantage of the small companies exemption available under section 415A of the Companies Act 2006 and have not prepared a business review.

Principal Activities

BG Employee Shares Trustees Limited (the "Company") was incorporated on 29 May 1986 and is a wholly owned subsidiary of BG Energy Holdings Limited.

The BG Employee Profit Sharing Scheme (the "Scheme") is held in a trust ("Trust") that is governed by the terms of the Trust Deed and Rules dated 27 October 1986 (as amended) ("Trust Rules"). The principal activity of the Company is to act as a trustee of the Trust on behalf of the employees of BG Group plc and its subsidiary undertakings.

No shares have been appropriated to participants under the Scheme since 1999. No further appropriations are expected to be made under the Scheme. All shares appropriated by the Trust have now been transferred to participants in the Scheme.

Results and Dividend

The Company has no income (2008: £nil) and, under the provisions of the Trust Rules, all costs and expenses of the trustees are met by the ultimate parent company.

The Directors do not propose to declare a final dividend in respect of the year ended 31 December 2009 (2008: £nil).

Directors

The following served as Directors during the year

	Appointed	Resigned
P G Duffy		19 January 2009
R C Booker		15 April 2009
C S Inman	15 April 2009	
A W McCulloch	15 April 2009	

Company Secretaries

The following served as joint Company Secretaries during the year

C S Inman
A W McCulloch

Directors' Insurance

The ultimate parent undertaking has purchased insurance to cover the Directors against liabilities in relation to the Company.

Derivative financial instruments

The Company did not transact in any derivative financial instruments during the year. Full details of the BG Group policies and procedures surrounding financial instruments and details of such transactions can be found in the BG Group Annual Report and Accounts 2009.

Directors' report for the year ended 31 December 2009 continued

Auditors

The auditors are deemed to be re-appointed under Section 487 of the Companies Act 2006 and accordingly PricewaterhouseCoopers LLP (the "Auditors") remain in office

Statement as to disclosure of information to auditors

As required by Sections 418 and 419 of the Companies Act 2006, each of the Directors has approved this report and confirmed that, so far as he/she is aware, there is no relevant audit information (being information needed by the Auditors in connection with preparing their audit report) of which the Company's Auditors are unaware, and he/she has taken all the steps that he ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The Financial Statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year.

The Directors consider that in preparing the Financial Statements on pages 6 to 9 the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates and that all applicable accounting standards have been followed and that the Financial Statements have been prepared on the going concern basis. The Company has complied with UK disclosure requirements.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enables them to ensure that the Financial Statements comply with the Companies Act 2006.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Directors' report for the year ended 31 December 2009 continued

Statement of Directors' responsibilities continued

The Directors, having prepared the Financial Statements, have requested the Auditors to take whatever steps and undertake whatever inspections they consider to be appropriate for the purpose of enabling them to give their audit report

By Order of the Board



C S Inman
Company Secretary

Date 9/9/10

Registered Office
100 Thames Valley Park Drive
Reading
Berkshire
RG6 1PT

Registered in England and Wales No 2023808

Independent Auditors' report to the member of BG Employee Shares Trustees Limited

We have audited the Financial Statements of BG Employee Shares Trustees Limited for the year ended 31 December 2009 which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' responsibilities, the directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the Financial Statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's member as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the Financial Statements.

Opinion on financial statements

In our opinion the Financial Statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements.

Independent Auditors' report to the member of BG Employee Shares Trustees Limited continued

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the Financial Statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to prepare the directors' report in accordance with the small company regime



Nicholas Blackwood
(Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date 15 September 2010

Profit and loss account for the year ended 31 December

The Company has not traded during the financial year, has received no income (2008 £nil) and incurred no expenditure (2008 £nil). Consequently, during the year, the Company has made neither a profit nor a loss (2008 £nil) and nor were there any recognised gains and losses (2008 £nil).

There is no difference between the historical cost profits and losses and the results presented.

The notes on pages 8 to 9 form part of these Financial Statements.

BG Employee Shares Trustees Limited

Balance sheet as at 31 December

	Notes	2009 £	2008 £
Current assets			
Debtors amounts falling due within one year	4	2	2
Cash at bank and in hand	5	<u>362,240</u>	<u>362,240</u>
		362,242	362,242
Creditors: amounts falling due within one year	6	(362,240)	(362,240)
Net current assets		<u>2</u>	<u>2</u>
Total assets less current liabilities		2	2
Net assets		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	7	<u>2</u>	<u>2</u>
Equity shareholder's funds	8	<u>2</u>	<u>2</u>

The notes on pages 8 to 9 form part of these Financial Statements

The Financial Statements on pages 6 to 9 were approved and authorised for issue by the Board of Directors and signed on its behalf by



A W McCulloch
Director

Date 9/9/10

Notes to the Financial Statements

1 Ultimate parent undertaking

The immediate parent undertaking is BG Energy Holdings Limited

The ultimate parent undertaking and controlling party is BG Group plc, which is the parent undertaking of the largest group to consolidate these Financial Statements. The smallest group into which the Company is consolidated is that of which BG Energy Holdings Limited is the parent undertaking. BG Energy Holdings Limited and BG Group plc are both registered in England and Wales. Copies of these consolidated accounts may be obtained from the Company Secretary, 100 Thames Valley Park Drive, Reading, Berkshire, RG6 1PT.

2 Accounting policies

Basis of preparation and accounting principles

These accounts have been prepared on the going concern basis and in accordance with applicable laws and accounting standards in the United Kingdom, using historical cost principles. A summary of the more important accounting policies, which have been applied consistently, is set out below.

Exemptions

The Company has taken advantage of the exemptions available to wholly owned UK subsidiaries under Financial Reporting Standard (FRS) 1 (Revised 1996) 'Cash Flow Statements', and accordingly has not prepared a cash flow statement, and within FRS 8 'Related Party Disclosures' from disclosure of transactions with other group companies.

3 Profit and loss account

The Company has no income and under the provisions of the Trust Rules, all costs and expenses of the trustees (including the audit fee) are met by the immediate parent company, BG Energy Holdings Limited.

No Directors received emoluments in respect of their services to the Company during the year ended 31 December 2009 (2008: £nil). The Company had no employees (2008: nil).

The remuneration of the Auditors, amounting to £2,300 (2008: £2,200), has been borne by BG Energy Holdings Limited and has not been recharged to the Company.

Notes to the Financial Statements continued**4 Debtors: amounts falling due within one year**

	2009 £	2008 £
Amounts owed by group undertakings	<u>2</u>	<u>2</u>
	<u>2</u>	<u>2</u>

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment

5 Cash at bank and in hand

At 31 December 2009 were held in restricted accounts on behalf of the trust

6 Creditors: amounts falling due within one year

	2009 £	2008 £
Unclaimed dividends owed to participants ^(a)	321,451	322,748
Amounts owed to National Grid plc	<u>40,789</u>	<u>39,492</u>
	<u>362,240</u>	<u>362,240</u>

(a) Dividends paid to participants in the Scheme who have not claimed the dividend (principally as a result of the dividend cheques remaining unrepresented)

7 Called up share capital

	2009 £	2008 £
Allotted and fully paid up:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

8 Reserves

The Company had no reserves as at 1 January 2009 and 31 December 2009

9 Reconciliation of movements in shareholder's funds

	2009 £	2008 £
As at 1 January and 31 December	<u>2</u>	<u>2</u>