Registration number: 04713745

# **Centrica Distributed Generation Limited**

**Annual Report and Financial Statements** 

for the Year Ended 31 December 2017



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# Strategic Report for the Year Ended 31 December 2017

The Directors present their Strategic Report for Centrica Distributed Generation Limited ('the Company') for the year ended 31 December 2017.

#### Review of the business and principal activities

The Company is undertaking two construction projects to build 49MW gas reciprocating energy reserve facilities at Scawby Brook, Brigg, and Forth Drove, Peterborough. Construction at the sites began in 2017 and they are both expected to be fully operational in 2018.

The construction projects are underpinned by 15-year capacity market contracts commencing from October 2020. The Company has also been successful in obtaining capacity market agreements for the 2018/19 year with associated revenues commencing from October 2018.

# Principal risks and uncertainties

Risks are formally reviewed and appropriate processes are put in place to monitor and mitigate them.

From the perspective of the Company, the principal risks and uncertainties are integrated with those of the Centrica plc group (the 'Group') and are not managed separately. The principal risks and uncertainties of the Group, which include those of the Company, are disclosed on pages 52-62 of the Groups' Annual Report and Accounts 2017, which does not form part of this report.

#### Exit from the European Union

The UK referendum vote in June 2016 to leave the European Union has added to the risks and uncertainties faced by the Company. However, it is considered that the direct impact of these uncertainties on the Company is limited in the short-term. Many details of the implementation process continue to remain unclear. Extricating from the European Union treaties is a task of immense complexity but the Company is well-positioned to manage the possible market impacts. There are also potential tax consequences of the withdrawal and these will continue to be reassessed at each reporting date to ensure the tax provisions reflect the most likely outcome following the withdrawal.

#### Key performance indicators (KPIs)

The Directors of the Group use a number of KPIs to monitor progress against the Group's strategy. The development, performance and position of the Group, which includes the Company, are disclosed on pages 30-31 of the Group's Annual Report and Accounts 2017 which does not form part of this report.

## **Future developments**

The Centrica plc Group (the 'Group') continues to implement the results of the 2015 strategic review. This implementation includes a review of how the Group's businesses are structured and may result in future changes to underlying subsidiary business operations including those of the Company.

# Strategic Report for the Year Ended 31 December 2017 (continued)

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Approved by the Board on 18 SEPTEMBER 2018 and signed on its behalf by:

By order of the Board for and on behalf of Centrica Secretaries Limited

Company Secretary

Company registered in England and Wales, No. 04713745

Registered office:

Millstream

Maidenhead Road

Windsor

Berkshire

SL4 5GD

# Directors' Report for the Year Ended 31 December 2017

The Directors present their report and the audited financial statements for the year ended 31 December 2017.

#### **Directors of the Company**

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were as follows:

Mark Futyan

Richard McCord

Mark Taylor (resigned 30 April 2018)

#### Results and dividends

The results of the Company are set out on page 9. The profit for the financial year ended 31 December 2017 is £548,000 (2016: loss of £46,000). No dividends were paid during the year and the Directors do not recommend the payment of a final dividend (2016: £Nil).

#### Objectives and policies

The Directors have established objectives and policies for managing financial risks to enable the Company to achieve its long-term shareholder value growth targets within a prudent risk management framework. These objectives and policies are regularly reviewed. Exposure to counterparty credit risk and liquidity risk arises in the normal course of the Company's business:

- Counterparty credit exposures are monitored by individual counterparty and by category of credit rating, and are subject to approved limits. Credit risk is predominantly limited to exposures with other Group undertakings.
- Cash forecasts identifying the liquidity requirements of the Company are produced frequently and reviewed regularly.
- Liquidity risk is managed through funding arrangements with Group undertakings.
- Foreign currency exposure is monitored by currency and duration and managed through hedging activities.

The Company did not take part in any hedging activity other than hedging with respect to foreign currency risk.

#### **Future developments**

Future developments are discussed in the Strategic Report on page 1.

# Going concern

The financial statements have been prepared using the going concern basis of accounting as Centrica plc, the ultimate parent company, currently intends to support the Company to ensure it can meet its obligations as they fall due, provided the Company remains a member of the Group. The Directors have received confirmation that Centrica plc intends to support the Company for at least one year after the financial statements were authorised for issue.

### Events after the reporting period

There were no events after the the reporting period.

# Directors' and officers' liabilities

Directors' and officers' liability insurance has been purchased by the ultimate parent company, Centrica plc, and was in place throughout the year. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently.

# Directors' Report for the Year Ended 31 December 2017 (continued)

# Statement of Directors' Responsibilities

The Directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable UK 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# Disclosure of information to the auditors

Each of the Directors who held office at the date of approval of this Directors' Report confirm that so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware, and that they have taken all steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

#### **Auditors**

Following a rigorous selection process by the Audit Committee of Centrica plc, Deloitte LLP was selected as the Group's external auditor for the financial year commencing from 1 January 2017. Consequently, PricewaterhouseCoopers LLP ('PwC') ceased to hold office as auditor of the Company in 2017. Pursuant to Section 519 of the Companies Act 2006, PwC has confirmed that there are no circumstances in connection with their ceasing to hold office that need to be brought to the attention of the members or creditors of the Company. Following the resignation od PWC as auditors of the company, and pursuant to section 487 of the Companies Act 2006, Deloitte LLP were appointed as auditors of the Company.

# Directors' Report for the Year Ended 31 December 2017 (continued)

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Approved by the Board on 18. SEPTEMBER. 2018 and signed on its behalf by:

For and on behalf of Centrica Secretaries Limited

**Company Secretary** 

Company registered in England and Wales, No. 04713745

Registered office:

Millstream

Maidenhead Road

Windsor

Berkshire

SL4 5GD

# Independent Auditors' Report to the Members of Centrica Distributed Generation Limited

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

#### Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Centrica Distributed Generation Limited (the 'Company') which comprise:

- the Income Statement;
- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- · the Statement of Changes In Equity;
- the related notes 1 to 20.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 (United Kingdom Generally Accepted Accounting Practice).

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions related to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

## Other information

The-Directors are responsible-for-the-other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

# Independent Auditors' Report to the Members of Centrica Distributed Generation Limited (continued)

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 respect of these matters.

#### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### Auditors' 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 auditors' 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### Use of our report

This report is made solely to the Company's members, as a body, in accordance with 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 auditors' 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.

# Report on other legal and regulatory requirements

# Opinions on other matters prescribed by the Companies Act 2006

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

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

# Independent Auditors' Report to the Members of Centrica Distributed Generation Limited (continued)

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

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Anthony Matthews FCA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Statutory Auditor 2 New Street Square

London EC4A 3BZ

United Kingdom

Date: 18 September 2018.

# Income Statement for the Year Ended 31 December 2017

	Note	2017 £ 000	2016 £ 000
Operating costs before exceptional items	4	(369)	(1,026)
Other income	5		59
Operating loss Finance income	7	(369) 1,001	(967) 943
Profit/(loss) before income taxation	-	632	(24)
Income tax expense	11	(84)	(22)
Profit/(loss) for the financial year	=	548	(46)

# Statement of Comprehensive Income for the Year Ended 31 December 2017

	2017	2016
	£000	£000
Profit/(loss) for the financial year	548	(46)
Items that will be or have been recycled to the Income Statement		
Net gain on cash flow hedge assets (net)	901	291
Transferred to PPE on cash flow hedges	(588)	-
Derivatives deferred tax for current year	(65)	49
Other comprehensive income net of taxation	248	340
Total comprehensive income for the year	796	294

# Statement of Financial Position as at 31 December 2017

	Note	2017 £ 000	2016 £ 000
Non-current assets			
Property, plant and equipment	10	36,821	722
Deferred tax assets	11	-	. 595
	- -	36,821	1,317
Current assets			
Trade and other receivables	12	2,797	26,515
Other financial assets	19, 13	92	291
Cash and cash equivalents		-	4
	- -	2,889	26,810
Total assets	-	39,710	28,127
Current liabilities			
Trade and other payables	14	(9,569)	(103)
Other financial liabilities	19, 15	(18)	(10)
Provisions for liabilities	16	-	(870)
Non-current liabilities			
Deferred tax liabilities	11	(729)	-
Provisions for other liabilities and charges	16	(1,454)	-
Total liabilities	-	(11,770)	(983)
Net assets	-	27,940	27,144
Equity			
Share premium account		1,569	1,569
Other reserves		588	340
Retained earnings		25,783	25,235
Total equity	-	27,940	27,144

The financial statements on pages 9 to 27 were approved and authorised for issue by the Board of Directors on 18. SEPTEMBER...2018.... and signed on its behalf by:

Richard McCord

Director

Company number 04713745

Michel Hart

# Statement of Changes in Equity for the Year Ended 31 December 2017

	Share premium account	Other reserves	Retained earnings	Total Equity
	£ 000	£ 000	£ 000	£ 000
At 1 January 2017	1,569	340	25,235	27,144
Profit for the year	-	-	548	548
Other comprehensive income	-	248	-	248
Total comprehensive income		248	548	796
At 31 December 2017	1,569	588	25,783	27,940

	Share premium account	Other reserves	Retained earnings	Total Equity
	£ 000	£ 000	£ 000	£ 000
At 1 January 2016	1,569	-	25,281	26,850
Loss for the year	-	-	(46)	(46)
Other comprehensive income	-	340	-	340
Total comprehensive income	-	340	(46)	294
At 31 December 2016	1,569	340	25,235	27,144

# Notes to the Financial Statements for the Year Ended 31 December 2017

#### 1 General information

Centrica Distributed Generation Limited (the 'Company') is a private company limited by shares, incorporated and domiciled in the United Kingdom and registered in England and Wales.

The address of its registered office and principal place of business is:

Millstream

Maidenhead Road

Windsor

Berkshire

SL4 5GD

The nature of the Company's operations and its principal activities are set out in the Strategic Report on pages 1 and 2.

#### 2 Accounting policies

#### Basis of preparation

The company financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. 'FRS 101'. In preparing these financial statements the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- · A Cash Flow Statement and related notes;
- Comparative period reconciliations for tangible fixed assets;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosures in respect of capital management;
- Disclosures in respect of related parties transactions with wholly-owned subsidiaries;
- The effects of new but not yet effective IFRSs.

As the consolidated financial statements of Centrica plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- certain disclosures required by IFRS 13 'Fair Value Measurement' and the disclosures required by IFRS 7 Financial Instrument Disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value;
- disclosures of the net cash-flows attributable to the operating, investing and financing activities of discontinued operations.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 2 Accounting policies (continued)

These financial statements are presented in pound sterling (with all values rounded to the nearest thousand pounds (£000) except when otherwise indicated), which is also the functional currency of the Company. Operations and transactions conducted in currencies other than the functional currency are translated in accordance with the foreign currencies accounting policy set out below.

#### Measurement Convention

The financial statements are prepared on the historical cost basis except for derivative financial instruments and financial instruments designated at fair value through profit and loss on initial recognition. The carrying value of recognised assets and liabilities that are hedged items in fair value hedges, and are otherwise carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged.

#### Going concern

The financial statements have been prepared using the going concern basis of accounting as Centrica plc, the ultimate parent company, intends to support the Company to ensure it can meet its obligations as they fall due. The Directors have received confirmation that Centrica plc intends to support the Company for at least one year after the financial statements were authorised.

#### Summary of significant accounting policies and key accounting estimates

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

# Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Company's activities, and is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably. Revenue is recognised on the basis of power supplied during the period. Power purchases and sales entered into to optimise the performance of power generation facilities are presented net within revenue.

Revenue is recognised on an accruals basis and is shown net of sales/value added tax, returns, rebates and discounts.

#### Finance Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying value.

#### Cost of sales

Cost of sales within the power generation business includes the depreciation of assets included in generating power, fuel purchase costs, direct labour costs and carbon emissions costs.

#### Overhaul costs

Contract work involved in replacing gas turbine components is capitalised and depreciated over their expected economic life, typically over the period to the next overhaul. Repairs and other costs that are not of a capital nature are charged directly to the Income Statement as incurred.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 2 Accounting policies (continued)

#### Foreign currencies

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency of the Company at the rates prevailing at the reporting date, and associated gains and losses are recognised in the Income Statement for the year, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Income Statement within 'finance income or finance costs'. All other foreign exchange gains and losses are presented in the income statement in the respective financial line item to which they relate.

Changes in the fair value of foreign currency denominated monetary securities classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Non-monetary items that are measured at historical cost in a currency other than the functional currency of the Company are translated using the exchange rate prevailing at the dates of the initial transaction and are not retranslated. Non-monetary items measured at fair value in foreign currencies are retranslated at the rates prevailing at the date when the fair value was measured.

#### Taxation

Current tax, including UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in equity. In this case, the tax is recognised in equity.

Deferred tax is recognised in respect of all temporary differences identified at the reporting date, except to the extent that the deferred tax arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profit and loss. Temporary differences are differences between the carrying amount of the Company's assets and liabilities and their tax base.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, joint ventures and associates, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised only to the extent that it is probable that the deductible temporary differences will reverse in the future and there is sufficient taxable profit available against which the temporary differences can be utilised.

The amount of deferred tax provided is based on the expected manner of realisation or settlement using tax rates that have been enacted or substantively enacted at the reporting date.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 2 Accounting policies (continued)

# Property, plant and equipment ('PP&E')

PP&E is included in the Statement of Financial Position at cost, less accumulated depreciation and any provisions for impairment. The initial cost of an asset comprises its purchase price or construction cost and any costs directly attributable to bringing the asset into operation. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Subsequent expenditure in respect of items of PP&E such as the replacement of major parts, major inspections or overhauls, are capitalised as part of the cost of the related asset where it is probable that future economic benefits will arise as a result of the expenditure and the cost can be reliably measured. All other subsequent expenditure, including the costs of day-to-day servicing, repairs and maintenance, is expensed as incurred.

Freehold land is not depreciated. Other PP&E are depreciated on a straight-line basis at rates sufficient to write off the cost, less estimated residual values, of individual assets over their estimated useful lives.

### Depreciation of PP&E

Depreciation is charged so as to write off the cost of assets as follows:

Asset classes
Power station assets and decommissioning asset

Buildings

Turbine components, other plant and machinery

Depreciation method and rate

Straight line, up to 20 years Straight line, up to 20 years Straight line, up to 20 years

The carrying values of PP&E are tested annually for impairment and are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. Residual values and useful lives are reassessed annually and if necessary changes are accounted for prospectively.

## **Inventories**

Inventories are valued at the lower of cost incurred in bringing each item to its present location and condition and net realisable value. Provision is made where necessary for obsolete, slow-moving and defective inventories. Cost is determined on an average cost basis.

#### **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, that can be measured reliably, and it is probable that the Company will be required to settle that obligation. Provisions are measured at the best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material. Where discounting is used, the increase in the provision due to the passage of time is recognised in the Income Statement within interest expense.

# **Decommissioning costs**

Provision is made for the net present value of the estimated cost of decommissioning power stations at the end of their useful lives, based on price levels and technology at the reporting date.

When this provision relates to an asset with sufficient future economic benefits, a decommissioning asset is recognised and included as part of the associated PP&E and depreciated accordingly. Changes in these estimates and changes to the discount rates are dealt with prospectively and reflected as an adjustment to the provision and corresponding decommissioning asset included within PP&E. The unwinding of the discount on the provision is included in the Income Statement within interest expense.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 2 Accounting policies (continued)

#### **Impairment**

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to CGUs.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in Income Statement. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

#### Financial assets and liabilities

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. Financial assets are de-recognised when the Company no longer has the rights to cash flows, the risks and rewards of ownership or control of the asset. Financial liabilities are de-recognised when the obligation under the liability is discharged, cancelled or expires.

#### Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade receivables are initially recognised at fair value, which is usually the original invoice amount and are subsequently held at amortised cost using the effective interest method (although in practice the discounting is often immaterial) less an allowance for any uncollectible amounts. Provision is made when there is objective evidence that the Company may not be able to collect the trade receivable. Balances are written off when recoverability is assessed as being remote. If collection is due in one year or less receivables are classified as current assets. If not they are presented as non-current assets.

# Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Trade payables are initially recognised at fair value, which is usually original invoice amount and are subsequently held at amortised cost using the effective interest method (although, in practice, the discount is often immaterial). If payment is due within one year or less, payables are classified as current liabilities. If not, they are presented as non-current liabilities.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 2 Accounting policies (continued)

#### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds received. Own equity instruments that are re-acquired (treasury or own shares) are deducted from equity. No gain or loss is recognised in the Company's Income Statement on the purchase, sale, issue or cancellation of the Company's own equity instruments.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and current balances with banks and similar institutions, which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value and have an original maturity of three months or less.

#### Loans and other borrowings

All interest-bearing and interest free loans and other borrowings with banks or similar institutions are initially recognised at fair value net of directly attributable transaction costs. After initial recognition, these financial instruments are measured at amortised cost using the effective interest method, except when they are the hedged item in an effective fair value hedge relationship where the carrying value is also adjusted to reflect the fair value movements associated with the hedged risks. Such fair value movements are recognised in the Company's income statement. Amortised cost is calculated by taking into account any issue costs, discount or premium, when applicable.

# Derivative financial instruments

The Company uses a range of derivatives to hedge exposures to foreign exchange risks, arising in the normal course of business. The use of derivative financial instruments is governed by the Group's policies. Further detail on the Group's risk management policies is included within the Annual Report and Accounts 2017 of the ultimate controlling party being Centrica plc, in the Strategic Report Principal Risks and Uncertainties on pages 56 to 64 and in note S3.

A derivative instrument is considered to be used for hedging purposes when it alters the risk profile of an underlying exposure of the Company in line with the Company's risk management policies and is in accordance with established guidelines, which require the hedging relationship to be documented at its inception, entire that the derivative is highly effective in achieving its objective, and require that its effectiveness can be reliably measured.

All derivatives are recognised at fair value on the date on which the derivative is entered into and are re-measured to fair value at each reporting date. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Derivative assets and derivative liabilities are offset and presented on a net basis only when both a legal right of set-off exists and the intention to net settle the derivative contracts is present.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 2 Accounting policies (continued)

The Company enters into certain energy derivative contracts covering periods for which observable market data does not exist. The fair value of such derivatives is estimated by reference in part to published price quotations from active markets, to the extent that such observable market data exists, and in part by using valuation techniques, whose inputs include data which is not based on or derived from observable markets. Where the fair value at initial recognition for such contracts differs from the transaction price, a fair value gain or fair value loss will arise. This is referred to as a day-one gain or day-one loss. Such gains and losses are deferred (not recognised) and amortised to the Income Statement based on volumes purchased or delivered over the contractual period until such time observable market data becomes available, any remaining deferred day-one gains or losses are recognised within the Income Statement. Recognition of the gains or losses resulting from changes in fair value depends on the purpose for issuing or holding the derivative. For derivatives that do not qualify for hedge accounting, any gains or losses arising from changes in fair value are taken directly to the Income Statement and are included within gross profit or interest income and interest expense. Gains and losses arising on derivatives entered into for speculative energy trading purposes are presented on a net basis within revenue.

Derivatives are classified as current and non - current assets or liabilities. The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months and, as a current asset or liability, if the maturity of the hedged item is less than 12 months.

#### **Embedded derivatives**

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not carried at fair value, with gains or losses reported in the Income Statement. The closely-related nature of embedded derivatives is reassessed when there is a change in the terms of the contract which significantly modifies the future cash flows under the contract. Where a contract contains one or more embedded derivatives, and providing that the embedded derivative significantly modifies the cash flows under the contract, the option to fair value the entire contract may be taken and the contract will be recognised at fair value with changes in fair value recognised in the Income Statement.

#### Hedge accounting

For the purposes of hedge accounting, hedges are classified as either fair value hedges or cash flow hedges.

## Fair value hedges

Where a derivative financial instrument is designated as a hedge of the variability in fair value of a recognised asset or liability or an unrecognised firm commitment, all changes in the fair value of the derivative are recognised immediately in the Income Statement. The carrying value of the hedged item is adjusted by the change in fair value that is attributable to the risk being hedged and any gains or losses on re-measurement are recognised immediately in the Income Statement.

On the discontinuance of hedge accounting, any adjustment made to the carrying amount of the hedged item as a consequence of the fair value hedge relationship, is recognised in the Income Statement over the remaining life of the hedged item.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 2 Accounting policies (continued)

#### Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserve. Any ineffective portion of the hedge is recognised immediately in the Income Statement.

When the forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated cumulative gain or loss is removed from the hedging reserve and is included in the initial carrying amount of the non-financial asset or liability. If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gains and losses that were recognised directly in equity are reclassified into the income statement in the same period or periods during which the asset acquired or liability assumed affects profit or loss e.g. when interest income or expense is recognised.

For cash flow hedges, other than those covered above, the associated cumulative gain or loss is removed from equity and recognised in the Income Statement in the same period or periods during which the hedged forecast transaction affects profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the Income Statement immediately.

### 3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the Directors may be required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience or other factors that are considered to be relevant. Actual results may differ from these estimates. In the Directors' opinion there are no critical judgements, apart from those involving estimations (which are dealt with seperately below).

## Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

## **Decommissioning costs**

The estimated cost of decommissioning of power stations is reviewed periodically and is based on price levels and technology at the reporting date. Provision is made for the estimated cost of decommissioning at the reporting date. The payment dates of total expected future decommissioning costs are uncertain and dependent on the lives of the facilities. Details regarding the decommissioning provision can be found in note 16.

# Impairment of long lived assets

The Company has material long-lived assets that are assessed or tested for indicators of impairment at each reporting date in accordance with the Company's accounting policy as disclosed in note 2. The Company makes judgements and estimates in considering whether the carrying amounts of these assets or cash generating units are recoverable.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 4 Analysis of costs by nature

	2017 Other operating costs £ 000	2016 Other operating costs £ 000
Administrative expenses	369	1,026
Total operating costs by nature	369	1,026

#### 5 Other income

The analysis of the Company's other income for the year is as follows:

	2017 £ 000	2016 £ 000
Rates rebate		59

#### Rates rebate

The Company received a rates rebate of £59,000 in 2017 which it had accrued for in 2016.

# 6 Employees' costs

The Company has no direct employees (2016: zero). However, central payroll costs amounting to £Nil (2016: £Nil) were incurred during the year in respect of staff providing services to Centrica Distributed Generation Limited under an employee services agreement with a Group company.

# 7 Finance income

	2017	2016
	£ 000	£ 000
Interest income from amounts owed by Group undertakings	1,001	943

### 8 Directors' remuneration

The aggregate emoluments paid to directors in respect of their qualifying services were £28,918 (2016: £18,554) and the aggregate value of company contributions paid to a pension scheme in respect of Directors' qualifying services were £2,605 (2015: £2,390).

There was one Director (2016: two) to whom retirement benefits are accruing under a defined benefit pension scheme. There were two Directors (2016: two) to whom retirement benefits are accruing under money purchase pension schemes. Two Directors (2015: two) received shares in the ultimate parent company in respect of their qualifying services under a long-term incentive scheme and no Directors (2016: two) exercised share options relating to the ultimate parent company. All of these costs were borne by other Centrica Group companies.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

## 9 Auditors' remuneration

The Company paid the following amounts to its auditors in respect of the audit of the financial statements provided to the Company.

	2017	2016
	£ 000	£ 000
Audit fees	8	20

Auditors' remuneration relates to fees for the audit of the financial statements of the Company. The prior year audit fee includes both the fee for the statutory audit of the financial statements and an allocation of the audit fee for the Group's consolidated financial statements.

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the Group Financial Statements of its ultimate parent, Centrica plc.

# 10 Property, plant and equipment

	Land and buildings	Assets under construction	Decommissioning asset	Total
	£ 000	£ 000	£ 000	£ 000
Cost				
At 1 January 2017	1,029	242	-	1,271
Additions and capitalised borrowing costs	-	35,411	688	36,099
At 31 December 2017	1,029	35,653	688	37,370
Accumulated depreciation				· · · · · · · · · · · · · · · · · · ·
At 1 January 2017	549	-	-	549
Charge for the period	-	-	-	-
At 31 December 2017	549	•		549
Net Book Value				
At 31 December 2017	480	35,653	688	36,821
At 31 December 2016	480	242	•	722

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 11 Income tax expense

Tax charged/(credited) in the Income Statement

	2017 £ 000	2016 £ 000
Current taxation UK corporation tax at 19.25% (2016: 20%)	(1,201)	(46)
UK corporation tax adjustment to prior years	26	54
Total current tax	(1,175)	8
Deferred taxation		
Origination and reversal of temporary differences - UK	1,441	(19)
Adjustment in respect of previous years	(14)	-
Changes in tax rates and laws	(168)	33
Total deferred tax	1,259	14
Tax on profit / (loss)	84	22

The main rate of corporation tax for the year to 31 December 2017 was 19.25% (2016: 20%). The corporation tax rate will reduce to 17% with effect from 1 April 2020 following the enactment of Finance Act 2016. The deferred tax assets and liabilities included in these financial statements are based on the reduced rate of 17% having regard to their reversal profiles.

The differences between the taxes shown above and the amounts calculated by applying the standard rate of UK corporation tax rate to the (loss)/profit before income tax are reconciled below:

	2017 £ 000	2016 £ 000
Profit/(loss) before income tax	632	(24)
Tax on profit / (loss) at standard UK corporation tax rate of 19.25% (2016: 20%)	122	(5)
Effects of:		
Net expenses non-deductible for tax purposes	6	(60)
Increase in current tax from adjustment for prior periods	12	54
Decrease from transfer pricing adjustments	(1)	(1)
Increase (decrease) in current tax from unrecognised tax loss or credit	113	• -
Deferred tax expense relating to changes in tax rates or laws	(168)	, 34
Total current tax	84	22

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 11 Income tax expense (continued)

#### Deferred tax

The movements in respect of the deferred income tax assets and liabilities that occurred during the financial year are as follows:

Deferred tax movement during the year:

Accelerated tax	At 1 January 2017 £ 000	Recognised in income £ 000	Recognised in other comprehensive income £ 000	Adjustments in respect of prior periods £ 000	
depreciation	595	(1,273)	14	(65)	(729)
Deferred tax movement dur	ing the prior year	<del>.</del> ;		Recognised in	
		At 1 January 2016 £ 000	Recognised in income £ 000	other comprehensive income £ 000	At 31 December 2016 £ 000
Accelerated tax depreciation	n	560	(14)	49	595

Certain deferred tax assets and liabilities have been offset where there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following is an analysis of the gross deferred tax balances and associated offsetting balances for financial reporting purposes:

	2017	2016
31 December	£ 000	£ 000
Gross deferred tax balances crystallising within one year	-	102
Gross deferred tax balances crystallising after one year	•	493
Net deferred tax balances (after offsetting for financial reporting purposes)		595

# 12 Trade and other receivables

	2017 Current £ 000	2016 Current £ 000
Amounts owed by Group undertakings	-	26,443
Prepayments	5	6
Other receivables	2,792	66
	2,797	26,515

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

## 13 Other financial assets

Derivative financial instruments	2017 Current £ 000	2016 Current £ 000
14 Trade and other payables		
	2017	2016
	Current £ 000	Current £ 000
Trade payables	-	69
Accrued expenses	7,800	34
Amounts owed to Group undertakings	1,769	
	9,569	103

The amounts owed to Group undertakings have been presented on a net basis as there is a right of offset against certain amounts. Included within the amounts owed to Group undertakings disclosed above £1,769,000 (2016: receivable of £26,443,000) that bears interest at a quarterly rate determined by Group Treasury and linked to the Group cost of funds. The quarterly rates ranged between 3.66 and 3.86% per annum during 2017 (2016: 3.04 and 4.04%) The interest bearing balance comprises of a receivable of £29,297,000 (2016: £26,600,000). The other net amounts owed to Group undertakings are interest-free. All amounts owed to Group undertakings are unsecured and repayable on demand.

Also included within the amounts owed by Group undertakings is a corporation tax receivable of £53,000 (2016: £46,000).

#### 15 Other financial liabilities

1

	2017 Current £ 000	2016 Current £ 000
Derivative financial instruments	18	10
16 Provisions for liabilities		
Restructuring	Decommissioning	Total
£ 000	£ 000	£ 000
At 1 January 2017	786	870
Additions	688	688
Utilisation (84)	(20)	(104)
At 31 December 2017	1,454	1,454

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 16 Provisions for liabilities (continued)

#### Restructuring provision

In 2013 a provision was made for restructuring costs when the decision was made to decommission the Power station. £84,000 was still due to be paid at the end of 2016. This was fully utilised and paid in 2017.

#### **Decommissioning provision**

The Power station was decommissioned in 2015 however some infrastructure still remains which the Company has an obligation to decommission in the future. £766,000 was the remaining decommissioning provision in relation to this work, which had not been carried out by the end of 2017 and is expected to take place in 2019. In addition the Company is undertaking two construction projects to build 49MW gas reciprocating energy reserve facilities at Scawby Brook, Brigg, and Forth Drove, Peterborough; as such a decommissioning provision of £688,000 has been recognised at the end of the year in respect of the construction to date. The construction projects are both expected to be fully operational in 2018 at which time a final decommissioning requirement will be assessed. The payment date of the gas reciprocating energy reserve facilities future decommissioning costs is uncertain but is currently anticipated to be 2043.

#### 17 Capital and reserves

Allotted.	called m	and fully	naid sł	ares

Anotted, caned up and runy paid snare		017	20	16
	No.	£	No.	£
Ordinary Shares of £1 each	2	2	2	2

#### Other reserves

Other reserves relates to unrealised gains/losses on cashflow hedges.

## 18 Commitments and contingencies

# Capital commitments

The total amount contracted for but not provided in the financial statements relating to the two new construction projects was £16,946,000 (2016: £nil).

### 19 Financial instruments at fair value

The Company has entered into forward contracts to economically hedge its foreign exchange exposure on payments made to foreign suppliers required on the construction projects. The derivatives fair value are recognised in the financial statements.

## Determination of fair values

The Company's policy for the classification and valuation of financial instruments is disclosed in the accounting policies section of these financial statements. The fair value hierarchy levels are determined in accordance with IFRS 13 and are consistent with those used by its ultimate controlling party being Centrica plc. Further information on the matter including valuation techniques to derive Level 2 and Level 3 fair values is provided in its Annual Report and Accounts 2017, in note S6 from page 177 onwards.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

# 19 Financial instruments at fair value (continued)

	2017		2016	
		Fairvalue hierarchy		Fairvalue hierarchy
	Fair value and carrying value	Level 2	Fair value and carrying value	Level 2
	£ 000	£ 000	£ 000	£ 000
Financial assets at fair value through profit or loss:				
Foreign exchange derivatives	92	92	291	291
Total financial assets at fair value through profit or loss:	92	92	291	291
Financial liabilities at fair value through profit or loss:	1			
Foreign exchange derivatives	(18)	(18)	(10)	(10)
Total financial liabilities at fair value through profit or loss:	(18)	(18)	(10)	(10)
Total financial instruments at fair value	74	74	281	281

# 20 Parent and ultimate parent undertaking

The immediate parent undertaking is GB Gas Holdings Limited, a company registered in England and Wales.

The ultimate parent undertaking and controlling party is Centrica plc, a company registered in England and Wales, which is the only company to include these financial statements in its consolidated financial statements. Copies of the Centrica plc consolidated financial statements may be obtained from www.centrica.com.