

**British Nuclear Group Limited**

**Annual Report and Financial Statements**

Registered number 5245506

31 March 2023



## **Company information**

### **DIRECTORS**

R Nourse (resigned 13 January 2023)  
H Robson  
D Burke (appointed 13 January 2023, resigned 20 July 2023)

### **AUDITORS**

Ernst & Young LLP  
1 Bridgewater Place  
Water Lane  
Leeds  
LS11 5QR

### **REGISTERED OFFICE**

Department for Energy Security & Net Zero  
3-8 Whitehall Place  
London  
SW1A 2EG

## Strategic Report

The Director presents the strategic report for the financial period ended 31 March 2023.

### Principal activities

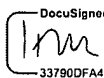
The Company did not trade during the current or previous period and has been dormant throughout this period. During the year, the Company entered into a share capital reduction to reduce its share capital to a level appropriate for a dormant company.

### Business review and dividends

The result for the period, after taxation, amounted to £nil (year ended 30 June 2022: £nil).

The Company did not declare any dividends during the period or subsequent to the period end.

Approved and authorised by the director on 30 January 2024

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**H Robson**  
*Director*

## Director's report

The director presents the report and financial statements for the period ended 31 March 2023. Certain information required in the Director's report has been presented in the Strategic report on page 2.

The financial statements have been prepared on a basis other than going concern following the cessation of trading during 2009. At the date of signing the financial statements, the Department for Energy Security & Net Zero are considering alternative uses for the Company however the current intention of the Director is that the Company will be dormant until such time that an alternative use is identified. Accordingly, the financial statements have not been prepared on a going concern basis and have instead been prepared on a basis other than going concern.

### Directors of the Company

The directors who held office during the period were as follows:

R Nourse (resigned 13 January 2023)

H Robson

D Burke (appointed 13 January 2023, resigned 20 July 2023)

### Important events after the reporting period

On 25 January 2024, the Company's shares were transferred to the Secretary of State for Energy Security & Net Zero. On the same day, the entire shareholding of BNFL (Investments US) Limited was transferred to British Nuclear Group Limited. Each share transfer was transacted for a consideration of £1 (one pound).

### Directors' and officers' liability insurance

The Company maintains directors' and officers' liability insurance covering the defence costs of civil legal proceedings and the damages resulting from the unsuccessful defence of such proceedings except, in each case, to the extent that a Director or Officer acted fraudulently or dishonestly.

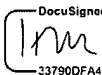
### Disclosure of Information to Auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Annual General Meeting and the appointment of Auditors

In accordance with the requirements of the Companies Act 2006 the Company is not required to hold an Annual General Meeting or to re-appoint the Auditors on an annual basis.

Approved and authorised by the director on 30 January 2024

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**H Robson**  
Director

## **Directors' responsibilities statement**

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. 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) including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" ("FRS102"). 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 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

## **Independent Auditor's Report to the members of British Nuclear Group Limited**

### **Opinion**

We have audited the financial statements of British Nuclear Group Limited for the period ended 31 March 2023 which comprise the Profit and Loss Account, the Statement of comprehensive income, the Balance Sheet, and the related notes 1 to 13, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 March 2023 and of its results for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

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

### **Emphasis of matter – basis of preparation**

We draw attention to note 3 to the financial statements which explains that the Company has ceased trading and will be held as a dormant company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly the financial statements have been prepared on a basis other than going concern as described in note 3. Our opinion is not modified in this respect of this matter.

### **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 this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

## **Independent Auditor's Report to the members of British Nuclear Group Limited (continued)**

### **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 directors' report have been prepared in accordance with applicable legal requirements.

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

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 material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### ***Explanation as to what extent 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

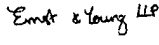
## **Independent Auditor's Report to the members of British Nuclear Group Limited (continued)**

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework, FRS102, the Companies Act 2006 and the relevant tax laws and regulations in the UK.
- We understood how the Company is complying with those frameworks by making enquires of management and corroborating these enquires through review of board minutes and understanding the entity level control framework in place, such as code of conduct and Directors' governance procedures.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override based on our risk assessment and enquiries of management.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved testing journals identified by specific risk criteria, reading minutes of board meetings held in the period, and corroborating our findings to external sources of information where relevant.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### **Use of our report**

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

DS  


**Cara Clancy (Senior statutory auditor)**

for and on behalf of Ernst & Young LLP, Statutory Auditor  
Leeds

30 January 2024



**Profit and loss account**  
*for the period ended 31 March 2023*

	Period ended 31 March 2023 £	Year ended 30 June 2022 £
<b>Result for the financial period</b>	-	-
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All operations are discontinued.

**Statement of other comprehensive income**  
*for the period ended 31 March 2023*

There are no items of other comprehensive income other than the result for the period ended 31 March 2023 of £nil (year ended 30 June 2022: £nil).

## Statement of changes in equity

	Called up share capital	Profit and loss account	Total
	£	£	£
At 30 June 2021	25,000	-	25,000
Profit for the year	-	-	-
Total comprehensive income for the year	-	-	-
<b>At 30 June 2022</b>	<b>25,000</b>	<b>-</b>	<b>25,000</b>
Profit for the period	-	-	-
Total comprehensive income for the period	-	-	-
Reduction in ordinary share capital	(24,999)	-	(24,999)
<b>At 31 March 2023</b>	<b>1</b>	<b>-</b>	<b>1</b>

**Balance sheet**  
*at 31 March 2023*

Registered number 5245506

	<i>Note</i>	<b>31 March 2023 £</b>	<b>30 June 2022 £</b>
<b>Current assets</b>			
Debtors	7	1	25,000
		<hr/>	<hr/>
		1	25,000
		<hr/>	<hr/>
<b>Net current assets</b>		1	25,000
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		1	25,000
		<hr/>	<hr/>
<b>Net assets</b>		1	25,000
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	8	1	25,000
Profit and loss account	9	-	-
		<hr/>	<hr/>
<b>Equity shareholder's funds</b>	10	1	25,000
		<hr/>	<hr/>

These financial statements were approved and authorised by the director on 30 January 2024

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**H Robson**  
Director

## Notes

*(forming part of the financial statements)*

### 1 Statutory information

British Nuclear Group Limited is a private company, limited by shares, domiciled in England and Wales, registration number 5245506. The registered office is the Department for Energy & Net Zero, 3-8 Whitehall Place, London, SW1A 2EG.

British Nuclear Group Limited has changed its accounting period from 30 June to 31 March. The financial statements for the year ended 30 June 2022 were for a period of one year. The financial statements for the period ended 31 March 2023 are for a period of nine months. The Company has changed its accounting reference period to be in line with its then parent undertaking, British Nuclear Fuels Limited.

### 2 Compliance with Accounting Standards

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" ("FRS102") and the Companies Act 2006.

### 3 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

#### *Basis of preparation*

These financial statements have been prepared using the historical cost convention.

The financial statements have been prepared on a basis other than going concern following the cessation of trading during 2009. At the date of signing the financial statements, the Department for Energy Security & Net Zero are considering alternative uses for the Company however the current intention of the Director is that the Company will be dormant until such time that an alternative use is identified. Accordingly, the financial statements have not been prepared on a going concern basis and have instead been prepared on a basis other than going concern.

#### *Cash Flow statement*

As the Company is dormant there are no transactions that impact the cash flow. As such the Company has not presented a Statement of Cash Flows.

### 4 Audit fees

Audit fees for 2023 and 2022 have been paid by British Nuclear Fuels Limited, the Company's then parent company.

### 5 Employee information

The Company had no employees during the financial period ended 31 March 2023 (year ended 30 June 2022: nil).

### 6 Remuneration of directors

The Directors did not undertake any qualifying services for the Company and as such did not receive any emoluments during the current or previous period.

### 7 Debtors

	31 March 2023 £	30 June 2022 £
Amounts owed by parent undertaking	1	25,000
	<hr/>	<hr/>
	1	25,000
	<hr/>	<hr/>

## Notes (continued)

### 8 Called up share capital

	31 March 2023 £	30 June 2022 £
<i>Allotted, called up and fully paid</i>		
1 ordinary shares of £1 each (30 June 2022: 25,000)	1	25,000

During the year, the Company entered into a share capital reduction to reduce its share capital to a level appropriate for a dormant company.

### 9 Reserves

	Profit and loss account £
At 1 July 2022	-
Result for the period	-
At 31 March 2023	-

### 10 Reconciliation of movements in shareholder's funds

	31 March 2023 £	30 June 2022 £
Result for the financial period	-	-
Reduction in ordinary share capital	(24,999)	-
Movement in shareholder's funds	(24,999)	-
Opening shareholder's funds	25,000	25,000
Closing shareholder's funds	1	25,000

### 11 Related party transactions

As the Company is dormant the only related party transaction to disclose is in Note 7.

### 12 Ultimate parent company and controlling party

At the year end, the ultimate parent company was British Nuclear Fuels Limited (company registration no. 5027024), which is incorporated in England and Wales. The Company is included in the published consolidated financial statements of British Nuclear Fuels Limited, copies of which may be obtained from its registered office at the Department for Energy & Net Zero, 3-8 Whitehall Place, London, SW1A 2EG.

In the Director's opinion, the Company's ultimate controlling party is His Majesty's Government.

### 13 Important events after the reporting period

On 25 January 2024, the Company's shares were transferred to the Secretary of State for Energy Security & Net Zero. On the same day, the entire shareholding of BNFL (Investments US) Limited was transferred to British Nuclear Group Limited. Each share transfer was transacted for a consideration of £1 (one pound).