

# Kellen Acquisitions Limited

Annual report and  
financial statements

Year ended 31 December 2018

**Registered number: 05366060**



# Kellen Acquisitions Limited

## Directors' report and financial statements

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# Kellen Acquisitions Limited

## Directors and other information

### Directors

V Rosati  
W F M McKinstry  
C Price (resigned 30 June 2018)  
A N Le Gal  
I Bell  
K Chada (appointed 1 March 2018)  
R Drew (appointed 1 July 2018)  
P Holder (appointed 1 July 2018)

### Secretary

Taylor Wessing Secretaries (resigned 1 March 2018)  
K Chada (appointed 1 March 2018)

### Registered office

C/o Hackwood Secretaries Limited  
One Silk Street  
London  
EC2Y 8HQ

### Auditors

KPMG  
The Soloist Building  
1 Lanyon Place  
Belfast  
BT1 3LP

### Bankers

Danske Bank  
Donegall Square West  
Belfast  
BT1 6JS

### Registration number

05366060

# Kellen Acquisitions Limited

## Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2018.

### Results and dividends

The profit for the year is £22,885k (2017: profit of £22,901k). Dividends of £22,768k were paid in the year (2017: £23,567k).

### Political and charitable donations

The company made no political or charitable donations during the year (2017: £Nil).

### Directors and their interests

The directors who served during the year are shown on page 1. None of the directors have an interest in the shares of the company.

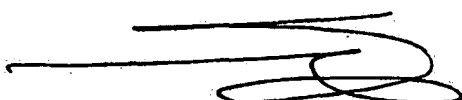
### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG will therefore continue in office.

By order of the board



WFM McKinstry  
Director

Date: 18 June 2019

# Kellen Acquisitions Limited

## Strategic report

The directors present their strategic report for the year ended 31 December 2018.

### Principal activities

The company is an intermediate holding company.

### Review of business and future developments

The company ("KAL") is indirectly a 100% subsidiary of Lionrai Investments No.1 Limited and full details of the business undertaken by the Lionrai group are contained within the annual report and accounts of that company.

The main operating businesses either directly or indirectly owned by the company during the year were Phoenix Natural Gas Limited ("PNG") and Phoenix Energy Services Limited ("PES").

PNG is the predominant gas network operator in Northern Ireland, being the owner of the licence and distribution network that includes Greater Belfast - its total licence area representing c45% of the population in Northern Ireland.

PNG is responsible for the development of the pipeline network. It also provides a 24/7 operational and transportation service platform to gas suppliers under the rules of the company's network code.

The network currently extends to 3,673 km of intermediate, medium and low pressure mains, making gas available to up to 333,524 properties throughout its licence area.

PNG manages the construction and operation of the network and is also responsible for the development of the market within its licence area including the marketing of natural gas to new gas consumers, together with the related management and support associated to enabling the end consumer to get a connection to its network and using gas. By the end of 2018, 217,793 customers have already been connected to the natural gas network in the 20 years since natural gas first became available in Northern Ireland. The business is a natural monopoly and as such is regulated under licence by the Utility Regulator ("UR").

PES is a specialist provider of downstream services into the Northern Ireland energy market. PES's remit includes the provision of a 24/7 emergency response to PNG, together with metering and meter reading services across the natural gas industry. In addition, PES delivers a range of other services to energy users on a demand and contract basis.

### Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of Lionrai Investments No.1 Limited. Accordingly the principal risks and uncertainties are discussed in the annual report and accounts of Lionrai Investments No.1 Limited, which does not form part of this report.

### Key Performance Indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. A discussion of the development, performance and position of the business in the context of the Lionrai group as a whole is provided in the Lionrai group's annual report which does not form part of this report.

By order of the board

WFM McKinstry  
Director

18 June 2019

## Kellen Acquisitions Limited

### Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

The directors are responsible for preparing the strategic report, the 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 year. Under that law they have elected to prepare the financial statements in accordance with FRS102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

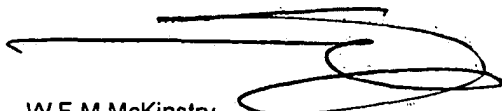
Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the board



W F M McKinstry  
Director

18 June 2019



KPMG  
Audit  
The Soloist Building  
1 Lanyon Place  
Belfast BT1 3LP  
Northern Ireland

## **Independent auditor's report to the members of Kellen Acquisitions Limited**

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

#### **Opinion**

We have audited the financial statements of Kellen Acquisitions Limited ("the company") for the year ended 31 December 2018 set out on pages 11 to 20, which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and the related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been properly 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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.

**Other matter – The Impact of uncertainties due to the UK exiting the European Union on our audit**  
Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. Some of the uncertainties arising from Brexit may impact certain of the financial statement captions in the financial statements. The preparation of the financial statements on a going concern basis and the financial statement caption containing estimates all depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. No audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

#### **We have nothing to report on going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").



**Independent auditor's report to the members of Kellen Acquisitions Limited**  
*(continued)*

**Report on the audit of the financial statements** *(continued)*

***We have nothing to report on going concern*** *(continued)*

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

***Other information***

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the strategic and directors' report. The financial statements and our auditors' report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Based solely on our work on the other information:

- we have not identified material misstatements in the directors' report or the strategic report;
- in our opinion, the information given in the directors' report and the strategic report is consistent with the financial statements;
- in our opinion, the directors' report and the strategic report have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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.

We have nothing to report in regard to these matters.





## **Independent auditor's report to the members of Kellen Acquisitions Limited** *(continued)*

### **Respective responsibilities and restrictions on use**

#### ***Responsibilities of directors for the financial statements***

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 including being satisfied that they give a true and fair view; and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement; whether due to fraud or error; 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 they intend to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

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

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities)

#### ***The purpose of our audit work and to whom we owe our responsibilities***

Our 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.

**Tom McEvoy (Senior Statutory Auditor)**  
**for and on behalf of**  
**KPMG Statutory Auditor**  
*The Soloist Building*  
*1 Lanyon Place*  
*Belfast*  
*BT1 3LP*

20 June 2019

# Kellen Acquisitions Limited

## Profit and loss account and other comprehensive income for the year ended 31 December 2018

	<i>Note</i>	<b>2018 £'000</b>	<b>2017 £'000</b>
<b>Turnover</b>	<b>2</b>	-	-
Cost of sales		-	-
		<hr/>	<hr/>
<b>Gross loss</b>		-	-
Net operating expenses	<b>3</b>	<b>(4)</b>	<b>(7)</b>
		<hr/>	<hr/>
<b>Operating loss</b>	<b>4</b>	<b>(4)</b>	<b>(7)</b>
Interest payable and similar charges	<b>6</b>	<b>(3,034)</b>	<b>(3,064)</b>
Interest receivable and similar income	<b>7</b>	<b>22,941</b>	<b>22,996</b>
		<hr/>	<hr/>
<b>Profit before taxation</b>		<b>19,903</b>	<b>19,925</b>
Taxation	<b>8</b>	<b>2,982</b>	<b>2,976</b>
		<hr/>	<hr/>
<b>Profit for the financial year</b>		<b>22,885</b>	<b>22,901</b>
		<hr/>	<hr/>
<b>Other comprehensive income for the year, net of income tax</b>		-	-
		<hr/>	<hr/>
<b>Total comprehensive income for the year</b>		<b>22,885</b>	<b>22,901</b>
		<hr/>	<hr/>

The notes on pages 11 to 20 form part of these financial statements.

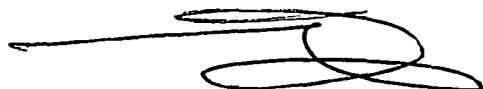
All of the results of the company derive from continuing operations.

# Kellen Acquisitions Limited

## Balance sheet as at 31 December 2018

	Note	2018 £'000	2017 £'000
<b>Fixed assets</b>			
Investments	9	212,921	212,921
		<u>212,921</u>	<u>212,921</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	10	46,632	43,498
Cash at bank and in hand	11	19	19
		<u>46,651</u>	<u>43,517</u>
<b>Total current assets</b>		46,651	43,517
<b>Creditors: amounts falling due within one year</b>	12	(244,836)	(241,819)
		<u>(198,185)</u>	<u>(198,302)</u>
<b>Net current liabilities</b>		(198,185)	(198,302)
<b>Total assets less current liabilities</b>		<u>14,736</u>	<u>14,619</u>
<b>Net assets</b>		<u>14,736</u>	<u>14,619</u>
<b>Capital and reserves</b>			
Called up share capital	14	13,406	13,406
Profit and loss account		1,330	1,213
		<u>14,736</u>	<u>14,619</u>
<b>Shareholders' funds</b>		<u>14,736</u>	<u>14,619</u>

On behalf of the board of directors



W F M McKinstry  
Director

Date: 18 June 2019

Company registration number 05366060

The notes on pages 11 to 20 form part of these financial statements.

# Kellen Acquisitions Limited

## Statement of changes in equity for the year ended 31 December 2018

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 January 2017	13,406	1,879	15,285
<b>Total comprehensive income for the year</b>			
Profit for the year	-	22,901	22,901
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	22,901	22,901
	<hr/>	<hr/>	<hr/>
<b>Transactions with owners, recorded directly in equity</b>			
Dividends	-	(23,567)	(23,567)
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 December 2017</b>	<b>13,406</b>	<b>1,213</b>	<b>14,619</b>
	<hr/>	<hr/>	<hr/>
At 1 January 2018	13,406	1,213	14,619
<b>Total comprehensive income for the year</b>			
Profit for the year	-	22,885	22,885
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	22,885	22,885
	<hr/>	<hr/>	<hr/>
<b>Transactions with owners, recognised in equity</b>			
Dividends	-	(22,768)	(22,768)
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 December 2018</b>	<b>13,406</b>	<b>1,330</b>	<b>14,736</b>
	<hr/>	<hr/>	<hr/>

The accompanying notes form an integral part of the financial statements.

# Kellen Acquisitions Limited

## Notes

*forming part of the financial statements*

### 1 Accounting policies

Kellen Acquisitions Limited (the "company") is a company limited by shares and incorporated and domiciled in the United Kingdom.

The company is exempt by virtue of the Companies Act 2006 from the requirement to prepare group financial statements on the grounds that its results are included in the group accounts of Lionrai Investments No.1 Limited which are publicly available. These financial statements present information about the company as an individual undertaking and not about its group.

#### ***Basis of preparation***

These financial statements are prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The company's ultimate parent undertaking, Lionrai Investments No.1 Limited includes the company in its consolidated financial statements. The consolidated financial statements of Lionrai Investments No.1 Limited are prepared in accordance with FRS 102 and are available to the public and may be obtained from Company Registry, Linenhall Street, Belfast. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Lionrai Investments No.1 Limited include the equivalent disclosures, the company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 *Share Based Payments*; and,
- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 20.

The financial statements are prepared on the historical cost basis.

# Kellen Acquisitions Limited

## Notes (continued)

### 1 Accounting policies (continued)

#### ***Classification of financial instruments issued by the company***

In accordance with FRS 102.22, financial instruments issued by the company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- where the instrument will or may be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the entity's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

#### ***Basic financial instruments***

##### ***Trade and other debtors/creditors***

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### ***Interest-bearing borrowings classified as basic financial instruments***

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

##### ***Investments in preference and ordinary shares***

Investments in preference and ordinary shares are measured initially at transaction price less attributable transaction costs. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognised in profit or loss. Other investments are measured at cost less impairment with changes recognised in profit or loss.

##### ***Investments in subsidiaries***

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment

##### ***Cash and cash equivalents***

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

# Kellen Acquisitions Limited

## Notes (continued)

### 1 Accounting policies (continued)

#### ***Impairment excluding deferred tax assets***

##### ***Financial assets (including trade and other debtors)***

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the entity would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

#### ***Provisions***

A provision is recognised in the balance sheet when the entity has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

#### ***Expenses***

##### ***Interest receivable and Interest payable***

Interest receivable and similar income includes interest receivable on funds invested. Interest payable and similar charges includes interest payable on intercompany borrowings.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest rate method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established.

#### ***Taxation***

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

# Kellen Acquisitions Limited

## Notes (continued)

### 1 Accounting policies (continued)

#### *Taxation (continued)*

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### **Going concern**

The company's business activities, together with the factors likely to affect its future development and position, are set out in the strategic report on page 3.

The company is expected to continue to generate positive cash flows for the foreseeable future after taking account of the current finances available to it from within the Lionrai Investments No.1 Limited Group. The company forecasts and projections, after taking account of reasonable levels of possible changes in trading performance, show that it is capable of operating well within the level of the current cash resources available to it.

As a result of the above, and notwithstanding the net current liability position at 31 December 2018, the directors consider it appropriate to prepare the financial statements on a going concern basis.

### 2 Analysis of turnover

The company is a holding company and has made no supply of goods or services in the year.

### 3 Net operating expenses

Net operating expenses were all considered to be administrative expenses.



# Kellen Acquisitions Limited

## Notes (continued)

### 4 Expenses and auditor's remuneration

Included in profit and loss is the following:

	2018 £'000	2017 £'000
Auditors' remuneration	2	2

KPMG were paid £Nil for non-audit related services (2017: £Nil).

### 5 Employee information

The company had no employees during the year (2017: Nil). The directors did not receive any remuneration from the company in the year (2017: £Nil).

### 6 Interest payable and similar charges

	2018 £'000	2017 £'000
Interest payable on inter-company balances	3,034	3,064
	<u>3,034</u>	<u>3,064</u>

### 7 Interest receivable and similar income

	2018 £'000	2017 £'000
Interest receivable on inter-company balances	173	179
Dividend income	22,768	22,817
	<u>22,941</u>	<u>22,996</u>

# Kellen Acquisitions Limited

## Notes (continued)

8 Taxation	2018 £'000	2017 £'000
<b>Current Tax</b>		
UK corporation tax for the year	-	(2,976)
Group relief	(2,982)	-
<b>Total current tax credit</b>	<b>(2,982)</b>	<b>(2,976)</b>
<b>Deferred tax</b>		
Origination/reversal of timing differences	-	-
<b>Total deferred tax charge</b>	<b>-</b>	<b>-</b>
<b>Total tax credit</b>	<b>(2,982)</b>	<b>(2,976)</b>

The tax credit for the year is higher (2017: higher) than the standard rate of corporation tax in the UK. The differences are explained below:

	2018 £'000	2017 £'000
Profit on ordinary activities before tax	19,903	19,925
Current tax at 19.00% (2017: 19.25%)	3,782	3,835
<b>Effects of:</b>		
Non-taxable dividend income	(4,326)	(4,392)
Expenses not deductible for tax purposes	-	45
Difference in value of group relief surrendered	(1,575)	(1,590)
Transfer pricing adjustments	(863)	(874)
<b>Total tax credit</b>	<b>(2,982)</b>	<b>(2,976)</b>

All tax is recognised in the profit and loss account.

### Factors that may affect future tax charges:

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted in November 2016. A further rate reduction to 17% (to be effective from 1 April 2020) was announced in the March 2017 Budget and was substantively enacted in September 2017.

This will reduce the company's future current tax charge.

The company has unrecognised deferred tax assets of £2,297,132 (2017: £2,297,132) relating to unused tax losses.

# Kellen Acquisitions Limited

## Notes (continued)

### 9 Fixed asset investments

#### Shares in subsidiary undertakings

	2018 £'000	2017 £'000
Cost and net book value 1 January	212,921	212,921
Additions	-	-
<b>Cost and net book value at 31st December</b>	<b>212,921</b>	<b>212,921</b>

The company has ordinary share investments in the following companies at 31 December 2018:

Company name	Holding	Country of incorporation	Notes
Phoenix Energy Holdings Ltd	100% D	Great Britain	(iii), (vii)
Phoenix Distribution Holdings Ltd	100% I	Great Britain	(iii), (vii)
Phoenix Natural Gas Ltd	100% I	Northern Ireland	(i), (vi)
Phoenix Natural Gas Finance plc	100% I	Great Britain	(iv), (vi)
Phoenix Energy Services Ltd	100% I	Northern Ireland	(ii), (vi)
Phoenix Natural Gas PP Finance plc	100% I	Great Britain	(v), (vii)
Belfast Energy Ltd	100% I	Northern Ireland	Dormant
Belfast Natural Gas Ltd	100% I	Northern Ireland	Dormant
Phoenix Gas Ltd	100% I	Northern Ireland	Dormant
Phoenix Power Ltd	100% I	Northern Ireland	Dormant
PNG Storage Ltd	100% I	Northern Ireland	Dormant

\*D Direct holding

\*I Indirect holding

**Note (i)** Phoenix Natural Gas Ltd distributes natural gas to the greater Belfast area.

**Note (ii)** Phoenix Energy Services Limited provides services to Phoenix Natural Gas Ltd as well as boiler and appliance maintenance services to energy consumers.

**Note (iii)** Phoenix Energy Holdings Ltd and Phoenix Distribution Holdings Ltd are intermediate holding companies.

**Note (iv)** Following the repayment of a bond in the prior year, Phoenix Natural Gas Finance plc has been placed in to Voluntary Solvent Liquidation.

**Note (v)** Phoenix Natural Gas PP Finance plc issued a Private Placement of Guaranteed Senior Secured Notes during 2017.

**Note (vi)** Registered Office 197 Airport Road West, Belfast, BT3 9ED.

**Note (vii)** Registered Office One Silk Street, London, EC2Y 8HQ.

All other companies are dormant within the meaning of the Companies Act 2006.

# Kellen Acquisitions Limited

## Notes (continued)

<b>10 Debtors</b>	<b>2018 £'000</b>	<b>2017 £'000</b>
<i>Amounts falling due within one year</i>		
Amounts owed by parent company	32,804	32,804
Amounts owed by subsidiary undertaking	13,828	10,668
Prepayments and accrued income	-	26
	<hr/>	<hr/>
	<b>46,632</b>	<b>43,498</b>
	<hr/>	<hr/>

<b>11 Cash and cash equivalents</b>	<b>2018 £'000</b>	<b>2017 £'000</b>
Cash at bank and in hand	19	19
	<hr/>	<hr/>
Cash and cash equivalents	<b>19</b>	<b>19</b>
	<hr/>	<hr/>

There were no significant non-cash transactions in the year. There are no restrictions on cash and cash equivalents held.

<b>12 Creditors</b>	<b>2018 £'000</b>	<b>2017 £'000</b>
<i>Amounts falling due within one year</i>		
Amounts owed to parent company	34,547	34,550
Amounts owed to subsidiary undertaking	206,372	202,846
Accruals and deferred income	3,917	4,423
	<hr/>	<hr/>
	<b>244,836</b>	<b>241,819</b>
	<hr/>	<hr/>

## 13 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the company's interest-bearing loans and borrowings, which are measured at amortised cost.

	<b>2018 £'000</b>	<b>2017 £'000</b>
<b>Creditors:</b> amounts falling due within less than one year		
Amounts owed to parent company	34,547	34,550
Amounts owed to subsidiary undertakings	206,372	202,846
	<hr/>	<hr/>
	<b>240,919</b>	<b>237,396</b>
	<hr/>	<hr/>

# Kellen Acquisitions Limited

## Notes (continued)

### 13 Interest-bearing loans and borrowings (continued)

#### Terms and debt repayment schedule

	Currency	Nominal Interest rate	Year of maturity	Repayment schedule	2018 £	2017 £
Amounts owed to parent company	£GBP	Libor + variable rate margin		On demand	34,547	34,550
Amounts owed to subsidiary undertakings	£GBP	Libor + variable rate margin		On demand	206,372	202,846
					<u>240,919</u>	<u>237,396</u>

### 14 Called up share capital

	2018 £	2017 £
<b>Allotted and fully paid:</b>		
791,745 A Ordinary shares of £0.01 each	7,916	7,916
41,671 B Ordinary shares of £0.01 each	417	417
41,671 C Ordinary shares of £0.01 each	417	417
41,671 D Ordinary shares of £0.01 each	417	417
41,671 E Ordinary shares of £0.01 each	417	417
41,671 Z Ordinary shares of £0.01 each	417	417
13,396,092 Preference shares of £1 each	13,396,092	13,396,092
	<u>13,406,093</u>	<u>13,406,093</u>

The preference shares are not redeemable.

The B, C, D, E and Z ordinary shares are all non-voting. A class ordinary shares carry one vote per issued share.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

Dividends paid	2018 £'000	2017 £'000
Equity dividends on ordinary shares	22,768	23,567
	<u>22,768</u>	<u>23,567</u>

The aggregate amount of dividends proposed and not recognised as a liability at the year-end is £Nil (2017: £Nil).

# Kellen Acquisitions Limited

## Notes *(continued)*

### **15 Contingent liabilities**

At 31 December 2018 the company had no contingent liabilities (2017: £Nil).

### **16 Financial commitments**

At 31 December 2018 the company had no annual commitments under non-cancellable operating leases (2017: £Nil).

### **17 Related party disclosures**

In accordance with FRS 102.33.1A, the Company is not required to disclose transactions between wholly owned subsidiaries.

### **18 Ultimate controlling party**

The immediate parent company and controlling company is Kellen Investments Limited, a company incorporated in the United Kingdom, with registered office address One Silk Street, London, EC2Y 8HQ. Group accounts are not prepared at this level.

Lionrai Investments No.1 Limited is the parent company of the largest group of companies of which Kellen Acquisitions Limited is a member and for which group accounts are drawn up and are available from 197 Airport Road West, Belfast, BT3 9ED.

The directors regard Lionrai Investments No.1 Limited to be the ultimate parent company and Utilities Trust of Australia & Royal Bank of Scotland Group Pension Fund (Main Fund Section) to be the ultimate controlling parties.

### **19 Subsequent Events**

There were no events subsequent to the balance sheet date.

### **20 Accounting estimates and judgements**

There are no critical judgements in applying the company's accounting policies.