Severn Power Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2011

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Severn Power Limited

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Severn Power Limited Company Information

Directors

Jens Erik Pedersen

Lars Kronholm Christensen

Peter Thomsen

Registered office

Uskmouth Power Station

West Nash Road

Nash Newport NP18 2BZ

Independent auditors

PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

One Kingsway Cardiff CF10 3PW

Severn Power Limited

Directors' Report

for the Year Ended 31 December 2011

The directors present their annual report and the audited financial statements of Severn Power Limited for the year ended 31 December 2011

Principal activity

The principal activity of the company is the generation of electricity from the gas fired Severn Power Station which has a net capacity of 824MW

Business review

Fair review of the business

During the year the company continued generation from its site at Uskmouth in South Wales. The site comprises two combined cycle gas turbines giving installed capacity of 824 MW. Commercial generation is expected to continue for the foreseeable future.

The company made a profit before taxation for the year of £16,638,650 (2010 profit £8,229,892)

Key performance Indicators (KPI's)

The company's key financial and other performance indicators during the year were as follows

	Unit	2011	2010
Turnover	£	77,592,707	19,299,598
Profit before taxation	£	16,638,650	8,229,892

Principal risks and uncertainties

The company's principal risk is related to the availability of the plant which is driven by the technical performance of the turbines and the terms of the Tolling Agreement

The Tolling Agreement minimises this risk by guaranteeing the revenue of the plant should it reduce below a threshold level. The maintenance activities are designed so as to optimise the performance of the turbines.

Future developments

The company completed the construction of the power station during December 2010 and commenced full commercial operation

The directors consider that the prospects for the company remain good and expects the company to continue the commercial generation of electricity for the foreseeable future. The company has entered into a Tolling Agreement with DONG Naturgas A/S for a term of 15 years, under which the company will receive revenues to cover the capital cost, operation and maintenance of the power station.

Dividends

The directors do not recommend a payment of a final dividend (2010 £nil)

Severn Power Limited

Directors' Report (continued)

for the Year Ended 31 December 2011

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

Jens Erik Pedersen

Anna-Lena Jeppsson (appointed 17 May 2011 and resigned 31 March 2012)

Lars Kronholm Christensen (appointed 21 November 2011)

Peter Gedbjerg (appointed 17 May 2011 and resigned 21 November 2011)

Bent Christensen (resigned 17 May 2011)

lan Crummack (resigned 17 May 2011)

Paul Llewellyn (resigned 17 May 2011)

Financial instruments

Objectives and policies

The company's operations expose it to a variety of financial risks that include the effects of liquidity risk, interest rate risk and cash flow risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and the related finance costs.

Given the size of the company and being part of a larger group with group wide policies and risk management procedures, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

Price risk, credit risk, liquidity risk and cash flow risk

Price risk

The company has entered into contractual agreements which guarantees minimum revenue levels with the aim of mitigating price risk

Liquidity risk

The company utilises appropriately termed finance that is designed to ensure the group as a whole has sufficient funds for operation

Interest rate and cash flow risk

The group has a policy of maintaining debt at both fixed and floating interest rates to manage certainty of future interest cash flows. The directors will continue to monitor the appropriateness of this arrangement.

Charitable donations

During the year the company made charitable donations of £50,000. This was an individual donation for

Supply and installation of Nash Village play area, Newport

£ 50.000

Severn Power Limited Directors' Report (continued) for the Year Ended 31 December 2011

Statement of directors' responsibilities

The directors are responsible for preparing 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 the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law)

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 apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent, 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

Statement of disclosure of information to auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. So far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware

Approved by the Board on 249-12 and signed on its behalf by

Jens Erik Pedersen

Director

Independent Auditors' Report to the Members of Severn Power Limited

We have audited the financial statements of Severn Power Limited for the year ended 31 December 2011, which comprise the profit and loss account, the balance sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities 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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- · have been prepared in accordance with the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

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

Independent Auditors' Report (continued) to the Members of Severn Power Limited

Matters on which we are required to report by exception

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

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

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Katharine Finn (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP,
Chartered Accountants and Statutory Auditors
Cardiff

Date 27 September 2012

Severn Power Limited Profit and Loss Account for the Year Ended 31 December 2011

	Note	2011 £	2010 £
Turnover		77,592,707	19,299,598
Cost of sales		(26,919,637)	(4,839,258)
Gross profit		50,673,070	14,460,340
Administrative expenses		(20,407,781)	(4,463,166)
Other operating income		1,299,147	3,670,704
Operating profit	2	31,564,436	13,667,878
Interest receivable and similar income	4	180,239	8,667
Interest payable and similar charges	5	(15,106,025)	(5,446,653)
Profit on ordinary activities before taxation		16,638,650	8,229,892
Tax on profit or loss on ordinary activities	6	(4,059,368)	(2,234,209)
Profit for the financial year		12,579,282	5,995,683

All activities relate to continuing operations

The company has no recognised gains or losses for the year other than the results above, and therefore no separate statement of recognised gains and losses has been presented

The notes on pages 9 to 20 form a part of these financial statements

Severn Power Limited Balance Sheet as at 31 December 2011

	Note	2011 £	2010 £
Fixed assets			
Tangible assets	7	637,065,700	662,178,706
Investments	8	7,000,001	7,000,001
		644,065,701	669,178,707
Current assets			
Debtors amounts falling due within one year	9	16,652,203	14,888,274
Debtors amounts falling due after one year	9	30,861,791	35,033,710
Cash at bank and in hand		13,697,531	6,690,628
		61,211,525	56,612,612
Creditors Amounts falling due within one year	10	(14,808,423)	(19,905,720)
Net current assets		46,403,102	36,706,892
Total assets less current liabilities		690,468,803	705,885,599
Creditors Amounts falling due after more than one year	11	(372,608,500)	(405,622,388)
Provisions for liabilities	12	(9,128,943)	(4,111,133)
Net assets		308,731,360	296,152,078
Capital and reserves			
Called up share capital	13	290,000,002	290,000,002
Profit and loss account	14	18,731,358	6,152,076
Total shareholders' funds		308,731,360	296,152,078

Approved by the Board on 24/q - 12 and signed on its behalf by

Jens Erik Pedersen

Director

(Company registration number: 05392552)

The notes on pages 9 to 20 form a part of these financial statements

1 Accounting policies

Basis of preparation

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The principal accounting policies adopted, which have been applied consistently throughout the current financial period and prior financial period, are described below.

Exemption from preparing a cash flow statement

The company is a wholly owned subsidiary of a group headed by DONG Energy A/S, and is included in the consolidated financial statements of that company, which are publicly available. Consequently the company has taken advantage of the exemption within FRS 1 (revised 1996) 'Cash flow statements' from preparing a cash flow statement.

Exemption from preparing group accounts

The company is a wholly-owned subsidiary of a group headed by Dong Energy A/S and included in the consolidated financial statements of that company, which are publically available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

Turnover

Turnover represents amounts receivable for providing capacity to generate electricity and for generating electricity, net of Value Added Tax

Income is recognised when it is probable that the benefits from the transaction will be received by the Company and can be reliably quantified

Where specific services are invoiced after the service has been provided then the turnover will be accrued as accrued income, and recognised as the service is provided

All revenue is generated from one line of business and from one geographical location

Other operating income

Other income represents liquidated damages receivable from the operator of the power station, in accordance with the operations and maintenance contract, for lost availability of the power station

Fixed assets and depreciation

Tangible fixed assets are included on the balance sheet at historical cost, less accumulated depreciation and provision for impairment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition. Interest relating to borrowings to fund specific assets is also capitalised as part of the cost of the asset during the period of construction.

Capitalisation begins when expenditure for the asset is being incurred and activities that are necessary to prepare the asset for use are in progress. Capitalisation ceases when substantially all the activities necessary to prepare the asset for use are complete. Depreciation commences at the point of commercial deployment. No depreciation is charged on assets under construction.

Depreciation is provided on all tangible fixed assets, at rates calculated to write-off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows

Asset class

Plant and machinery

Useful economic life

25 years

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value

Cash at bank

The company is a participant in a balance netting agreement of which DONG Energy A/S is pool master. The company's bank accounts are memorandum accounts maintained by the bank, under this agreement. The company is authorised to pay money into and withdraw money from a bank account of the pool master via those accounts.

Taxation

Current tax, including UK corporation tax and foreign 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 balance sheet date

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Foreign currency

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date. Exchange gains or losses on translation are included in the profit and loss account as a financial income or expense.

Leasing

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract and represent a constant proportion of the balance of capital repayments outstanding.

2 Operating profit

Operating profit is stated after charging

	2011 £	2010 £
Auditor's remuneration - The audit of the company's annual		
accounts	8,372	8,372
Auditor's remuneration - Tax services	5,769	18,959
Depreciation of owned assets	26,189,365	4,328,373
Depreciation of assets held under finance lease and hire purchase		
contracts	520,974	115,779

3 Employees

There were no employees during the year apart from the directors. The directors received no emoluments during the year, in respect of their services to the company

All directors are remunerated by other companies within the DONG Energy A/S group for their services to the group as a whole. It is not possible to allocate their remuneration between their services as directors of different group companies.

4 Interest receivable and similar income

	2011 £	2010 £
Bank interest receivable	22,834	8,667
Exchange gains	157,405	
	180,239	8,667
5 Interest payable and similar charges		
	2011 £	2010 £
Amortisation of debt issue costs	4,215,406	427,100
Interest payable to group undertakings	9,369,896	4,109,807
Interest on finance lease with group undertakings	1,520,332	-
Other interest payable	391	-
Exchange losses		909,746
	15,106,025	5,446,653

6 Taxation

Tax on profit on ordinary activities		
	2011 £	2010 £
Current tax		
Adjustments in respect of previous years	468,602	(1,404,535)
Group relief receivable	(1,427,044)	(472,389)
UK Corporation tax	(958,442)	(1,876,924)
Deferred tax		
Origination and reversal of timing differences	6,554,638	4,111,133
Deferred tax adjustment relating to previous years	(931,911)	-
Effect of changes in tax rates	(604,917)	
Total deferred tax	5,017,810	4,111,133
Tax on profit on ordinary activities	4,059,368	2,234,209

Tax on profit on ordinary activities for the year is lower than (2010 - lower than) the standard rate of corporation tax in the UK of 26 49% (2010 - 28%)

The differences are reconciled below

Factors affecting current tax charge for the year

	2011 £	2010 £
Profit on ordinary activities before taxation	16,638,650	8,229,892
Corporation tax at standard rate	4,408,094	2,304,370
Capital allowances in excess of depreciation	(6,548,268)	(31,464,252)
Permanent differences	745,993	87,296
Credit for prior year group relief	468,602	(1,404,535)
Tax losses carried forward	-	28,600,197
Utilisation of tax losses	(32,863)	<u>-</u>
Total current tax	(958,442)	(1,876,924)

Factors affecting future tax charges

The UK Government announced on 23 March 2011 that the headline rate of corporation tax will be reduced from 28% by 2% on 1 April 2011 and 1% each year thereafter until it reaches 23% On 22 March 2012 the UK Government announced that on 1 April 2012 the headline rate of corporation tax will be reduced by 2% rather than 1% to 24%, and 1% each year thereafter until it reaches 22% These rate changes will affect the amount of future cash tax payments to be made by the company and will also reduce the size of the company's deferred tax liability in the future. The change to 25% announced on 23 March 2011 was "substantively enacted" on 5 July 2011 and as such, in accordance with accounting standards, deferred tax has been calculated at a rate of 25%. The effect of the remaining proposed changes (£365,158 decrease in deferred tax liability in 2012) will be reflected in the company's financial statements for the year ending 31 December 2012 and thereafter once future proposals have been substantively enacted.

7 Tangible assets

	Plant and machinery £	Total £
Cost or valuation		
At 1 January 2011	666,622,858	666,622,858
Additions	1,597,333	1,597,333
At 31 December 2011	668,220,191	668,220,191
Accumulated depreciation		
At 1 January 2011	4,444,152	4,444,152
Charge for the year	26,710,339	26,710,339
At 31 December 2011	31,154,491	31,154,491
Net book value		
At 31 December 2011	637,065,700	637,065,700
At 31 December 2010	662,178,706	662,178,706

Leased assets

Included within the net book value of tangible fixed assets is £16,730,165 (2010 - £17,251,139) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the year on these assets was £520,974 (2010 - £115,779)

Investments held as fixed assets		
	2011 £	2010 £
Shares in group undertakings and participating interests	7,000,001	7,000,001
Shares in group undertakings and participating interests		
	Subsidiary undertakings £	Total £
Cost	undertakings	
Cost At 1 January 2011	undertakings	
	undertakings £	£
At 1 January 2011	undertakings £ 7,000,001	7,000,001

The directors believe that the carrying value of the investment is supported by their underlying net assets, and future cash flows

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings Severn Gas Transportation Limited (incorporated in England & Wales)	s Ordinary shares	100%	Gas transmission

9 Debtors

	2011 £	2010 £
Trade debtors	1,752,862	119,558
Amounts owed by group undertakings	7,894,203	10,553,310
Other debtors	37,866,929	39,249,116
	47,513,994	49,921,984

Other debtors includes unamortised debt issue costs of £35,033,710 (2010 £39,249,116)

Amounts falling due after more than one year and included in the debtors above are

	2011 £	2010 £
Other debtors	30,861,791	35,033,710
	30,861,791	35,033,710

Creditors: Amounts falling due within one year		
	2011 £	2010 £
Trade creditors	8,941,811	8,969,778
Obligations under finance lease and hire purchase contracts	633,166	579,584
Amounts owed to group undertakings	3,629,157	-
Other taxes and social security	-	848,290
Other creditors	1,455,161	9,271,657
Accruals	149,128	236,411
	14,808,423	19,905,720
Creditors: Amounts falling due after more than one year		
	2011 £	2010 £
Amounts owed to group undertakings	372,608,500	405,622,388
Creditors amounts falling due after more than one year include	s the following liabilitie 2011 £	s 2010 £
Loans from group undertakings	356,455,216	388,835,054
Amounts due to group undertakings under finance lease	16,153,284	16,787,334
	372,608,500	405,622,388
Loans from group undertakings are unsecured and repayable of	on 28 October 2020 Inf	terest is charge
at LIBOR plus a margin of 1 75%		torout to unargot
at LIBOR plus a margin of 1 75% Amounts due to group undertakings under finance lease are uniterest rate of 8 8%	unsecured and carry a	_
Amounts due to group undertakings under finance lease are u	•	_
Amounts due to group undertakings under finance lease are unterest rate of 8 8%	•	_
Amounts due to group undertakings under finance lease are unterest rate of 8 8%	ore than five years	n implicit annua

Obligations under finance leases				
Future minimum payments under	finance leases	are as follows:		
			2011 £	2010 £
Within one year Between one and two years Between two and five years After five years			633,166 2,099,838 6,299,514 7,753,931 16,786,449	579,584 2,099,838 6,299,514 8,387,982 17,366,918
12 Provisions				
			Deferred tax	Total £
At 1 January 2011			4,111,133	4,111,133
Charged to the profit and loss accou	ınt		5,017,810	5,017,810
At 31 December 2011			9,128,943	9,128,943
Analysis of deferred tax				
			2011 £	2010 £
Difference between accumulated de capital allowances Tax losses available	preciation and a	mortisation and	(32,776,495) 23,647,552 (9,128,943)	(31,689,894) 27,578,761 (4,111,133)
13 Share capital				
Allotted, called up and fully paid				
	20 [.] Number	11 £	20° Number	10 £
	Hallingi	£.		-
Ordinary of £1 each	290,000,002	290,000,002	290,000,002	290,000,002

14 Reserves

	Profit and loss account	Total
	£	£
At 1 January 2011	6,152,076	6,152,076
Profit for the financial year	12,579,282	12,579,282
At 31 December 2011	18,731,358	18,731,358
15 Reconciliation of movements in shareholders' funds	2011 £	2010 £
Profit for the financial year	12,579,282	5,995,683
New share capital allotted		285,000,000
Net addition to shareholders' funds	12,579,282	290,995,683
Shareholders' funds at 1 January	296,152,078	5,156,395
Shareholders' funds at 31 December	308,731,360	296,152,078

16 Related party transactions

The company has taken advantage of the exemption under paragraph 3(a) from the provisions in FRS8 "Related party disclosures" on the grounds that it is a wholly owned subsidiary of a group headed by DONG Energy A/S, whose financial statements are publicly available

17 Ultimate parent company and controlling party

The immediate parent of the company is Severn Power Holdings Limited , a company incorporated in England and Wales

The ultimate parent company is DONG Energy A/S, incorporated in Denmark. The Danish State holds 76% of the share capital of DONG Energy A/S and therefore the company considers the Danish Ministry of Finance the ultimate controlling party.

The smallest and largest group in which the results of the company are consolidated are those headed by DONG Energy A/S

The consolidated financial statements of this company are available to the public from

DONG Energy A/S Kraftværksvej 53 Skærbæk DK - 7000 Fredericia Denmark

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