

Registration number: 05579645

Centrica Nigeria Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2015



Centrica Nigeria Limited

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Centrica Nigeria Limited

Strategic Report for the Year Ended 31 December 2015

The Directors present the Strategic Report for Centrica Nigeria Limited (the "Company") for the year ended 31 December 2015.

Review of the business

The principal activity of the Company is to act as an investment holding company. There was no activity in the Company during the current year.

The Company's Financial Statements have been prepared in accordance with Financial Reporting Standard 101: Reduced Disclosures Framework ('FRS 101'). The Company's transition date to FRS 101 was 1 January 2014 and comparatives have been restated accordingly. For details of the transition to FRS 101 and the effect of the change on the Company's financial position, see note 2 and 10.

Financial position

The financial position of the Company is presented in the Statement of Financial Position on page 9. Total equity at 31 December 2015 was £2 (2014: £2).

Principal risks and uncertainties

From the perspective of the Company the principal risks and uncertainties are integrated with the principal risks of the Centrica plc group (the "Group") and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are disclosed on pages 38-42 of the 2015 Annual Report and Accounts of the Group, which does not form part of this report.

Key performance indicators (KPIs)

The directors of the Centrica plc Group (the 'Group') manage the Group's operations on a divisional basis. For this reason the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development or position of the business. The development and position of the Group, which includes the Company, is discussed on pages 20-21 of the Group's 2015 Annual Report and Accounts.

Future developments

The Company will continue to act as an investment holding company for the foreseeable future.

Centrica Nigeria Limited

Strategic Report for the Year Ended 31 December 2015 (continued)

Non adjusting events after the financial period

In June 2016, a UK referendum resulted in a vote for the country to leave the European Union and the resultant uncertainty adds to the challenges for UK businesses in all sectors. This uncertainty may lead to volatility in markets with potential fluctuations in foreign exchange rates, interest rates and commodity prices. These movements could impact, amongst other things, the carrying value and cost of servicing the Group's debt. Sensitivity analysis associated with the Group's exposure to currency, interest rate and commodity price risk was included in note S3 of the Group's consolidated Financial Statements for the year ended 31 December 2015.

Overall, management assesses the direct impacts on the Company to be minimal in the short term.

Approved by the Board on 26 September 2016 and signed by:



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

Company registered in England and Wales, No. 05579645

Registered office:
Millstream
Maidenhead Road
Windsor
Berkshire
SL4 5GD

Centrica Nigeria Limited

Directors' Report for the Year Ended 31 December 2015

The Directors present their report and the audited Financial Statements for the year ended 31 December 2015.

Directors of the Company

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

NW Lumley

AD Le Poidevin (appointed 5 June 2015)

C Redcliffe

R Ozsanlav (resigned 5 June 2015)

RA Lumsden (appointed 5 June 2015 and resigned 5 June 2015)

Principal activity

The principal activity of the Company is to act as an investment holding company.

Results and dividends

The results of the Company are set out on page 7. The result for the financial year ended 31 December 2015 is £nil (2014: £nil). No dividends were paid during the year (2014: £nil) and the Directors do not recommend the payment of a final dividend (2014: £nil).

Future developments

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

Directors' liabilities

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

Centrica Nigeria Limited

Directors' Report for the Year Ended 31 December 2015 (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 United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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.

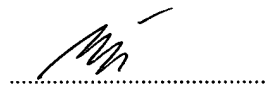
Disclosure of information to the auditors

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 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.

Reappointment of auditors

In accordance with section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

Approved by the Board on 26 September 2016 and signed by:



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

Company registered in England and Wales, No. 05579645

Registered office:
Millstream
Maidenhead Road
Windsor
Berkshire
SL4 5GD

Centrica Nigeria Limited

Independent Auditors' Report to the Members of Centrica Nigeria Limited

Report on the financial statements

Our opinion

In our opinion, Centrica Nigeria Limited's financial statements (the 'financial statements'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual Report and Financial Statements (the 'Annual Report'), comprise:

- the Statement of financial position as at 31 December 2015;
- the Statement of changes in equity for the year ended 31 December 2015;
- the Income statement for the year then ended;
- the Statement of comprehensive income for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

In applying the financial reporting framework, the Directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Centrica Nigeria Limited

Independent Auditors' Report to the Members of Centrica Nigeria Limited (continued)

Responsibilities for the financial statements and the audit

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) ('ISAs (UK & 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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the Directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

.....
Bruce Collins (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP

32 Albyn Place
Aberdeen
AB10 1YL

Date:.....

Centrica Nigeria Limited

Income Statement for the Year Ended 31 December 2015

	2015 £	2014 £
Result before income tax	-	-
Income tax expense	-	-
Result for the year	-	-

The above results were derived from continuing operations.

Centrica Nigeria Limited

Statement of Comprehensive Income for the Year Ended 31 December 2015

	2015	2014
	£	£
Result for the year	-	-
Total comprehensive income for the year	-	-

The notes on pages 11 to 15 form an integral part of these financial statements.

Centrica Nigeria Limited

Statement of Financial Position as at 31 December 2015

	Note	2015 £	2014 £
Current assets			
Trade and other receivables	6	<u>2</u>	<u>2</u>
Total assets		<u>2</u>	<u>2</u>
Equity			
Called up share capital	7	42,799	42,799
Retained earnings		<u>(42,797)</u>	<u>(42,797)</u>
Total equity		<u>2</u>	<u>2</u>

The financial statements on pages 7 to 15 were approved and authorised for issue by the Board of Directors on 26 September 2016 and signed on its behalf by:



AD Le Poidevin

Director

Company number 05579645

Centrica Nigeria Limited

Statement of Changes in Equity for the Year Ended 31 December 2015

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2015	<u>42,799</u>	<u>(42,797)</u>	<u>2</u>
Results and total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2015	<u>42,799</u>	<u>(42,797)</u>	<u>2</u>
	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2014	<u>42,799</u>	<u>(42,797)</u>	<u>2</u>
Results and total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2014	<u>42,799</u>	<u>(42,797)</u>	<u>2</u>

The notes on pages 11 to 15 form an integral part of these financial statements.

Centrica Nigeria Limited

Notes to the Financial Statements for the Year Ended 31 December 2015

1 General information

The Company is limited by share capital and is incorporated and domiciled in the UK.

The address of its registered office is:

Millstream
Maidenhead Road
Windsor
Berkshire
SL4 5GD

2 Accounting policies

Basis of preparation

The Company is exempt by virtue of the Companies Act 2006 from the requirement to prepare group financial statements as it's a wholly-owned subsidiary of Centrica plc. These financial statements present information about the Company as an individual undertaking and not about its group, and have been prepared on a going concern basis, as described in the Directors' Report.

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 ("Adopted IFRSs"), 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 the transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. An explanation of how the transition to FRS 101 has effected the reported financial position, financial performance and cash flows of the Company is provided in note 10.

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 share capital
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs.

Centrica Nigeria Limited

Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)

2 Accounting policies (continued)

Note that the Company has early adopted the following amendments to FRS 101 (effective for periods beginning on or after 1 January 2016) in these financial statements:

- Presentation of IAS format financial statements;
- Exemption from the presentation of a third balance sheet (being the opening balance sheet of the Company at the date of application of FRS 101).

These financial statements are presented in pound sterling (with all values rounded to the nearest pound except when otherwise indicated), which is also the functional currency of the Company.

The financial statements are prepared on the historical cost basis.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2015 have had a material effect on the financial statements.

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.

Investments in subsidiaries

Fixed asset investments are included in the Statement of Financial Position at cost, less accumulated provisions for any impairment. The carrying values of investments are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than 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. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal ('FVLCD'). 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 cash-generating units ('CGU'). The assumptions used in determining FVLCD are described in the Annual Report and Accounts of the ultimate controlling party, being Centrica plc, on page 106.

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 profit or loss. 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.

Centrica Nigeria Limited

Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)

2 Accounting policies (continued)

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 original invoice amount and are subsequently held at amortised cost using the effective interest rate ('EIR') (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 Group 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.

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.

3 Directors remuneration

The emoluments of the Directors are not paid to them in their capacity as Directors of the Company and are payable for services wholly attributable to other Centrica plc subsidiary undertakings. Accordingly, no details in respect of their emoluments have been included in these Financial Statements.

No compensation was paid to Directors for loss of office (2014: nil).

4 Auditors' remuneration

The Company audit fee is paid by the ultimate parent undertaking, Centrica plc and is not recharged to the Company. An estimate of the fee attributable to the Company is:

	2015	Restated 2014
	£	£
Audit of the Financial Statements	13,071	13,000

The prior year figures for auditors' remuneration have been amended to reflect the allocation of fees in relation to the audit of the IFRS Group consolidation schedules, for the purpose of the Centrica plc group audit plus the allocation of audit fee overruns. The prior year auditors' remuneration figure has been restated to £13,000.

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.

Centrica Nigeria Limited

Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)

5 Investments

	2015	2014
Cost and net book value	£	£
As at 1 January and 31 December	-	-

6 Trade and other receivables

	2015 Current £	2014 Current £
Amounts owed by group undertakings	2	2

All amounts owed by group undertakings are current, interest free and repayable on demand

7 Called up share capital

Allotted, called up and fully paid shares

	2015		2014	
	No.	£	No.	£
Ordinary shares of £1 each	42,799	42,799	42,799	42,799

8 Immediate and ultimate parent undertaking

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

The ultimate parent 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 statements. Copies of the Centrica plc consolidated financial statements may be obtained from www.centrica.com.

Centrica Nigeria Limited

Notes to the Financial Statements for the Year Ended 31 December 2015 (continued)

9 Non adjusting events after the financial period

In June 2016, a UK referendum resulted in a vote for the country to leave the European Union and the resultant uncertainty adds to the challenges for UK businesses in all sectors. This uncertainty may lead to volatility in markets with potential fluctuations in foreign exchange rates, interest rates and commodity prices. These movements could impact, amongst other things, the carrying value and cost of servicing the Group's debt. Sensitivity analysis associated with the Group's exposure to currency, interest rate and commodity price risk was included in note S3 of the Group's consolidated Financial Statements for the year ended 31 December 2015.

Overall, management assesses the direct impacts on the Company to be minimal in the short term.

10 Transition to FRS 101

As stated in the 'basis of preparation' note, these are the Company's first Financial Statements prepared in accordance with FRS 101. The accounting policies set out in the policies note have been applied in preparing the financial statements for the year ended 31 December 2015, and the comparative information presented in these financial statements for the year ended 31 December 2014.

In preparing its FRS 101 Statement of Financial Position, the Company has no adjustment to make to amounts reported previously in its financial statements prepared in accordance with its old basis of accounting (UK GAAP).