

Registration number: 05712512

BG Netherlands

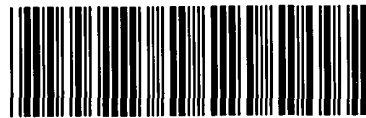
Annual Report

and

Financial Statements

For the year ended 31 December 2017

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BG Netherlands

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Directors' report for the year ended 31 December 2017

The Directors present their report and the financial statements of BG Netherlands (also referred to as the "Company") for the year ended 31 December 2017. The Company has taken advantage of the small companies' exemption available under section 415A and 414B of the Companies Act 2006 and has not prepared a Strategic report nor given certain disclosures in the Directors' report from which it is exempt.

The Company is one of the entities within the "Shell Group". In this context the term "Shell Group" and "Companies of the Shell Group" or "Group companies" means companies where Royal Dutch Shell plc, either directly or indirectly, is exposed to, or has rights to, variable returns from its involvement with the Company and has the ability to affect those returns through its power over the Company. Companies in which Group companies have significant influence but not control are classified as "Associated companies". Royal Dutch Shell plc, a company incorporated in England and Wales, is known as the "Parent Company" of the Shell Group. In this Report "Shell", "Shell Group" and "Royal Dutch Shell" are sometimes used for convenience where references are made to Royal Dutch Shell and its subsidiaries in general. These expressions are also used where no useful purpose is served by identifying the particular company or companies.

The Directors' report and audited accounts of the Company have been prepared in accordance with the Companies Act 2006.

Directors' of the company

The Directors, who held office during the year, and to the date of this report were as follows:

R Fraga
D Gardner

Statement of Directors' responsibilities

The Directors acknowledge their responsibilities for preparing the Directors' Report and the Company's accounts 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 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 a going concern basis unless it is inappropriate to presume that the Company will continue in business.

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Directors' report for the year ended 31 December 2017 (continued)

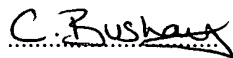
Statement of Directors' responsibilities (continued)

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 auditor

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 auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 23 July '18 and signed on its behalf by:



C Bushay
Authorised signatory for
Shell Corporate Secretary Limited
Company Secretary

Independent Auditor's Report to the Member of BG Netherlands

Opinion

We have audited the financial statements of BG Netherlands (the "Company") for the year ended 31 December 2017, which comprise the Profit and loss account, Statement of comprehensive income, Balance sheet, Statement of changes in equity, and the related notes 1 to 9, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

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

Independent Auditor's Report to the Member of BG Netherlands (continued)

Other information

The other information comprises the information included in the annual report set out on pages 1 to 2, other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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; or
- the Directors were not entitled to take advantage of the small companies exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Independent Auditor's Report to the Member of BG Netherlands (continued)

Responsibilities of Directors

As explained more fully in the Statement of Directors' responsibilities set out on page 1 to 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

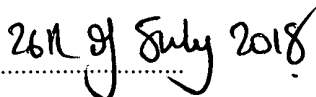
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's member, 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 member those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's member as a body, for our audit work, for this report, or for the opinions we have formed.



.....
Ruth Logan (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
Belfast

Date: 

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Profit and loss account for the year ended 31 December 2017

Continuing operations

	Note	2017 \$ 000	2016 \$ 000
Administrative expenses		(2)	-
Interest receivable and similar income	2	9,341	6,993
Interest payable and similar charges	3	<u>(81)</u>	<u>-</u>
PROFIT BEFORE TAXATION		9,258	6,993
Tax on profit	6	<u>(2,160)</u>	<u>(1,394)</u>
PROFIT FOR THE YEAR		<u>7,098</u>	<u>5,599</u>

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Statement of comprehensive income for the year ended 31 December 2017

	2017	2016
	\$ 000	\$ 000
Profit for the year	7,098	5,599
Items that may be reclassified subsequently to profit or loss		
Foreign currency translation losses	-	(201,204)
Total comprehensive income for the year	<u>7,098</u>	<u>(195,605)</u>

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(Registration number: 05712512)
Balance sheet as at 31 December 2017

	Note	2017 \$ 000	2016 \$ 000
Current assets			
Debtors	7	955,337	946,076
Creditors: Amounts falling due within one year	8	<u>(4,944)</u>	<u>(2,781)</u>
Net assets		<u>950,393</u>	<u>943,295</u>
Equity			
Called up share capital	9	927,384	927,384
Profit and loss account		<u>23,009</u>	<u>15,911</u>
Total equity		<u>950,393</u>	<u>943,295</u>

The accounts on pages 6 to 15 were authorised for issue by the Board of Directors on *23 JULY 2018* .
and signed on its behalf by:


.....

D Gardner
Director

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Statement of changes in equity for the year ended 31 December 2017

	Called up Share Capital \$ 000	Profit and loss account \$ 000	Total \$ 000
Balance as at 01 January 2016	1,199,316	13,067	1,212,383
Shares issued	3,058	-	3,058
Shares cancelled	(76,541)	-	(76,541)
Profit for the year	-	5,599	5,599
Other comprehensive income for the year	(198,449)	(2,755)	(201,204)
Total comprehensive income for the year	(198,449)	2,844	(195,605)
Balance as at 31 December 2016	927,384	15,911	943,295
Balance as at 01 January 2017	927,384	15,911	943,295
Profit for the year	-	7,098	7,098
Total comprehensive income for the year	-	7,098	7,098
Balance as at 31 December 2017	927,384	23,009	950,393

BG Netherlands

Notes to the financial statements for the year ended 31 December 2017

General information

The Company is an unlimited company incorporated in England and Wales.

The address of its registered office is: Shell Centre, London, SE1 7NA, United Kingdom (UK).

1 Accounting policies

Basis of preparation

These accounts have been prepared on the going concern basis and in accordance with applicable law in the United Kingdom and Financial Reporting Standard 101, 'Reduced disclosure framework', using historical cost convention, except for certain items measured at fair value, and in accordance with the Companies Act 2006.

As applied to the Company, there are no material differences between EU endorsed IFRS and IFRS as issued by the International Accounting Standards Board.

The functional currency of the Company was changed from Pound Sterling (£) to US Dollars (\$) in 2017. Accordingly, the reporting currency was changed from £ to \$ in 2017. This is due to a change in the economic environment within which the entity operates.

The accounting policies have been consistently applied. The presentation of the financial statements has changed from IFRS to Companies Act 2006 to align with the rest of the Shell Group.

The following exemptions from the disclosure requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1 'Presentation of financial statements';
 - The following paragraphs of IAS 1, 'Presentation of financial statements':
 - (i) 10(d), (statement of cash flows);
 - (ii) 10(f) (a balance sheet as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
 - (iii) 16 (statement of compliance with all IFRS);
 - (iv) 38A (requirement to present a minimum of two statements for each of the primary financial statements, including cash flow statements and related notes);
 - (v) 38B-D (additional comparative information);
 - (vi) 40A-D (requirements for a third balance sheet);
 - (vii) 111 (cash flow statement information); and

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Notes to the financial statements for the year ended 31 December 2017 (continued)

1 Accounting policies (continued)

(viii) 134-136 (capital management disclosures)

- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 and 18A of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more wholly owned members of a group.

Consolidation

The immediate parent company is BG Gas Netherlands Holdings BV.

The ultimate parent company and controlling party is Royal Dutch Shell plc, which is the parent undertaking of the smallest and largest group to consolidate these accounts.

The consolidated accounts of Royal Dutch Shell plc are available from:

Royal Dutch Shell plc

Tel: +31 888 800 844

email: order@shell.com

Registered office: Shell Centre, London, SE1 7NA

Taxation

Tax is recognised in profit or loss, except tax attributable to an item of income or expense recognised as other comprehensive income, which is also recognised directly in other comprehensive income or directly in equity.

Current tax

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date for tax payable to HM Revenue and Customs, or for group relief to surrender to or to be received from other Group undertakings, and for which payment may be requested.

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Notes to the financial statements for the year ended 31 December 2017 (continued)

1 Accounting policies (continued)

Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in \$, which is also the Company's functional currency.

The functional currency of the Company was changed from £ to \$ in 2017. Accordingly, the reporting currency was changed from £ to \$ in 2017.

(ii) Transaction and balances

Income and expense items denominated in foreign currencies are translated into \$ at the rate ruling on their transaction date.

Monetary assets and liabilities recorded in foreign currencies have been expressed in \$ at the rates of exchange ruling at the year end. Differences on translation are included in the profit and loss account. Non-monetary assets and liabilities denominated in a foreign currency are translated using exchange rates at the date of the transaction. No subsequent translations are made once this has occurred.

Finance income

Interest income for financial instruments measured at amortised cost is recognised in finance income in the income statement and is calculated using the effective interest rate method.

Financial assets

The Company classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and trade and other receivables

Loans and trade and other receivables are initially recognised at fair value based on the amounts exchanged and are subsequently measured at amortised cost using the effective interest rate method, less any provision for impairment.

Financial liabilities

The Company classifies its financial liabilities as amortised cost. The classification depends on the nature of the underlying liabilities, with management determining the classification of financial liabilities at initial recognition.

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Notes to the financial statements for the year ended 31 December 2017 (continued)

1 Accounting policies (continued)

Loans and trade and other creditors

Loans and trade and other creditors are initially recognised at fair value based on amounts exchanged, net of transaction costs, and subsequently at amortised cost. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Netting off policy

Balances with other companies of the Shell Group are stated gross, unless both of the following conditions are met:

- Currently there is a legally enforceable right to set off the recognised amounts; and
- There is intent either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 Interest receivable and similar income

	2017 \$ 000	2016 \$ 000
Interest from Group undertakings:		
Fellow subsidiary undertakings	9,341	6,993
	<u>9,341</u>	<u>6,993</u>

3 Interest payable and similar charges

	2017 \$ 000	2016 \$ 000
Loss on currency translation - Financial items	81	-
	<u>81</u>	<u>-</u>

4 Operating profit

The Company had no employees during 2017 (2016: none).

None of the Directors received any emoluments (2016: none) in respect of their services to the Company.

5 Auditor's remuneration

The Auditor's remuneration in respect of the statutory audit for the year ended 31 December 2017 was \$1,903 (2016: \$3,001).

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Notes to the financial statements for the year ended 31 December 2017 (continued)

5 Auditor's remuneration (continued)

The Auditor's remuneration of \$3,001 for previous year in respect of the statutory audit was borne by the immediate parent company.

Fees paid to the Company's auditor and its associates for non-audit services to the Company itself are not disclosed in the individual accounts of the Company because the Royal Dutch Shell plc consolidated accounts are required to disclose such fees on a consolidated basis.

6 Tax on profit

Tax charge in the profit and loss account

The tax charge for the year of \$2,160 thousands (2016: \$1,394 thousands) is made up as follows:

	2017 \$ 000	2016 \$ 000
Current taxation		
UK corporation tax	2,160	1,394
Total current tax charge	2,160	1,394
Total deferred tax charge	-	-
Tax charge in the profit and loss account	2,160	1,394

Reconciliation of total tax charge

The tax on profit before tax for the year differs from the standard rate of corporation tax in the UK of 19.25% (2016: 20.00%).

The differences are reconciled below:

	2017 \$ 000	2016 \$ 000
Profit before tax	9,258	6,993
Tax on profit calculated at standard rate (2017: 19.25%) (2016: 20.00%)	1,782	1,399
Effects of:		
Currency translation adjustments	362	-
UK corporation tax adjustment to prior years	-	(5)
Expenses not deductible	16	-
Total tax charge	2,160	1,394

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Notes to the financial statements for the year ended 31 December 2017 (continued)

6 Tax on profit (continued)

UK Finance Act (No 2) 2015 which introduced further reductions in the UK corporation tax rate to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020 was enacted on 15 November 2015.

UK Finance Act 2016 which introduced further reductions in the UK corporation tax rate to 17% effective from 1 April 2020 was enacted on 15 September 2016.

7 Debtors

Debtors: amounts due within one year

	2017 \$ 000	2016 \$ 000
Amount owed by Group undertakings:		
Fellow subsidiary undertakings	955,337	946,076
	<u>955,337</u>	<u>946,076</u>

Amounts owed by Group undertakings are payable upon demand bearing interest rate ranging from 0.6238% to 1.3795%.

8 Creditors: amounts falling due within one year

	2017 \$ 000	2016 \$ 000
Tax liability	4,942	2,781
Accrued expenses	2	-
	<u>4,944</u>	<u>2,781</u>

9 Called up share capital

Allotted, called up and fully paid shares

	No.	2017 \$ 000	No.	2016 \$ 000
Issued share capital of £1 each	754,519,321	927,384	754,519,321	927,384

No shares were issued during the year (2016: 2,257,496 ordinary shares of £1 each), no shares were cancelled during the year (2016: 56,501,030 ordinary shares of £1 each cancelled at par), decreasing the number of shares in issue by nil (2016: 54,243,534 ordinary shares of £1 each).