Registered No: 6355485

BROOMCO (4102) LIMITED

DIRECTORS'REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

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COMPANY INFORMATION

Board of Directors

J C Bingham
S D Austin Davies
G N Kataky
P K Vasilev
C M Warnes

Registered office

Asticus Building
21 Palmer Street
London
SW1H 0AD
England

Registered No: 6355485

Company secretary

Sanne Group Secretaries (UK) Limited
Asticus Building
21 Palmer Street
London
SW1H 0AD
England

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2017

The Directors present their report and unaudited financial statements of the Company for the financial year ended 31 December 2017.

DIRECTORS' RESPONSIBILITIES STATEMENT

Directors are required by the Company Law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the income or deficit for that period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"). In preparing these 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;
* 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Company Law. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud, error and non-compliance with law and regulations.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The statement of comprehensive income for the financial year is set out on page 5. The principal activity of the Company was property investment but it did not trade during the financial year.

EVENTS AFTER THE DATE OF THE STATEMENT OF FINANCIAL POSITION

Except the planned liquidation, there were no material events after the statement of financial position date that have any bearing on the understanding of these financial statements.

DIRECTORS' REPORT - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017

DIRECTORS

The names of the persons who are currently or were Directors of the company for the financial year ended 31 December 2017 are set out below. Except where indicated, they served as Directors for the entire year.

J C Bingham	(Appointed 28 February 2017)
J R Lock	(Resigned 28 February 2017)
G N Kataky	(Appointed 28 February 2017)
C M Warnes	(Appointed 28 February 2017)
S D Austin Davies	
P K Vasilev	

SECRETARY

The secretary of the Company at 31 December 2017 is Sanne Group Secretaries (UK) Limited.

CESSATION OF COMPANY'S ACTIVITIES

The directors have prepared the financial statements on a basis other than that of a going concern. This decision has been taken in light of the Company's plans to wind down activities in an orderly manner. The financial statements are prepared on a break-up basis.

The directors have a reasonable expectation that, after making enquiries, and having regard to the financial position and expected cash flows available, the Company will have adequate resources available to meet its obligations as they fall due.

REGISTERED OFFICE

Asticus Building
21 Palmer Street
London
SW1H 0AD
England

ON BEHALF OF THE BOARD

Christopher Warnes
Director
Broomco (4102) Limited
Registered No: 6355485
Date 26/09/2018

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £ (Unaudited)	2016 £ (Audited)
Operating expenses		**(4,230)**	(84,768)
Operating Loss		**(4,230)**	(84,768)
Interest payable and similar charges	6	**(132,605)**	(227,350)
Net loss from ordinary activities before taxation		**(136,835)**	(312,118)
Taxation on loss on ordinary activities	8	**-**	(832)
Total comprehensive loss for the financial year		**(136,835)**	(312,950)

(The notes on pages 7 to 14 form part of these unaudited financial statements)

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2017

	Notes	2017 £ (Unaudited)	2016 £ (Audited)
Current Assets			
Debtors	9	**4,363**	3,530,314
		4,363	3,530,314
Creditors: Amounts falling due within one year			
Creditors	10	**(4,588,522)**	(7,977,638)
		(4,588,522)	(7,977,638)
Net liabilities		**(4,584,159)**	(4,447,324)
Capital and Reserves			
Equity share capital	11	**100**	100
Share premium account	12	**1,099,976**	1,099,976
Profit and loss account	13	**(5,684,235)**	(5,547,400)
Shareholders' deficit		**(4,584,159)**	(4,447,324)

For the year ended 31 December 2017, the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements on pages 5 to 14 were approved and authorised for issue by the Board of Directors on 26/09/2018 and ~~were~~ signed on its behalf by:

Christopher Warnes
Director
Broomco (4102) Limited
Registered No: 6355485

(The notes on pages 7 to 14 form part of these unaudited financial statements)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. General information

Broomco (4102) Limited (the "Company") was incorporated on 29 August 2007 as a private company with limited liability under the Companies Act 2006. The principal activity of the company was property investment but it did not trade during the financial year.

2. Going concern

The directors have prepared the financial statements on a basis other than that of a going concern. This decision has been taken in light of the company's plans to wind down activities in an orderly manner. The financial statements are prepared on a break-up basis. Accordingly, the directors have considered the impact of the cessation of the primary activities on the carrying value of net assets included in the financial statements and are satisfied that these are expected to realise the amounts at which they are stated.

The financial impact of this cessation is not included in the result for the year ending 31st December 2017. There is an element of estimation in some of the figures presented which are subject to finalisation. The directors estimate cessation costs which will be incurred amount to £10,000.

The directors have a reasonable expectation that, after making enquiries, and having regard to the financial position and expected cash flows available, the company will have adequate resources available to meet its obligations as they fall due.

3. Statement of Compliance

The financial statements have been prepared on a break-up basis and in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

4. Principal accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The preparation of financial statements in conformity with FRS 102 requires the use of certain key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date. It also requires the directors to exercise its judgment in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or areas where the assumptions and estimates have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are disclosed in Note 5.

Disclosure exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The company is a qualifying small entity as set out in Paragraph 1A.4 and as a result a small entity is not required to comply with the requirements which relate to presentation and disclosure requirements that are not required of small companies in company law.

Instead a complete set of financial statements of a small entity shall include all of the following:

(a) a statement of financial position as at the reporting date in accordance with paragraph 1A.12;
(b) an income statement for the reporting period in accordance with paragraph 1A.14; and
(c) notes in accordance with paragraphs 1A.16 to 1A.20.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

4. Principal accounting policies (continued)

Income tax

Income tax expense for the year comprises current and deferred tax recognised in the year. Income tax expense is presented in the same component of total comprehensive income (profit and loss account or other comprehensive income) or equity as the transaction or other event that resulted in the income tax expense.

Current or deferred taxation assets and liabilities are not discounted.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or past years. Current tax is measured at the amount of current tax that is expected to be paid using tax rates and laws that have been enacted or substantively enacted by the end of the financial year.

The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. A current tax liability is recognised where appropriate and measured on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax is recognised in respect of timing differences, which are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the end of each year with certain exceptions. Unrelieved tax losses and other deferred tax assets are recognised only when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the end of each year end and that are expected to apply to the reversal of the timing difference.

Foreign currency

(i) Functional and presentation currency

The company's functional and presentation currency is the sterling, denominated by the symbol "£".

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At the end of each year foreign currency monetary items are translated to Sterling using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at exchange rates at the end of the year of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit and loss account within 'interest receivable and similar income' or 'interest payable and similar charges' as appropriate. All other foreign exchange gains and losses are presented in the profit and loss account within 'other operating expenses'.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017

4. Principal accounting policies (continued)

Expenses
The expenses of the company are recognised in the statement of comprehensive income on an accruals basis.

Share capital
Equity shares issued are recognised at the proceeds received and presented as share capital and share premium. Incremental costs directly attributable to the issue of new equity shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Cash and cash equivalents
Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities. Cash and cash equivalents are initially measured at transaction price and subsequently measured at amortised cost.

Bank deposits which have original maturities of more than three months are not cash and cash equivalents and are presented as current asset investments.

Statement of cash flow
A statement of cash flows has not been included in these financial statements as the Company qualifies for exemption as a small company under the terms of FRS 102 Section 7.1B.

Offsetting
Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial instruments
The company has chosen to apply the provisions of Sections 11 and 12 of FRS 102 to account for all of its financial instruments.

(i) Financial assets
Basic financial assets, including trade and other debtors, cash and cash equivalents, short-term deposits and investments in corporate bonds, are initially recognised at transaction price (including transaction costs), unless the arrangement constitutes a financing transaction. Where the arrangement constitutes a financing transaction the resulting financial asset is initially measured at the present value of the future receipts discounted at a market rate of interest for a similar debt instrument.

Trade and other debtors, cash and cash equivalents, investments in corporate bonds and financial assets from arrangements which constitute financing transactions are subsequently measured at amortised cost using the effective interest method.

At the end of each year financial assets measured at amortised cost are assessed for objective evidence of impairment. If there is objective evidence that a financial asset measured at amortised cost is impaired an impairment loss is recognised in profit or loss. The impairment loss is the difference between the financial asset's carrying amount and the present value of the financial asset's estimated cash inflows discounted at the asset's original effective interest rate.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017

4. Principal accounting policies (continued)

Financial instruments (continued)

Financial assets - (continued)

Such financial assets are subsequently measured at fair value and the changes in fair value are recognised in the statement of comprehensive income, except investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are subsequently measured at cost less impairment.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of ownership of the financial asset are transferred to another party or (c) control of the financial asset has been transferred to another party who has the practical ability to unilaterally sell the financial asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans, loans from fellow group companies and preference shares, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction. Where the arrangement constitutes a financing transaction the resulting financial liability is initially measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Trade and other creditors, bank loans, loans from fellow group companies, preference shares and financial liability from arrangements which constitute financing transactions are subsequently carried at amortised cost, using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is treated as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which result in fixed returns to the holder or are mandatorily redeemable on a specific date, are classified as financial liabilities. The dividends on these preference shares are recognised in the statement of comprehensive income within 'interest payable and similar charges'.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as due within one year if payment is due within one year or less. If not, they are presented as falling due after more than one year. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017

5. Critical accounting estimates and judgements in applying accounting policies

Estimates and judgements are continually evaluated and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Other than the below, no critical accounting judgements have been made in the preparation of these financial statements.

Impairment of debtors
The company makes an estimate of the recoverable value of intercompany accounts receivables. When assessing impairment of intercompany accounts receivables, management considers factors including the financial position of the counterparty at year end through the date of approval of the financial statements, the ageing profile of receivable and any planned restructuring that could impact on the ability of the counter party to repay.

6. Interest payable and similar charges

	2017	2016
	£	£
Interest payable on loans wholly repayable within five years	132,605	227,350
	132,605	227,350

7. Net loss from ordinary activities before taxation

	2017	2016
	£	£
Net loss from ordinary activities before taxation is stated after charging:		
Auditors' remuneration	-	3,750
	-	**3,750**

Auditors' remuneration for the prior year was borne by another group Company within the Carbon Developments Group.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

8. Taxation on net profit from ordinary activities

	2017 £	2016 £
Based on results for the year:		
UK corporation tax based on results for the year	-	-
Adjustment in respect of prior years	-	832
UK corporation tax charge for year	-	832

The Company is liable to corporation tax on profits at the standard rate of corporation tax in the United Kingdom. Tax assessed for the period is lower than the standard rate of corporation tax in the UK for the year ended 31 December 2017 of 19.25% (2016: 20%). The differences are explained below:

	2017 £	2016 £
Loss on ordinary activities before tax	(136,835)	(312,118)
Loss on ordinary activities multiplied by the average rate of corporation tax for the year of 19.25% (2016: 20%)	(26,341)	(62,424)
Effects of:		
Disallowed expenses and non taxable income	(143)	170
Tax losses carried forward	26,484	62,254
Adjustment in respect of prior years	-	832
Current tax charge for the year	-	832

The Company has a potential deferred tax asset amounting to £932,859 (2016: £906,375) which relates to unutilised corporation tax losses brought forward. A deferred tax asset has not been recognised in respect of these losses on the basis that the Company does not foresee any profit to which the losses can be utilised against before it is put into liquidation.

9. Debtors

	2017 £	2016 £
Amounts due from parent undertaking		3,335,857
Amounts due from fellow subsidiaries	-	190,608
Value added tax	4,363	3,849
	4,363	3,530,314

All amounts included above fall due within one year.

Amounts due from group undertakings are unsecured, do not bear interest, have no fixed repayment date and are repayable on demand.

There was no provision for impairment of debtors during the year or reversal of write offs.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017

10. Creditors: amounts falling due within one year

	2017	2016
	£	£
Amounts due to parent undertakings	1,853,845	162,376
Amounts due to fellow subsidiary undertakings	-	1,719,567
Amount due to fellow undertaking	2,660,732	5,900,169
Accruals	73,945	194,694
Corporation taxation payable	-	832
	4,588,522	7,977,638

Amounts owed to parent and subsidiary undertaking are unsecured, do not bear interest and have no fixed repayment date and are repayable on demand. The amount owed to fellow undertaking bears interest and is calculated using the rate of 12 month LIBOR plus a margin of 3% per annum on an open-ended term.

11. Share capital and reserves

	2017	2016
	£	£
Authorised		
76 'A' ordinary shares of £1 each	76	76
24 'B' ordinary shares of £1 each	24	24
	100	100
Allotted, called up and fully paid		
76 'A' ordinary shares of £1 each	76	76
24 'B' ordinary shares of £1 each	24	24
	100	100

12. Share premium account

	2017	2016
	£	£
Premium arising on issue of 'B' ordinary shares	**1,099,976**	1,099,976

The 24 'B' ordinary shares as disclosed in note 11 were issued at a total premium of £1,099,976.

13. Profit and loss account

	2017	2016
	£	£
Opening balance	(5,547,400)	(5,234,450)
Loss for the financial year	(136,835)	(312,950)
Closing Balance	**(5,684,235)**	(5,547,400)

Profit and loss account represents accumulated comprehensive income and loss for the year and prior years plus related tax credits less dividends paid.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

14. Reconciliation of movement in shareholders' deficit

	2017	2016
	£	£
Opening shareholder's deficit	(4,447,324)	(4,134,374)
Total comprehensive loss for the year	(136,835)	(312,950)
Closing shareholder's deficit	**(4,584,160)**	(4,447,324)

15. Directors' remuneration

	2017	2016
Emoluments	£	£
- for services as Directors	-	-
- for other services	-	-
	-	-

16. Financial instruments by category

	2017	2016
	£	£
Loans and receivables		
Debtors	4,363	3,530,314
	4,363	3,530,314
Other financial liabilities at amortised cost		
Creditors	(4,588,522)	(7,977,638)
	(4,588,522)	(7,977,638)

17. Related party transactions

The administration fees paid to Sanne Group Secretaries (UK) Limited ("Sanne") during the year totalled £5,383 (2016: £23,070), of which £nil (2016: £nil) remained outstanding at year end. J C Bingham and C M Warnes are employees of Sanne and also Directors of the company and of associated companies of Sanne and they hold a financial interest in Sanne Group PLC, an entity listed on the London Stock Exchange, which is the ultimate beneficial owner of Sanne.

18. Immediate and ultimate parent Company and controlling party

The immediate parent Company is Carbon Developments Limited, a Company incorporated in Ireland. The Directors regard Carbon Holdings Sárl (Luxembourg), a Company incorporated in Luxembourg, as the ultimate parent Company and controlling party.

19. Events after the date of the statement of financial position

Except the planned liquidation, there were no material events after the statement of financial position date that have any bearing on the understanding of these financial statements.