

**WSE Hullavington Holdings Limited
(Formerly Lightsource SPV 43 Limited)**

Directors' report and financial statements

For the period ended 30 June 2015



WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Contents

	Page
Company information	1
Directors' report	2 - 3
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 12

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Company Information

Director	S M Grant (appointed 21 July 2015) G La Loggia (appointed 14 August 2015)
Company secretary	K Ward
Registered number	07957075
Registered office	6th Floor 33 Holborn London EC1N 2HT
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
Bankers	Barclays 1 Churchill Place Leicester LE87 2BB
Solicitors	Burges Salmon LLP 6 New Street Square London EC4A 3BF

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Directors' report

For the period ended 30 June 2015

The directors present their report and the audited financial statements of the company for the period ended 30 June 2015.

Change of company name

The company changed its name from Lightsource SPV 43 Limited to WSE Hullavington Holdings Limited with effect from 14 August 2015.

Principal activities

The company is the parent of a group of companies of which the principal activities are that of construction and operation of solar plants and the generation of solar power.

Going concern

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for twelve months from the date of approving these financial statements, which indicate the business can continue to trade for at least twelve months.

Director

The director who served during the period and up to the date of signing the financial statements was:

S M Grant (appointed 21 July 2015)
G La Loggia (appointed 14 August 2015)
J A Lee (resigned 28 March 2014)
M Turner (resigned 21 July 2015)
I D Hardie (resigned 21 July 2015)
T Arthur (appointed 9 July 2015, resigned 21 July 2015)
J C N Digges (appointed 21 July 2015, resigned 14 August 2015)

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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

**Directors' report
For the period ended 30 June 2015**

Statement of disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Small companies' exemption

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006.

Prior year restatement

2014 tangible assets have been restated to include an amount of £11,117 which was previously charged to the profit and loss account.

This report was approved by the board on 18 March 2016 and signed on its behalf.



S M Grant
Director

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Independent auditors' report to the members of WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Report on the financial statements

Our opinion

In our opinion, WSE Hullavington Holdings Limited's (Formerly Lightsource SPV 43 Limited) financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 June 2015 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Directors' report and financial statements (the "Annual Report"), comprise:

- the Balance sheet as at 30 June 2015;
- the Profit and loss account for the period 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 the Financial Reporting Standard for Smaller Entities (Effective January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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.

Opinions on matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial period 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 have not been made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies' regime; take advantage of the small companies' exemption in preparing the Directors' report; and take advantage of the small companies' exemption from preparing a Strategic report. We have no exceptions to report arising from this responsibility.

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Independent auditors' report to the members of WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on page 2, 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

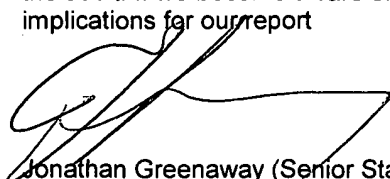
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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



Jonathan Greenaway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne

18 March 2016

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

**Profit and loss account
For the period ended 30 June 2015**

		Period ended 30 June 2015 £	As restated Year ended 28 February 2014 £
	Note		
Cost of sales		(25)	-
Gross loss		(25)	-
Administrative expenses		(77,457)	-
Operating loss	2	(77,482)	-
Interest payable and similar charges		(612,653)	-
Loss on ordinary activities before taxation		(690,135)	-
Tax on loss on ordinary activities	3	-	-
Loss for the financial period/year	9	(690,135)	-

All amounts above relate to continuing operations.

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There are no material differences between the loss on ordinary activities before taxation and the loss for the financial period/year stated above and their historical cost equivalents.

The notes on pages 8 to 12 form part of these financial statements.

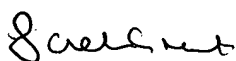
WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)
Registered number: 07957075

Balance sheet
As at 30 June 2015

			30 June 2015 £	As restated 28 February 2014 £
	Note	£	£	£
Fixed assets				
Tangible assets	4		-	11,117
Investments	5		<u>1,475,121</u>	<u>-</u>
			1,475,121	11,117
Current assets				
Debtors	6	5,884,817	-	-
Cash at bank and in hand		<u>335,594</u>	-	-
		6,220,411	-	-
Creditors: amounts falling due within one year	7	<u>(8,385,667)</u>	<u>(11,117)</u>	
Net current liabilities			(2,165,256)	(11,117)
Total assets less current liabilities			<u>(690,135)</u>	<u>-</u>
Capital and reserves				
Called up share capital	8		-	-
Profit and loss account	9		<u>(690,135)</u>	<u>-</u>
Total shareholders' deficit	10		<u>(690,135)</u>	<u>-</u>

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 18 March 2016



S M Grant
Director

The notes on pages 8 to 12 form part of these financial statements.

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Notes to the financial statements For the period ended 30 June 2015

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015) and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

1.2 Consolidation

The company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.3 Going concern

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for twelve months from the date of approving these financial statements, which indicate the business can continue to trade for at least twelve months.

1.4 Tangible assets and depreciation

Plant and machinery represents the cost of construction of solar plants: solar panels, civil/structural and electrical costs, grid connection, cabling, planning, professional fees and transformers are capitalised and depreciated at 4% per annum on a straight line basis. Cost of inverters are being depreciated at 10% per annum on a straight line basis.

Tangible assets are stated at historical cost less accumulated depreciation. Depreciation is provided at rates calculated to write off the cost of tangible assets, less their estimated residual values, over their expected useful lives on the following basis:

Plant and machinery	-	4% and 10% straight line
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1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.6 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

Notes to the financial statements For the period ended 30 June 2015

1. Accounting policies (continued)

1.7 Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducing all of its financial liabilities.

Where the contractual obligations of the financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

1.8 Debtors

Debtors are stated after all known bad debts have been written off and specific provision has been made against all debts considered doubtful of collection.

1.9 Prior year restatement

2014 tangible assets have been restated to include an amount of £11,117 which was previously charged to the profit and loss account.

2. Operating loss

The operating loss is stated after charging:

	Period ended 30 June 2015 £	Year ended 28 February 2014 £
Auditors' remuneration	465	100
Auditors' remuneration - accounts preparation	415	-
Auditors' remuneration - taxation compliance services	465	-
	<hr/>	<hr/>

During the period/year, no director received any emoluments (2014 - £nil).

3. Tax on loss on ordinary activities

	Period ended 30 June 2015 £	Year ended 28 February 2014 £
UK corporation tax charge on loss for the period/year	-	-
	<hr/>	<hr/>

The company has no tax liability for the period and there are tax losses of approximately £72,348 (2014 - £nil) available to carry forward. The company has not recognised a deferred tax asset in respect of losses available to carry forward due to there being insufficient certainty regarding its recovery.

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

**Notes to the financial statements
For the period ended 30 June 2015**

4. Tangible assets

	Plant and machinery £
Cost	
At 1 March 2014 (as previously stated)	-
Prior year adjustment	11,117
	<hr/>
At 1 March 2014 (as restated)	11,117
Disposals	(11,117)
	<hr/>
At 30 June 2015	-
	<hr/>
Accumulated depreciation	
At 1 March 2014 and 30 June 2015	-
	<hr/>
Net book value	
At 30 June 2015	-
	<hr/>
At 28 February 2014 (as restated)	11,117
	<hr/>

2014 tangible assets have been restated to include an amount of £11,117 which was previously charged to the profit and loss account.

5. Investments

	Investments in subsidiary company £
Cost	
At 1 March 2014	-
Additions	1,475,121
	<hr/>
At 30 June 2015	1,475,121
	<hr/>
Net book value	
At 30 June 2015	1,475,121
	<hr/>
At 28 February 2014	-
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Subsidiary undertakings

On 5 June 2014 the company acquired 100% of the ordinary share capital of WSE Hullavington Limited, a company registered in England and Wales.

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

**Notes to the financial statements
For the period ended 30 June 2015**

6. Debtors

	30 June 2015 £	28 February 2014 £
Amounts owed by group undertakings	5,851,662	-
Vat recoverable	155	-
Prepayments and accrued income	33,000	-
	<u>5,884,817</u>	<u>-</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

**7. Creditors:
Amounts falling due within one year**

	30 June 2015 £	28 February 2014 £
Trade creditors	-	11,117
Accruals and deferred income	875	-
Other creditors including taxation and social security	8,384,792	-
	<u>8,385,667</u>	<u>11,117</u>

Included within other creditors are secured loans with period end balances totalling £8,202,379 (2014 - £nil). The loans bear interest at 10% and 7% (2014 - nil%), and are repayable within one year.

8. Called up share capital

	30 June 2015 £	28 February 2014 £
Allotted and fully paid		
1 (2014 - 1) Ordinary share of £0.10	<u>-</u>	<u>-</u>

9. Profit and loss account

	£
Loss for the financial period	(690,135)
At 30 June 2015	<u>(690,135)</u>

WSE Hullavington Holdings Limited (Formerly Lightsource SPV 43 Limited)

**Notes to the financial statements
For the period ended 30 June 2015**

10. Reconciliation of movements in shareholders' deficit

	30 June 2015 £	As restated 28 February 2014 £
Opening shareholders' funds	-	-
Loss for the financial period/year	(690,135)	-
Closing shareholders' deficit	(690,135)	-

11. Related party transactions

During the period ended 30 June 2015, the company was charged £104,738 (2014 - £11,117) and £1,389,864 (2014 - £nil) in respect of management fees and rechargeable expenses respectively by Lightsource Renewable Energy Limited, a related party due to its significant influence over the entity. At the period end an amount of £nil (2014 - £11,117) was outstanding, which is included within creditors.

During the period, the company met expenditure of £4,623,715 (2014 - £nil) and received revenue of £382,478 (2014 - £nil) on behalf of its wholly owned subsidiary, WSE Hullavington Limited. At the period ended 30 June 2015 an amount of £5,851,662 (2014 - £nil) was outstanding which is included within amounts owed by group undertakings.

During the period the company received a loan from Fern Trading Limited. The company was charged £66,000 (2014 - £nil) and £9,210 (2014 - £nil) in respect of arrangement fees and commitment fees. The company was also charged interest of £612,220 (2014 - £nil). At the period ended 30 June 2015 a total of £8,202,379 (2014 - £nil) was outstanding which is included within creditors.

12. Ultimate parent undertaking and controlling party

At the period end the ultimate parent and ultimate controlling party was Elios Renewable Energy Limited (formerly Lightsource Renewable Energy Limited).

Subsequent to the period end, the group was acquired by the Fern Trading Limited group of companies. The immediate parent undertaking is Viners Energy Limited. The ultimate parent undertaking and controlling party is Fern Trading Limited, a company incorporated in England and Wales.