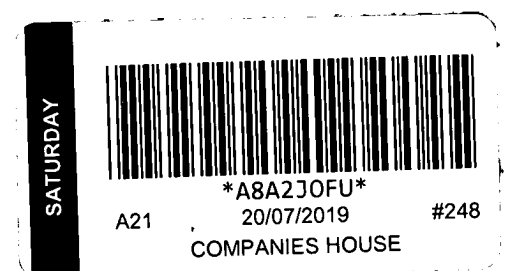


Company Registration No. 08708126 (England and Wales)

CEG TECHNOLOGY UK LIMITED

**FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2018**

PAGES FOR FILING WITH REGISTRAR



CEG TECHNOLOGY UK LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

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 elected to prepare 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.

CEG TECHNOLOGY UK LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2018**

	Notes	2018 £	£	2017 £	£
Fixed assets					
Intangible assets	3	3,405,714		2,143,087	
Tangible assets	4	52,684		89,133	
		<u>3,458,398</u>		<u>2,232,220</u>	
Current assets					
Stocks		154,725		-	
Debtors	5	3,852,532		7,222,409	
Cash at bank and in hand		45,049		297,253	
		<u>4,052,306</u>		<u>7,519,662</u>	
Creditors: amounts falling due within one year	6	<u>(8,782,110)</u>		<u>(10,081,528)</u>	
Net current liabilities		<u>(4,729,804)</u>		<u>(2,561,866)</u>	
Total assets less current liabilities		<u>(1,271,406)</u>		<u>(329,646)</u>	
Capital and reserves					
Called up share capital	8	102		102	
Share premium account		149,998		149,998	
Profit and loss reserves		<u>(1,421,506)</u>		<u>(479,746)</u>	
Total equity		<u>(1,271,406)</u>		<u>(329,646)</u>	

The directors of the company have elected not to include a copy of the income statement within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 21 May 2019 and are signed on its behalf by:



S Ho
Director

CEG TECHNOLOGY UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

Company information

CEG Technology UK Limited is a private company limited by shares and is registered and incorporated in England. The registered office is Rivermead House, 7 Lewis Court, Grove Park, Leicester, Leicestershire, LE19 1SD.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime and under the historical cost convention. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Going concern

The use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast a significant doubt about the ability of the company to continue as a going concern.

The directors have continued to prepare the financial statements on a going concern basis as the company has the continued financial support of parent undertakings, Clean Electricity Generation B.V. and Momentum Capital B.V. for the foreseeable future and to fund, or procure funding for, the completion of the development project through to it being cash generative.

Intangible fixed assets other than goodwill

The company capitalises development expenditure as an intangible asset when it is able to demonstrate all of the following:

- a) The technical feasibility of completing the development so the intangible asset will be available for use or sale.
- b) The intention to complete the development and to use or sell the intangible asset.
- c) The ability to use or sell the intangible asset.
- d) How the intangible asset will generate probable future economic benefits.
- e) The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- f) The ability to measure reliably the expenditure attributable to the intangible asset during its development.

Capitalised development expenditure is initially recognised at cost and subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised so as to write off the cost of each asset less their residual values over their expected useful lives on a straight line basis, as follows:

Torrefaction development	20 years
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CEG TECHNOLOGY UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies (Continued)

For the ongoing projects which are still being developed the period which the costs are to be amortised over has not yet been determined by the directors. The directors will carry out a full impairment review at the end of each accounting period to ascertain whether there is any indication that the circumstances which have justified the deferral of the expenditure no longer apply, or are considered doubtful. The expenditure which is considered to be irrecoverable are recognised as impairment losses and recognised in profit or loss.

All research expenditure and other development expenditure that does not meet the above conditions is expensed as incurred.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of each asset less their residual values over their expected useful lives on a straight line basis, as follows:

Plant and machinery	4 years
Fixtures, fittings and equipment	3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to the statement of income.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Shortfalls between the carrying value of fixed assets and their recoverable amounts, being the higher of fair value less costs to sell and value-in-use, are recognised as impairment losses. Impairment losses are recognised in profit or loss.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Reversals of impairment losses are recognised in profit or loss. On reversal of an impairment loss, the depreciation or amortisation is adjusted to allocate the asset's revised carrying amount (less any residual value) over its remaining useful life.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the statement of income. Reversals of impairment losses are also recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less.

CEG TECHNOLOGY UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies (Continued)

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial assets and liabilities are recognised when the company becomes party to the contractual provisions of the instrument and are offset only when the company currently has a legally 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.

Basic financial assets

Basic financial assets, which include trade and other debtors, amounts owed by group undertakings and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities

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 company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors and amounts due to group undertakings that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to the statement of income, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

CEG TECHNOLOGY UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies (Continued)

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

For defined contribution schemes the amount charged to the statement of income is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to statement of income, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 6 (2017 - 18).

CEG TECHNOLOGY UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

3 Intangible fixed assets

	Torrefaction Development	Dust Burner Development	Total
	£	£	£
Cost			
At 1 January 2018	1,716,996	426,091	2,143,087
Additions - separately acquired	1,106,286	226,923	1,333,209
At 31 December 2018	2,823,282	653,014	3,476,296
Amortisation and impairment			
Amortisation charged for the year	70,582	-	70,582
At 31 December 2018	70,582	-	70,582
Carrying amount			
At 31 December 2018	2,752,700	653,014	3,405,714
At 31 December 2017	1,716,996	426,091	2,143,087

The costs that have been capitalised are in respect of the development of the proprietary torrefaction technology and related projects. In the opinion of the directors the expenditure for the dust burner development should be deferred and written off against future income generated from this intellectual property. As this project is currently in progress and not complete, no amortisation has been charged with respect to dust burner development. The directors are of the opinion that there are no current indications that the costs incurred to date are not fully recoverable.

4 Tangible fixed assets

	Plant and machinery	Fixtures, fittings and equipment	Total
	£	£	£
Cost			
At 1 January 2018 and 31 December 2018	199,282	9,014	208,296
Depreciation and impairment			
At 1 January 2018	110,519	8,644	119,163
Depreciation charged in the year	36,079	370	36,449
At 31 December 2018	146,598	9,014	155,612
Carrying amount			
At 31 December 2018	52,684	-	52,684
At 31 December 2017	88,763	370	89,133

CEG TECHNOLOGY UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

5 Debtors

	2018 £	2017 £
Amounts falling due within one year:		
Trade debtors	-	4,325
Corporation tax recoverable	609,838	607,074
Amounts owed by group undertakings	3,060,035	6,036,102
Other debtors	433	86,908
	<u>3,670,306</u>	<u>6,734,409</u>
Amounts falling due after more than one year:		
Deferred tax asset	<u>182,226</u>	<u>488,000</u>
Total debtors	<u>3,852,532</u>	<u>7,222,409</u>

6 Creditors: amounts falling due within one year

	2018 £	2017 £
Trade creditors	92,165	181,926
Amounts due to group undertakings	8,605,846	9,467,043
Other taxation and social security	7,529	4,556
Other creditors	76,570	428,003
	<u>8,782,110</u>	<u>10,081,528</u>

Security in the form of a fixed charge over the intangible fixed assets of the company has been given in respect of other creditors of £nil (2017: £402,309).

7 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Assets 2018 £	Assets 2017 £
Balances:		
Tax losses	<u>182,226</u>	<u>488,000</u>

CEG TECHNOLOGY UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

7 Deferred taxation (Continued)

	2018 £
Movements in the year:	
Liability/(Asset) at 1 January 2018	(488,000)
Charge to profit or loss	305,774
	<u> </u>
Liability/(Asset) at 31 December 2018	(182,226)
	<u> </u>

8 Called up share capital

	2018 £	2017 £
Ordinary share capital Issued and fully paid		
102 Ordinary shares of £1 each	102	102
	<u> </u>	<u> </u>
	102	102
	<u> </u>	<u> </u>

9 Parent company

The immediate parent undertaking is Clean Electricity Generation Holding UK Limited.

The ultimate parent undertaking continues to be Momentum Technology Holding B.V. a company incorporated in the Netherlands. The ultimate controlling party is M van Rheenen by virtue of his holding in Momentum Technology Holding B.V.

The smallest group in which the results of this company are consolidated is that headed by Clean Electricity Generation B.V. Copies of these financial statements are available from the registered office, Cruquiusweg 111R, NL-1019 AG Amsterdam, The Netherlands.

10 Audit report information

As the income statement has been omitted from the filing copy of the financial statements the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Charles Fray ACA.

The auditor was RSM UK Audit LLP.