

Registered number
8796181

Gwynt Y Mor OFTO Intermediate Limited

Annual Report and Financial Statements

For the year ended 31 March 2019



Gwynt Y Mor OFTO Intermediate Limited
Annual Report and financial statements
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Gwynt Y Mor OFTO Intermediate Limited
Company Information

Directors

Rebecca Collins
Brian Roland Walker
Simon Rooke
Nathan John Wakefield

Company Secretary

Rosamond Holden

Auditor

KPMG LLP
15 Canada Square
London
E14 5GL

Banker

Deutsche Bank AG London
Winchester House
1 Great Winchester Street
London
EC2N 2DB

Registered office

6th Floor
350 Euston Road
London
United Kingdom
NW1 3AX

Registered number

8796181

Gwynt Y Mor OFTO Intermediate Limited Strategic Report

The Directors, in preparing this strategic report, have complied with s414C of the Companies Act 2006.

Principal activity

Gwynt Y Mor OFTO Intermediate Limited ("the Company") is a financing company whose sole purpose is investing in Gwynt Y Mor OFTO Plc by means of secured subordinated loan stock. The Company and Gwynt Y Mor OFTO Plc are wholly-owned subsidiaries of Gwynt Y Mor OFTO Holdings Limited which together form the Gwynt Y Mor OFTO Group ("Gwynt Y Mor Group").

On 11 February 2015 Gwynt Y Mor OFTO Plc was granted an Offshore Electricity Transmission Licence ("the licence") under the Electricity Act 1989 by the Gas and Electricity Markets Authority ("Ofgem"). Its principal activity is to provide an electricity transmission service to National Grid Electricity Transmission Plc ("NGET") - the electricity transmission system operator for Great Britain. It owns and operates a transmission system for a period of 20 years that electrically connects an offshore wind farm generator at Bodelwyddan in Denbighshire, North Wales to the onshore transmission system operated by NGET.

The secured loan stock was issued by the Company to the shareholders of Gwynt Y Mor OFTO Holdings Limited in equal amounts on the 17 February 2015. The proceeds received were, on identical terms and conditions invested in secured subordinated loan stock issued by Gwynt Y Mor OFTO Plc, also on the 17 February 2015.

No change in the Gwynt Y Mor Group's activities is anticipated.

The audited financial statements for the year ended 31 March 2019 are set out on pages 8 to 14.

Review of the Business

The results for the year are set out on page 8. The profit for the period after taxation amounted to £nil (2018: £nil). The net assets for the year are £nil (2018: £nil).

Key Performance Indicators

As part of their stewardship of the project the directors regularly consider Board reports related to the performance of the company and the information and KPIs contained therein. These include, amongst other things, variance against budget in the financial statements, forward cash flow forecasting and other qualitative and quantitative indicators of performance that, as a whole, provide the basis for the management of the Company.

The key performance indicators for the Company are:

Cash flow

As at 31 March 2019, the net cash flow was in line with forecast.

For the year ended 31 March 2019, the net cash inflow before financing was £nil (2018: £nil)

Financial performance

The Directors have modelled the anticipated financial outcome of the concession across its full term. The Directors monitor actual performance against this anticipated performance. As at 31 March 2019 the Company's performance against this measure was satisfactory and in line with modelled expectations.

Principal risks and uncertainties

The Directors do not believe that the Company is exposed to any significant Financial Risk. The Company's principal activity is as an investment company. The Company's asset is a loan to Gwynt Y Mor OFTO Plc and the Directors believe that Gwynt Y Mor OFTO Plc will have sufficient cash flows to repay the interest and principal on the Company's investment. In turn Gwynt Y Mor OFTO Plc derives income from its client, NGET. This is deemed as low risk as it is a quasi governmental organisation.

Brexit

The Directors have considered the potential consequences to the Company of the United Kingdom leaving the European Union and, as at the date of signing this report, do not anticipate that this will have a significant impact on the Company. This is primarily because the Company's contractual agreements, including those which cover its financing, are unlikely to be affected.

This report was approved by the board on 27 July 2019 and signed by its order.



Brian Roland Walker
Director

Gwynt Y Mor OFTO Intermediate Limited
Registered number: 8796181
Directors' Report

The Directors present their Annual Report together with the audited financial statements for the year ended 31 March 2019.

The following information has been disclosed in the Strategic Report:

- Principal activities and business review
- Indication of likely future developments in the business
- Principal risks and uncertainties.

Returns and dividends

The audited financial statements for the year ended 31 March 2019 are set out on pages 8 to 14. The Company's profit for the year after tax amounted to £nil (2018 : £nil). The Company has no distributable reserves and therefore the Directors do not propose to pay a dividend in respect of the year ended 31 March 2019 (2018 : £nil). The Directors expect the Company to continue its operations for the foreseeable future.

Going concern

The assessment of going concern is linked to that of the Gwynt y Mor Group, as its ability is dependent upon the financial performance of Gwynt Y Môr OFTO Plc.

The Gwynt Y Môr Group has substantial financial resources to cover its obligations to NGET, having arranged senior debt facilities and subordinated debt funding having been received from its shareholders at the start of the contract.

Accordingly, after making enquiries with the Gwynt Y Môr Group, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in note 1 of the statement of accounting policies in the financial statements.

Share Capital

The issued share capital of the Company at 31 March 2019 was £1 (2018 : £1) consisting of 1 (2018 : 1) ordinary share of £1.

Directors

The Directors serving throughout the year and subsequently (unless otherwise indicated) were:

Rebecca Collins
Brian Roland Walker
Simon Rooke
Nathan John Wakefield

No Director had any interest in the issued share capital of the Company or other Group Companies at 31 March 2019.

Gwynt Y Mor OFTO Intermediate Limited
Registered number: 8796181
Directors' Report

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its Directors which remain in force at the date of this report.

Company Information

Gwynt Y Mor OFTO Intermediate Limited is incorporated in Great Britain, registered in England and Wales and domiciled in the United Kingdom.

Company Secretary and Registered Office

The Company Secretary is Rosamond Holden. The registered address is 6th Floor, 350 Euston Road, London NW1 3AX.

Provision of Information to the Auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

(i) so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and

(ii) the Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on ~~29~~ July 2019 and signed by its order.



Brian Roland Walker
Director

Gwynt Y Mor OFTQ Intermediate Limited
Registered number: 8796181
Director's Responsibilities Statement

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and Directors' Report that complies with that law and those regulations.

**Independent auditor's report
to the members of Gwynt Y Mor OFTO Intermediate Limited**

Opinion

We have audited the financial statements of Gwynt Y Mor Intermediate Limited ("the company") for the year ended 31 March 2019 which comprise the Income statement, the Statement of Financial Position, the Statement of Changes in Equity, and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Independent auditor's report
to the members of Gwynt Y Mor OFTO Intermediate Limited**

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, 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 members those matters we are required to state to them in an auditor's 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 members, as a body, for our audit work, for this report, or for the opinions we have formed.



**Tom Eve (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

15 Canada Square

London, E14 5GL

29 July 2019

Gwynt Y Mor OFTO Intermediate Limited
Income Statement
for the year ended 31 March 2019

	Notes	2019 £'000s	2018 £'000s
Revenue		-	-
Other operating expenses		-	-
Operating profit		<u>-</u>	<u>-</u>
Financial income	4	5,952	5,468
Financial expenses	4	(5,952)	(5,468)
Profit before taxation		<u>-</u>	<u>-</u>
Taxation	5	-	-
Profit for the year		<u><u>-</u></u>	<u><u>-</u></u>

The notes on pages 11 to 14 form part of these financial statements.

The results reported above relate to continuing operations in the United Kingdom.

Gwynt Y Mor OFTO Intermediate Limited
Statement of Financial Position
as at 31 March 2019

	Notes	2019 £'000s	2018 £'000s
Non-current assets			
Receivables: due after more than one year	6	45,592	45,592
Total non-current assets		<u>45,592</u>	<u>45,592</u>
Current assets			
Receivables: due within one year	7	19,945	15,493
Cash and cash equivalents		-	-
Total Current Assets		<u>19,945</u>	<u>15,493</u>
Total Assets		<u>65,537</u>	<u>61,085</u>
Current Liabilities			
Trade and other payables	8	(19,945)	(15,493)
Total current liabilities		<u>(19,945)</u>	<u>(15,493)</u>
Net current assets		<u>-</u>	<u>-</u>
Non-current liabilities			
Borrowings	9	(45,592)	(45,592)
Total non-current liabilities		<u>(45,592)</u>	<u>(45,592)</u>
Total Liabilities		<u>(65,537)</u>	<u>(61,085)</u>
Net assets		<u>-</u>	<u>-</u>
Equity			
Called up share capital	10	-	-
Retained earnings		-	-
Shareholders' Funds		<u>-</u>	<u>-</u>

These financial statements for Gwynt Y Mor OFTO Intermediate Limited, company registration number 8796181, were approved by the Board of Directors on 29 July 2019 and signed on its behalf by:



Brian Roland Walker
Director

Approved by the board on 29 July 2019

Gwynt Y Mor OFTO Intermediate Limited
Statement of Changes in Equity
as at 31 March 2019

	Called up Share Capital	Profit and loss	Total
COMPANY	£'000s	£'000s	£'000s
At 1 April 2017	-	-	-
Issue of ordinary shares	-	-	-
Total comprehensive loss	-	-	-
At 31 March 2018	-	-	-
At 1 April 2018	-	-	-
Issue of ordinary shares	-	-	-
Total comprehensive loss	-	-	-
At 31 March 2019	-	-	-

Gwynt Y Mor OFTO Intermediate Limited
Notes to the Financial Statements
for the year ended 31 March 2019

1 Accounting policies

Gwynt Y Mor OFTO Intermediate Limited (the "Company") is a company incorporated in Great Britain, registered in England and Wales and domiciled in the United Kingdom. The registered number is 8796181, and the registered address is 6th Floor, 350 Euston Road, London, NW1 3AX.

a) Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's parent undertaking, Gwynt Y Mor OFTO Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Gwynt Y Mor Holdings Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the address in note 11.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries ;
- Disclosures in respect of capital management; and
- The effects of new but not yet effective IFRSs.

As the consolidated financial statements of Gwynt Y Mor OFTO Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The financial statements are prepared on the historical cost basis.

b) Going Concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report and Directors' Report on pages 2 to 4.

After making enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Company to continue as a going concern or its ability to continue with the current financial arrangements.

Despite the Company recording a £nil profit in the year, the Company's projections show that the Company expects to be able to continue to operate for the foreseeable future. The structure of the company results in matching finance income and expenses.

c) Finance costs

Finance costs are expensed during the operational phase of the contract. The finance costs on the debt are recognised at a constant rate in accordance with the value of the debt.

d) Change in accounting policies

The Company has adopted the following IFRSs in these financial statements:

IFRS 9: Financial Instruments - see Note 13

IFRS 15: Revenue from Contracts with Customers - see Note 13

This is the first set of the Company's financial statements in which IFRS 9 and IFRS 15 have been applied. Changes to significant accounting policies are described in Note 13.

Gwynt Y Mor OFTO Intermediate Limited
Notes to the Financial Statements
for the year ended 31 March 2019

2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Financial Statements requires management to make accounting judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities and the reported amount of revenue and expenses during the reporting period. Actual results could differ from these estimates.

Assumptions and estimates are reviewed on a on-going basis and any revisions to them are recognised in the period the revision occurs.

The Directors have considered the Income Statement, the Statement of Financial Position and the Company's accounting policies and do not consider there to be any critical accounting judgements or key sources of estimate uncertainty.

3 Auditor's remuneration and remuneration of Directors and employees

Fees payable to KPMG LLP and their associates for the audit of the Company's annual accounts were £500 (2018 : £500) and were borne by Gwynt y Mor OFTO Plc.

The Directors are employees of the shareholders and received no material remuneration for their services towards the management of this Company in the current or prior year. Directors' fees of £nil (2018 : £nil) were paid by the Company. The Company had no employees in the current or preceding year. All costs of the Directors and other staff are borne by the shareholders who second their employees to Gwynt Y Mor OFTO Plc.

4 Financial income and expenses	2019 £'000s	2018 £'000s
Interest receivable on secured subordinated loan stock	5,952	5,468
Interest payable on secured subordinated loan stock	<u>(5,952)</u>	<u>(5,468)</u>
	<u>-</u>	<u>-</u>

5 Taxation

The taxation charge for the year is £nil (2018 : £nil).

6 Receivables: due after more than one year	2019 £'000s	2018 £'000s
Secured subordinated loan stock in fellow subsidiary undertaking	45,592	45,592
	<u>45,592</u>	<u>45,592</u>

The loan stock bears interest at a rate of 9.6% and is repayable in instalments during 2034 and 2035.

7 Receivables: due within one year	2019 £'000s	2018 £'000s
Accrued interest on subordinated loan stock	19,945	15,493
	<u>19,945</u>	<u>15,493</u>

8 Trade and other payables	2019 £'000s	2018 £'000s
Accrued interest on subordinated loan stock	(19,945)	(15,493)
	<u>(19,945)</u>	<u>(15,493)</u>

Gwynt Y Mor OFTO Intermediate Limited
Notes to the Financial Statements (continued)
for the year ended 31 March 2019

9 Borrowings	2019 £'000s	2018 £'000s
Loan stock (repayable after more than five years)	(45,592)	(45,592)
	<u>(45,592)</u>	<u>(45,592)</u>

The secured subordinated loan stock is issued by the Company to the shareholders in proportion to their equity share holdings in Gwynt Y Môr OFTO Holdings Limited. The loan stock bears interest at a rate of 9.6% and is repayable in instalments during 2034 and 2035.

10 Called Up Share Capital	2019 £	2018 £
Authorised, called up and fully paid:		
1 ordinary share of £1	1	1
	<u>1</u>	<u>1</u>

The Company has one class of ordinary shares which carries no right to fixed income.

11 Ultimate parent company and controlling party

The Company is a wholly-owned subsidiary of Gwynt Y Mor OFTO Holdings Limited which is incorporated in Great Britain and registered in England and Wales. The only Group in which the results of Gwynt Y Mor OFTO Intermediate Limited are consolidated is Gwynt y Mor OFTO Holdings Limited, copies of whose financial statements are available from its registered office; 6th Floor, 350 Euston Road, London, NW1 3AX.

The Company's ultimate parent companies and controlling parties are Balfour Beatty plc and Equitix Fund II LP which are incorporated in The United Kingdom and registered in England and Wales. Copies of the financial statements for Balfour Beatty Plc are available from the registered address; 5 Churchill Place, Canary Wharf, London, United Kingdom, E14 5HU. Copies of the financial statements for Equitix Fund II LP are available from the registered address; Welken House, 10-11 Charterhouse Square, London, United Kingdom, EC1M 6EH.

12 Related party transactions

	Balfour Beatty OFTO Holdings Limited	Equitix Transmission 2 Limited	Total
Shareholding %	60%	40%	100%
Subordinated debt balance as 31 March 2019	27,355	18,237	45,592
Accrued interest	11,967	7,978	19,945
Interest charge for year	(3,571)	(2,381)	(5,952)

Balfour Beatty OFTO Holdings Limited and Equitix Transmission 2 Limited are related parties by virtue of their shareholdings in the parent of the Company.

Gwynt Y Mor OFTO Intermediate Limited
Notes to the Financial Statements (continued)
for the year ended 31 March 2019

13 Change in significant accounting policies

IFRS 9 Financial Instruments

The Company has adopted IFRS 9 with a date of initial application of 1 April 2018. The requirements of IFRS 9 represent a significant change from IAS 39 Financial Instruments: Recognition and Measurement.

Transition

The Company has assessed that comparative periods do not require restatement as described below.

- An assessment has been performed of the differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9 and this assessment concluded that there was an immaterial difference.

- Impact to classification of financial instrument: IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, Fair value through other comprehensive income ("FVOCI") and Fair value through profit and loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale.

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities.

The following table and the accompanying notes below explain the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets and financial liabilities as at 1 April 2018.

Financial Assets	Original Classification	New Classification	Original carrying amount £'000s	New carrying amount under IFRS 9 £'000s
Trade and other receivables	Loans and receivables	Amortised costs	61,085	61,085

IFRS 15: Revenue from Contracts with Customers

The Company has adopted IFRS 15 with a date of initial application of 1 April 2018.

The Company has not recognised any revenue in the Income Statement in the current year or prior period.