

Registered number: 08939215

**Pollington Airfield Limited  
(formerly Lightsource SPV 194 Limited)**

**Directors' report and financial statements**

**for the period ended 31 December 2015**



**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

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**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

**Company information**

|                             |                                                                                                                                                        |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Directors</b>            | D Goodwin (appointed 20 June 2016)<br>P S Latham (appointed 20 June 2016)<br>S W Reynolds (appointed 20 June 2016)                                     |
| <b>Company secretary</b>    | S Ludlow                                                                                                                                               |
| <b>Registered number</b>    | 08939215                                                                                                                                               |
| <b>Registered office</b>    | 6th Floor<br>33 Holborn<br>London<br>EC1N 2HT                                                                                                          |
| <b>Independent auditors</b> | PricewaterhouseCoopers LLP<br>Chartered Accountants and Statutory Auditors<br>Central Square South<br>Orchard Street<br>Newcastle upon Tyne<br>NE1 3AZ |
| <b>Bankers</b>              | Barclays<br>1 Churchill Place<br>Leicester<br>LE87 2BB                                                                                                 |
| <b>Solicitors</b>           | Shakespeare Martineau LLP<br>No. 1 Colmore Square<br>Birmingham<br>B4 6AA                                                                              |

## **Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

### **Directors' report for the period ended 31 December 2015**

The directors present their report and the audited financial statements of the company for the period ended 31 December 2015.

#### **Change of company name**

The company changed its name from Lightsource SPV 194 Limited to Pollington Airfield Limited with effect from 4 February 2016. The prior period ran from 14 March 2014 to 31 March 2015.

#### **Principal activities**

The company is a wholly owned subsidiary 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.

#### **Directors**

The directors who served during the period and up to the date of signing the financial statements were:

D Goodwin (appointed 20 June 2016)  
P S Latham (appointed 20 June 2016)  
S W Reynolds (appointed 20 June 2016)  
K Boutonnat (resigned 7 December 2015)  
I D Hardie (resigned 7 December 2015)  
C Hill (appointed 7 December 2015 and resigned 20 June 2016)  
J Leigh (appointed 7 December 2015 and resigned 20 June 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.

**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

**Directors' report  
for the period ended 31 December 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.

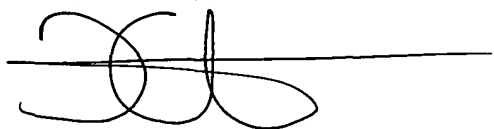
**Small companies' exemption**

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**

31 March 2015 tangible assets have been restated to include an amount of £9,344 which was previously charged to the profit and loss account.

This report was approved by the board on 9 September 2016 and signed on its behalf.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

**D Goodwin**  
Director

## **Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

### **Independent auditors' report to the members of Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

#### **Report on the financial statements**

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##### **Our opinion**

In our opinion, Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)'s financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 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 31 December 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**

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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.

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##### **Other matters on which we are required to report by exception**

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###### **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.

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###### **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.

## **Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

### **Independent auditors' report to the members of Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

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#### **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 the 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.

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#### **Responsibilities for the financial statements and the audit**

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##### **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 & 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.

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##### **What an audit of financial statements involves**

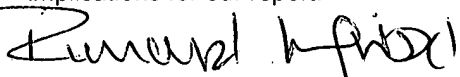
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error.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



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

9 September 2016.

**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

**Profit and loss account  
for the period ended 31 December 2015**

|                                                    |             | <b>Period ended<br/>31 December<br/>2015<br/>£</b> | <b>As restated<br/>Period ended<br/>31 March<br/>2015<br/>£</b> |
|----------------------------------------------------|-------------|----------------------------------------------------|-----------------------------------------------------------------|
|                                                    | <b>Note</b> |                                                    |                                                                 |
| Cost of sales                                      |             | <b>(5,060)</b>                                     | -                                                               |
| <b>Gross loss</b>                                  |             | <b>(5,060)</b>                                     | -                                                               |
| Administrative expenses                            |             | <b>(458)</b>                                       | -                                                               |
| <b>Operating loss</b>                              | <b>2</b>    | <b>(5,518)</b>                                     | -                                                               |
| Interest payable and similar charges               |             | <b>(9,993)</b>                                     | -                                                               |
| <b>Loss on ordinary activities before taxation</b> |             | <b>(15,511)</b>                                    | -                                                               |
| Tax on loss on ordinary activities                 | <b>3</b>    | -                                                  | -                                                               |
| <b>Loss for the financial period</b>               | <b>8</b>    | <b>(15,511)</b>                                    | -                                                               |

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 stated above and their historical cost equivalents.

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

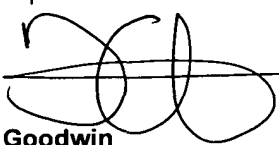
**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**  
**Registered number: 08939215**

**Balance sheet**  
**as at 31 December 2015**

|                                                       |      | 31 December<br>2015 | As restated<br>31 March<br>2015 |
|-------------------------------------------------------|------|---------------------|---------------------------------|
|                                                       | Note | £                   | £                               |
| <b>Fixed assets</b>                                   |      |                     |                                 |
| Tangible assets                                       | 4    | 3,134,367           | 9,344                           |
| <b>Current assets</b>                                 |      |                     |                                 |
| Debtors                                               | 5    | 437,288             | -                               |
| Cash at bank and in hand                              |      | 599,043             | -                               |
|                                                       |      | <u>1,036,331</u>    | <u>-</u>                        |
| <b>Creditors: amounts falling due within one year</b> | 6    | <u>(4,186,209)</u>  | <u>(9,344)</u>                  |
| <b>Net current liabilities</b>                        |      | <u>(3,149,878)</u>  | <u>(9,344)</u>                  |
| <b>Net liabilities</b>                                |      | <u>(15,511)</u>     | <u>-</u>                        |
| <b>Capital and reserves</b>                           |      |                     |                                 |
| Called up share capital                               | 7    | -                   | -                               |
| Profit and loss account                               | 8    | <u>(15,511)</u>     | <u>-</u>                        |
| <b>Total shareholders' deficit</b>                    | 9    | <u>(15,511)</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 9 September 2016.

  
**D Goodwin**  
 Director

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

## **Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

### **Notes to the financial statements for the period ended 31 December 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 period, are set out below.

##### **1.2 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.

##### **1.3 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 and 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:

|                              |   |                          |
|------------------------------|---|--------------------------|
| Long-term leasehold property | - | 4% straight line         |
| Plant and machinery          | - | 4% and 10% straight line |

##### **1.4 Operating leases**

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

##### **1.5 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.

## Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)

### Notes to the financial statements for the period ended 31 December 2015

#### 1. Accounting policies (continued)

##### 1.6 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 deducting 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.

##### 1.7 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.

##### 1.8 Prior year restatement

31 March 2015 tangible assets have been restated to include an amount of £9,344 which was previously charged to the profit and loss account.

#### 2. Operating loss

The operating loss is stated after charging:

|                                                       | Period ended<br>31 December<br>2015<br>£ | Period ended<br>31 March<br>2015<br>£ |
|-------------------------------------------------------|------------------------------------------|---------------------------------------|
| Auditors' remuneration                                | 1,855                                    | -                                     |
| Auditors' remuneration – taxation compliance services | 695                                      | -                                     |
| Auditors' remuneration – accounts preparation         | 605                                      | -                                     |
| Operating lease charge                                | 3,087                                    | -                                     |
|                                                       | <hr/>                                    | <hr/>                                 |

During the period, no director received any emoluments (2015 - £nil).

#### 3. Tax on loss on ordinary activities

|                                                  | Period ended<br>31 December<br>2015<br>£ | Period ended<br>31 March<br>2015<br>£ |
|--------------------------------------------------|------------------------------------------|---------------------------------------|
| UK corporation tax charge on loss for the period | -                                        | -                                     |
|                                                  | <hr/>                                    | <hr/>                                 |

The company has no tax liability for the year and there are tax losses of approximately £15,511 (2015 - £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.

**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

**Notes to the financial statements  
for the period ended 31 December 2015**

**4. Tangible assets**

|                                        | Long-term<br>leasehold<br>property<br>£ | Plant and<br>machinery<br>£ | Total<br>£ |
|----------------------------------------|-----------------------------------------|-----------------------------|------------|
| <b>Cost</b>                            |                                         |                             |            |
| At 1 April 2015 (as previously stated) | -                                       | -                           | -          |
| Prior year adjustment                  | -                                       | 9,344                       | 9,344      |
| At 1 April 2015 (as restated)          | -                                       | 9,344                       | 9,344      |
| Additions                              | 61,984                                  | 3,063,039                   | 3,125,023  |
| At 31 December 2015                    | 61,984                                  | 3,072,383                   | 3,134,367  |
| <b>Accumulated depreciation</b>        |                                         |                             |            |
| At 1 April 2015 and 31 December 2015   | -                                       | -                           | -          |
| <b>Net book value</b>                  |                                         |                             |            |
| At 31 December 2015                    | 61,984                                  | 3,072,383                   | 3,134,367  |
| At 31 March 2015 (as restated)         | -                                       | 9,344                       | 9,344      |

31 March 2015 tangible assets have been restated to include an amount of £9,344 which was previously charged to the profit and loss account.

**5. Debtors**

|                                | 31 December<br>2015<br>£ | 31 March<br>2015<br>£ |
|--------------------------------|--------------------------|-----------------------|
| VAT recoverable                | 432,116                  | -                     |
| Prepayments and accrued income | 5,172                    | -                     |
|                                | <b>437,288</b>           | <b>-</b>              |

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

|                                    | 31 December<br>2015<br>£ | 31 March<br>2015<br>£ |
|------------------------------------|--------------------------|-----------------------|
| Trade creditors                    | 113,754                  | -                     |
| Amounts owed to group undertakings | 4,050,151                | 9,344                 |
| Accruals and deferred income       | 22,304                   | -                     |
|                                    | <b>4,186,209</b>         | <b>9,344</b>          |

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

**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

**Notes to the financial statements  
for the period ended 31 December 2015**

**7. Called up share capital**

|                                      | <b>31 December<br/>2015<br/>£</b> | <b>31 March<br/>2015<br/>£</b> |
|--------------------------------------|-----------------------------------|--------------------------------|
| <b>Allotted and fully paid</b>       |                                   |                                |
| 1 (2015 - 1) Ordinary share of £0.10 | -                                 | -                              |
|                                      | <u>          </u>                 | <u>          </u>              |

**8. Profit and loss account**

|                               | <b>£</b>               |
|-------------------------------|------------------------|
| Loss for the financial period | <b>(15,511)</b>        |
| At 31 December 2015           | <u><b>(15,511)</b></u> |

**9. Reconciliation of movements in shareholders' deficit**

|                               | <b>31 December<br/>2015<br/>£</b> | <b>As restated<br/>31 March<br/>2015<br/>£</b> |
|-------------------------------|-----------------------------------|------------------------------------------------|
| Opening shareholders' funds   | -                                 | -                                              |
| Loss for the financial period | <b>(15,511)</b>                   | -                                              |
| Closing shareholders' deficit | <u><b>(15,511)</b></u>            | <u>          </u>                              |

31 March 2015 tangible assets have been restated to include an amount of £9,344 which was previously charged to the profit and loss account.

**10. Contingent liabilities**

The company has a constructive obligation to return the land on which solar sites are built to its original condition, at the end of the lease. The directors believe that given the nature of the assets, the lessor may wish to either take title of the assets for either continued use or to realise value through selling the assets and as such the directors do not believe that an outflow is probable to settle this restoration obligation. The directors will continue to monitor this situation at each balance sheet date.

**11. Operating lease commitments**

At 31 December 2015 the company had annual commitments under non-cancellable operating leases as follows:

|                         | <b>31 December<br/>2015<br/>£</b> | <b>31 March<br/>2015<br/>£</b> |
|-------------------------|-----------------------------------|--------------------------------|
| <b>Expiry date:</b>     |                                   |                                |
| After more than 5 years | <b>50,012</b>                     | <b>45,730</b>                  |
|                         | <u>          </u>                 | <u>          </u>              |

**Pollington Airfield Limited (formerly Lightsource SPV 194 Limited)**

**Notes to the financial statements  
for the period ended 31 December 2015**

**12. Related party transactions**

During the period, the company was charged £nil (2015 - £9,344, capitalised per restatement) in respect of a variety of services including initial planning costs, search fees, site locations costs, technical evaluations and rechargeable expenses by Lightsource Renewable Energy Holdings Limited, a related party in the prior year due to its significant influence over the entity. At the period end, an amount of £nil (2015 - £9,344) was outstanding. The parent company met these costs on behalf of its wholly owned subsidiary and they were subsequently recharged.

During the period, the company was charged £2,160,579 (2015 - £nil) in respect of purchases by Foreman Trading Limited, a fellow subsidiary. At the period end, an amount of £nil (2015 - £nil) was outstanding.

**13. Ultimate parent undertaking and controlling party**

The immediate parent undertaking is Belenus Energy Limited. The ultimate parent undertaking and controlling party is Bracken Holdings Limited, a company incorporated in England and Wales.