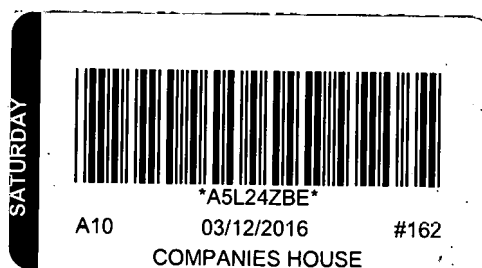


Registered number: 08971896

**Westwood Solar Limited
(formerly Malakbel SPV 1 Limited)**

Directors' report and financial statements

for the period ended 30 June 2016



Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

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Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

Company information

Directors	P S Latham (appointed 20 June 2016) J Leigh (appointed 20 June 2016) K A Shenton (appointed 20 June 2016)
Registered number	08971896
Registered office	Suite C Third Floor 3 Harbour Exchange Square Canary Wharf London E14 9GE
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
Bankers	Royal Bank of Scotland 280 Bishopsgate London EC2M 4RB
Solicitors	Shakespeare Martineau LLP No. 1 Colmore Square Birmingham B4 6AA

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

Directors' report for the period ended 30 June 2016

The directors present their report and the audited financial statements of the company for the period ended 30 June 2016.

Change of company name

The company changed its name from Malakbel SPV 1 Limited to Westwood Solar Limited with effect from 6 August 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:

P S Latham (appointed 20 June 2016)
J Leigh (appointed 20 June 2016)
K A Shenton (appointed 20 June 2016)
OCS Services Limited (appointed 19 June 2015 and resigned 24 August 2015)
T Arthur (resigned 21 July 2015)
M Sheppee (appointed 21 July 2015 and resigned 23 February 2016)
G La Loggia (appointed 24 August 2015 and resigned 20 June 2016)
T Rosser (appointed 23 February 2016 and resigned 20 June 2016)

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.

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

**Directors' report
for the period ended 30 June 2016**

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.

This report was approved by the board on 24 November 2016 and signed on its behalf.


J Leigh
Director

Independent auditors' report to the members of Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

Report on the financial statements

Our opinion

In our opinion, Westwood Solar Limited (formerly Malakbel SPV 1 Limited)'s financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 June 2016 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 2016;
- 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 matters 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.

Independent auditors' report to the members of Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

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.

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 & 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.



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

24 November 2016

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

**Profit and loss account
for the period ended 30 June 2016**

	Note	Period ended 30 June 2016 £	Period ended 31 December 2014 £
Turnover		827,105	3,665
Cost of sales		(466,399)	(205,695)
Gross profit/(loss)		360,706	(202,030)
Administrative expenses		(69,111)	(16,332)
Operating profit/(loss)	2	291,595	(218,362)
Interest payable and similar charges		(528,862)	(236,811)
Loss on ordinary activities before taxation		(237,267)	(455,173)
Tax on loss on ordinary activities	3	41,255	-
Loss for the financial period	9	(196,012)	(455,173)

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.

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)
Registered number: 08971896

Balance sheet
as at 30 June 2016

		30 June 2016 £	31 December 2014 £
	Note	£	£
Fixed assets			
Tangible assets	4	4,571,403	4,741,457
Current assets			
Debtors	5	288,933	650,560
Creditors: amounts falling due within one year	6	<u>(62,986)</u>	<u>(510,380)</u>
Net current assets		<u>225,947</u>	<u>140,180</u>
Total assets less current liabilities		<u>4,797,350</u>	<u>4,881,637</u>
Creditors: amounts falling due after more than one year	7	<u>(5,448,525)</u>	<u>(5,336,810)</u>
Net liabilities		<u><u>(651,175)</u></u>	<u><u>(455,173)</u></u>
Capital and reserves			
Called up share capital	8	10	-
Profit and loss account	9	<u>(651,185)</u>	<u>(455,173)</u>
Total shareholders' deficit	10	<u><u>(651,175)</u></u>	<u><u>(455,173)</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 24 November 2016.


J Leigh
 Director

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

**Notes to the financial statements
for the period ended 30 June 2016**

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 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 Turnover

Turnover comprises income receivable from the energy generated during the period. Any uninvoiced income is accrued in the period in which it has been generated.

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 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

1.5 Operating leases

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

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.

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

Notes to the financial statements for the period ended 30 June 2016

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 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.

1.8 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.

2. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

	Period ended 30 June 2016 £	Period ended 31 December 2014 £
Depreciation of tangible fixed assets:		
- owned by the company	304,691	197,785
Auditors' remuneration	1,855	1,800
Auditors' remuneration - accounts preparation	605	585
Auditors' remuneration - taxation compliance services	695	675
Operating lease charge	37,622	6,209

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

3. Tax on loss on ordinary activities

	Period ended 30 June 2016 £	Period ended 31 December 2014 £
UK corporation tax (credit)/charge on loss for the period	(41,255)	-

The company has no tax liability for the period and there are tax losses of approximately £257,388 (2014 - £90,896) 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.

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

**Notes to the financial statements
for the period ended 30 June 2016**

4. Tangible assets

	Long-term leasehold property £	Plant and machinery £	Total £
Cost			
At 1 January 2015	9,177	4,930,065	4,939,242
Additions	-	134,637	134,637
At 30 June 2016	9,177	5,064,702	5,073,879
Accumulated depreciation			
At 1 January 2015	31	197,754	197,785
Charge for the period	550	304,141	304,691
At 30 June 2016	581	501,895	502,476
Net book value			
At 30 June 2016	8,596	4,562,807	4,571,403
At 31 December 2014	9,146	4,732,311	4,741,457

5. Debtors

	30 June 2016 £	31 December 2014 £
Trade debtors	60,373	-
Amounts owed by group undertakings	41,255	572,026
Prepayments and accrued income	187,295	9,874
VAT recoverable	-	68,660
Other debtors	10	-
	288,933	650,560

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

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

	30 June 2016 £	31 December 2014 £
Trade creditors	16,558	6,210
Accruals and deferred income	33,417	10,676
Other creditors	13,011	493,494
	62,986	510,380

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

**Notes to the financial statements
for the period ended 30 June 2016**

**7. Creditors:
Amounts falling due after more than one year**

	30 June 2016 £	31 December 2014 £
Amounts owed to group undertakings	<u>5,448,525</u>	<u>5,336,810</u>

Included within amounts owed to group undertakings are unsecured loans with period end balances totalling £5,448,525 (2014 - £5,336,810). The loans bear interest at 5.7% (2014 - 8%) and are repayable after more than five years.

8. Called up share capital

	30 June 2016 £	31 December 2014 £
Allotted and fully paid		
100,002 (2014 - 1) Ordinary shares of £0.0001 (2014 - £0.01) each	<u>10</u>	<u>-</u>

During the period £100,001 shares were issued for cash at a nominal value of £0.0001 per share.

9. Profit and loss account

	£
At 1 January 2015	(455,173)
Loss for the financial period	(196,012)
At 30 June 2016	<u>(651,185)</u>

10. Reconciliation of movements in shareholders' deficit

	30 June 2016 £	31 December 2014 £
Opening shareholders' deficit	(455,173)	-
Loss for the financial period	(196,012)	(455,173)
Shares issued during the period	10	-
Closing shareholders' deficit	<u>(651,175)</u>	<u>(455,173)</u>

11. 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.

Westwood Solar Limited (formerly Malakbel SPV 1 Limited)

Notes to the financial statements for the period ended 30 June 2016

12. Related party transactions

During the period ended 30 June 2016, the company was charged £397 (2014 - £nil) and £5,199 (2014 - £6,434) in respect of management fees and rechargeable expenses respectively by Lightsource Renewable Energy Holdings Limited, a related party due to its significant influence over the entity. At the period end, no amount (2014 - £nil) was outstanding.

During the period, monitoring fees of £29,450 (2014 - £nil) were charged by Octopus Investments Limited, a related party due to its significant influence over the entity. At the period end, no amount was outstanding (2014 - £nil).

During the period, the company's former parent company, Malakbel Limited met expenditure of £676,048 (2014 - £5,067,023) and received revenue of £65,702 (2014 - £469,986) on behalf of the company. The company was also charged interest of £279,717 (2014 - £236,811) by its parent company. At the period end, a total of £nil (2014 - £4,764,784) was outstanding of which £nil (2014 - £5,336,810) is included within creditors and £nil (£572,026) is included within debtors.

During the period the company's parent company, Viners Energy Limited met expenditure of £5,502 (2014 - £nil) on behalf of the company. The company was also charged interest of £249,061 (2014 - £nil) by its parent company. At the period end a total of £5,407,270 (2014 - £nil) was outstanding of which £41,255 (2014 - £nil) is included within debtors and £5,448,525 (2014 - £nil) within creditors.

13. Ultimate parent undertaking and controlling party

During the period 100% of the shareholding in Westwood Solar Limited (formerly Malakbel SPV 1 Limited) was purchased from Malakbel Limited by Elios Energy Limited, and subsequently sold to Viners Energy Limited.

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.