

Registered number: 09746019

**Uccello Energy Limited**

**Directors' report and financial statements  
for the year ended 31 December 2018**



# **Uccello Energy Limited**

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# **Uccello Energy Limited**

## **Company information**

### **Directors**

E Fellows  
S Goss  
D Hastings

### **Company secretary**

Octopus Company Secretarial Services Limited

### **Registered number**

09746019

### **Registered office**

6th Floor  
33 Holborn  
London  
EC1N 2HT

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Central Square South  
Orchard Street  
Newcastle upon Tyne  
NE1 3AZ

# **Uccello Energy Limited**

## **Directors' report for the year ended 31 December 2018**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2018.

### **Principal activities**

The company is the parent company of an Italian subsidiary, the principal activities of which are the construction and operation of solar plants and the generation of solar power.

### **Results and dividends**

The loss for the year, after taxation, amounted to £100,703 (2017: £1,493,475).

No interim dividends have been paid out during the year (2017: £nil). The directors' have not proposed a final dividend (2017: £nil).

### **Going concern**

The directors have at the date of approving these financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

### **Directors**

The directors who served during the year and up to the date of signing the financial statements, unless otherwise indicated, are given below:

E Fellows (appointed 6 August 2018)

S Goss (appointed 6 August 2018)

D Hastings (appointed 21 December 2018)

P S Latham (resigned 6 August 2018)

F Malvezzi Campeggi (appointed 6 August 2018 and resigned 21 December 2018)

S W Reynolds (resigned 6 August 2018)

T J Rosser (resigned 6 August 2018)

### **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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

## **Uccello Energy Limited**

### **Directors' report for the year ended 31 December 2018**

#### **Statement of directors' responsibilities (continued)**

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.

#### **Statement of disclosure of information to auditors**

Each of the persons who are directors at the time of approval of this report 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.

#### **Independent auditors**

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

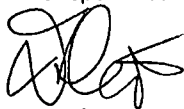
#### **Small company exemption**

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

The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and have not prepared a strategic report.

This report was approved by the board on

27 September 2019 and signed on its behalf.



**D Hastings**  
**Director**

# **Uccello Energy Limited**

## **Independent auditors' report to the members of Uccello Energy Limited**

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

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#### **Opinion**

In our opinion, Uccello Energy Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Directors' report and financial statements (the "Annual Report"), which comprise: the statement of financial position as at 31 December 2018; the statement of comprehensive income and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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#### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

## **Uccello Energy Limited**

### **Independent auditors' report to the members of Uccello Energy Limited**

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#### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

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#### **Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' report.

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

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##### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of Directors' Responsibilities set out on page 2 and 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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##### **Auditors' responsibilities for the audit of the financial statements**

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

## **Uccello Energy Limited**

### **Independent auditors' report to the members of Uccello Energy Limited**

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#### **Use of this report**

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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#### **Other required reporting**

##### **Companies Act 2006 exception reporting**

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; 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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#### **Entitlement to exemptions**

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



Jonathan Greenaway (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle upon Tyne  
27 September 2019

## Uccello Energy Limited

### Statement of comprehensive income for the year ended 31 December 2018

|                                                    | Note | 2018<br>£               | 2017<br>£                 |
|----------------------------------------------------|------|-------------------------|---------------------------|
| Administrative expenses                            |      | (14,758)                | (1,493,475)               |
| Other operating income                             |      | 22,015                  | -                         |
| <b>Operating profit/(loss)</b>                     | 5    | <u>7,257</u>            | <u>(1,493,475)</u>        |
| Interest receivable and similar income             | 6    | 449,842                 | 23,391                    |
| Interest payable and similar charges               | 7    | (557,802)               | (23,391)                  |
| <b>Loss on ordinary activities before taxation</b> |      | <u>(100,703)</u>        | <u>(1,493,475)</u>        |
| Tax on loss on ordinary activities                 | 8    | -                       | -                         |
| <b>Loss for the financial year</b>                 |      | <u><u>(100,703)</u></u> | <u><u>(1,493,475)</u></u> |
| <b>Other comprehensive expense for the year</b>    |      |                         |                           |
| Change in the value of hedging instrument          |      | (267,883)               | (19,542)                  |
| <b>Other comprehensive expense for the year</b>    |      | <u>(267,883)</u>        | <u>(19,542)</u>           |
| <b>Total comprehensive expense for the year</b>    |      | <u><u>(368,586)</u></u> | <u><u>(1,513,017)</u></u> |

All amounts above relate to continuing operations.

The notes on pages 10 to 20 form part of these financial statements.

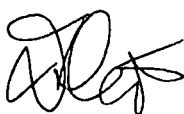
**Statement of financial position  
as at 31 December 2018**

|                                                         | Note | 2018<br>£        | 2018<br>£        | 2017<br>£        | 2017<br>£        |
|---------------------------------------------------------|------|------------------|------------------|------------------|------------------|
| <b>Fixed assets</b>                                     |      |                  |                  |                  |                  |
| Investments                                             | 9    |                  | 4,983,964        |                  | 4,983,964        |
| <b>Current assets</b>                                   |      |                  |                  |                  |                  |
| Debtors: amounts falling due after more than one year   | 10   | 4,142,688        |                  | 7,427,716        |                  |
| Debtors: amounts falling due within one year            | 10   | 363,194          |                  | 18,309           |                  |
| Cash at bank and in hand                                |      | 26,282           |                  | 3,435            |                  |
|                                                         |      | <u>4,532,164</u> |                  | <u>7,449,460</u> |                  |
| Creditors: amounts falling due within one year          | 11   | <u>(486,122)</u> |                  | <u>(37,903)</u>  |                  |
| <b>Net current assets</b>                               |      |                  | <u>4,046,042</u> |                  | <u>7,411,557</u> |
| <b>Total assets less current liabilities</b>            |      |                  | 9,030,006        |                  | 12,395,521       |
| Creditors: amounts falling due after more than one year | 12   |                  | (6,068,473)      |                  | (9,065,402)      |
| <b>Net assets</b>                                       |      |                  | <u>2,961,533</u> |                  | <u>3,330,119</u> |
| <b>Capital and Reserves</b>                             |      |                  |                  |                  |                  |
| Called up share capital                                 | 14   |                  | 50,000           |                  | 50,000           |
| Share premium account                                   |      |                  | 4,950,000        |                  | 4,950,000        |
| Cash flow hedge reserve                                 |      |                  | (287,425)        |                  | (19,542)         |
| Retained earnings                                       |      |                  | (1,751,042)      |                  | (1,650,339)      |
| <b>Total shareholders' funds</b>                        |      |                  | <u>2,961,533</u> |                  | <u>3,330,119</u> |

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the provisions of Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland".

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 September 2019.

D Hastings  
Director



The notes on pages 10 to 20 form part of these financial statements.

## Uccello Energy Limited

### Statement of changes in equity for the year ended 31 December 2018

|                                       | Called up<br>share<br>capital<br>£ | Share<br>premium<br>account<br>£ | Cash flow<br>hedge reserve<br>£ | Retained<br>earnings<br>£ | Total<br>shareholders'<br>funds<br>£ |
|---------------------------------------|------------------------------------|----------------------------------|---------------------------------|---------------------------|--------------------------------------|
| At 1 January 2017                     | 50,000                             | 4,950,000                        | -                               | (156,864)                 | 4,843,136                            |
| Loss for the financial year           | -                                  | -                                | -                               | (1,493,475)               | (1,493,475)                          |
| Change in value of hedging instrument | -                                  | -                                | (19,542)                        | -                         | (19,542)                             |
| At 31 December 2017                   | <u>50,000</u>                      | <u>4,950,000</u>                 | <u>(19,542)</u>                 | <u>(1,650,339)</u>        | <u>3,330,119</u>                     |
| At 1 January 2018                     | 50,000                             | 4,950,000                        | (19,542)                        | (1,650,339)               | 3,330,119                            |
| Loss for the financial year           | -                                  | -                                | -                               | (100,703)                 | (100,703)                            |
| Change in value of hedging instrument | -                                  | -                                | (267,883)                       | -                         | (267,883)                            |
| At 31 December 2018                   | <u>50,000</u>                      | <u>4,950,000</u>                 | <u>(287,425)</u>                | <u>(1,751,042)</u>        | <u>2,961,533</u>                     |

The notes on pages 10 to 20 form part of these financial statements.

# **Uccello Energy Limited**

## **Notes to the financial statements for the year ended 31 December 2018**

### **1. General information**

Uccello Energy Limited is a private company, limited by shares, incorporated in and domiciled in England, the United Kingdom, registered number 09746019. The registered office is 6th Floor, 33 Holborn, London, EC1N 2HT.

The company is the parent company of an Italian subsidiary, the principal activities of which are the construction and operation of solar plants and the generation of solar power.

### **2. Accounting policies**

#### **2.1 Basis of preparation of financial statements**

The financial statements are prepared on the going concern basis, under the historical cost convention except for financial instruments which are held at fair value and in accordance with of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company accounting policies (see note 3).

The following principal accounting policies have been applied:

#### **2.2 Exemptions for qualifying under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders.

The company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, required under Section 7 of FRS 102 and para 3.17(d), on the basis that it is a small company;
- from disclosing the company's key management personnel compensation as required by FRS 102 para 33.7; and
- from disclosing related party transactions that are wholly owned within the same group.

#### **2.3 Consolidation**

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

#### **2.4 Going concern**

The directors have at the date of approving these financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

# Uccello Energy Limited

## Notes to the financial statements for the year ended 31 December 2018

### 2. Accounting policies (continued)

#### 2.5 Interest income

Interest income is recognised in the statement of comprehensive income using the effective interest method.

#### 2.6 Finance costs

Finance costs are charged to the statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### 2.7 Foreign currency

##### (i) *Functional and presentation currency*

The company's functional and presentation currency is the pound sterling.

##### (ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income within administrative expenses.

#### 2.8 Investments

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

#### 2.9 Impairment of non-financial assets

At each reporting date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

# **Uccello Energy Limited**

## **Notes to the financial statements for the year ended 31 December 2018**

### **2. Accounting policies (continued)**

#### **2.9 Impairment of non-financial assets (continued)**

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the statement of profit and loss account.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the statement of comprehensive income.

#### **2.10 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### **2.11 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### **2.12 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### **2.13 Borrowing costs**

All borrowing costs are recognised in the statement of comprehensive income in the period in which they are incurred.

#### **2.14 Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

#### **2.15 Related party transactions**

The company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

# **Uccello Energy Limited**

## **Notes to the financial statements for the year ended 31 December 2018**

### **2. Accounting policies (continued)**

#### **2.16 Leasing and hire purchase**

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the statement of comprehensive income so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

#### **2.17 Financial instruments**

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at cost and amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an 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.

# Uccello Energy Limited

## Notes to the financial statements for the year ended 31 December 2018

### 2. Accounting policies (continued)

#### 2.17 Financial instruments (continued)

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

#### 2.18 Hedge accounting

The company uses foreign currency forward contracts in order to manage its exposure to cash flow risk on its financial instruments. These derivatives are measured at fair value at each reporting date.

To the extent the cash flow hedge is effective, movements in fair value are recognised in other comprehensive income and presented in a separate cash flow hedge reserve. Any ineffective portions of those movements are recognised in profit or loss for the period.

Gains and losses on the hedging instruments and the hedged items are recognised in profit or loss for the period. When a hedged item is an unrecognised firm commitment, the cumulative hedging gain or loss on the hedged item is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

#### 2.19 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

##### (i) *Current tax*

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

##### (ii) *Deferred tax*

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

## **Uccello Energy Limited**

### **Notes to the financial statements for the year ended 31 December 2018**

#### **3. Judgements in applying accounting policies and key sources of estimation uncertainty**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### **(a) Critical judgements in applying the company's accounting policies**

An annual review of the investment in the subsidiary has been undertaken which included assessing the present value of expected future cashflows in the subsidiary, along with management's knowledge of the business and its future plans, to establish whether the carrying value of the investment should be impaired.

##### **(b) Critical accounting estimates and assumptions**

The fair value of derivative financial instruments is considered to be a critical accounting estimate. This valuation is made in conjunction with the mark - to - market confirmations supplied by the derivative counterparties.

# Uccello Energy Limited

## Notes to the financial statements for the year ended 31 December 2018

### 4. Employees and directors' remuneration

The company has no employees other than the directors, who did not receive or waive any remuneration (2017: £nil).

### 5. Operating profit/(loss)

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

|                                                       | 2018  | 2017      |
|-------------------------------------------------------|-------|-----------|
|                                                       | £     | £         |
| Auditors' remuneration                                | 4,190 | 2,750     |
| Auditors' remuneration - accounts preparation         | 798   | 650       |
| Auditors- remuneration - taxation compliance services | 2,461 | 1,200     |
| Impairment charge                                     | -     | 1,417,877 |

### 6. Interest receivable and similar income

|                                       | 2018    | 2017   |
|---------------------------------------|---------|--------|
|                                       | £       | £      |
| On amounts owed by group undertakings | 449,842 | 23,391 |

### 7. Interest payable and similar charges

|                        | 2018    | 2017   |
|------------------------|---------|--------|
|                        | £       | £      |
| Other interest payable | 557,802 | 23,391 |

# Uccello Energy Limited

## Notes to the financial statements for the year ended 31 December 2018

### 8. Tax on loss on ordinary activities

|                                                                                                                                                                             | 2018<br>£        | 2017<br>£          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|--------------------|
| <b>Taxation on loss on ordinary activities</b>                                                                                                                              | <u>-</u>         | <u>-</u>           |
| <b>Factors affecting tax charge for the year</b>                                                                                                                            |                  |                    |
| The tax assessed for the year is higher than (2017: higher than) the standard rate of corporation tax in the UK of 19% (2017: 19.25%). The differences are explained below: |                  |                    |
| Loss on ordinary activities before tax                                                                                                                                      | <u>(100,703)</u> | <u>(1,493,475)</u> |
| Loss before taxation multiplied by standard rate of corporation tax in the UK of 19% (2017: 19.25%)                                                                         | <u>(19,134)</u>  | <u>(287,443)</u>   |
| <b>Effects of:</b>                                                                                                                                                          |                  |                    |
| Expenses not deductible                                                                                                                                                     | -                | 272,893            |
| Unrecognised deferred tax                                                                                                                                                   | <u>19,134</u>    | <u>14,550</u>      |
|                                                                                                                                                                             | <u>-</u>         | <u>-</u>           |

#### Factors that may affect future tax charges

The company has no tax liability for the period and there are tax losses of approximately £30,669 (2017: £13,580) 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.

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020.

### 9. Investments

|                                   | <b>Investments<br/>in subsidiary<br/>companies<br/>£</b> |
|-----------------------------------|----------------------------------------------------------|
| <b>Cost</b>                       |                                                          |
| At 1 January and 31 December 2018 | <u>6,401,841</u>                                         |
| <b>Impairment</b>                 |                                                          |
| At 1 January and 31 December 2018 | <u>1,417,877</u>                                         |
| <b>Net book value</b>             |                                                          |
| At 31 December 2018               | <u>4,983,964</u>                                         |
| At 31 December 2017               | <u>4,983,964</u>                                         |
| <b>Subsidiary undertakings</b>    |                                                          |

The company owns 100% of Rossini Energia S.R.L, a company registered in Italy. The registered office of Rossini Energia S.R.L is Piazzale, Marcellino, Champagnat, 2 CAP 00144.

# Uccello Energy Limited

## Notes to the financial statements for the year ended 31 December 2018

### 10. Debtors

|                                                     | 2018<br>£        | 2017<br>£        |
|-----------------------------------------------------|------------------|------------------|
| <b>Amounts falling due after more than one year</b> |                  |                  |
| Amounts owed by group undertakings                  | <u>4,142,688</u> | <u>7,427,716</u> |
| <b>Amounts falling due within one year</b>          |                  |                  |
| Prepayments and accrued income                      | <u>363,194</u>   | <u>18,309</u>    |

Included within amounts owed by group undertakings is an unsecured loan with a year end balance totalling £4,142,688 (2017: £7,427,716). The loan bears interest at 10% (2017: 10%) and is repayable on 30 June 2022.

### 11. Creditors - amounts falling due within one year

|                                    | 2018<br>£      | 2017<br>£     |
|------------------------------------|----------------|---------------|
| Trade creditors                    | 1,276          | 2,376         |
| Amounts owed to group undertakings | 3,640          | 3,000         |
| Other creditors                    | 108,671        | 2,632         |
| Accruals and deferred income       | 372,535        | 29,895        |
|                                    | <u>486,122</u> | <u>37,903</u> |

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

### 12. Creditors - amounts due after more than one year

|                       | 2018<br>£        | 2017<br>£        |
|-----------------------|------------------|------------------|
| Debenture loans       | 4,158,065        | 7,400,862        |
| Financial instruments | 1,910,408        | 1,664,540        |
|                       | <u>6,068,473</u> | <u>9,065,402</u> |

Included within debenture loans is a secured loan over its subsidiary's shares with a year end balance totalling £4,158,065 (2017: £7,400,862). The loan bears interest at 10% (2017: 10%) and is repayable on 30 June 2022.

Included within financial instruments are derivative instruments totalling £1,910,408 (2017: £1,664,540). The derivatives are repayable on 30 June 2020.

# Uccello Energy Limited

## Notes to the financial statements for the year ended 31 December 2018

### 13. Financial instruments

|                                                                                            | 2018<br>£        | 2017<br>£        |
|--------------------------------------------------------------------------------------------|------------------|------------------|
| <b>Financial assets</b>                                                                    |                  |                  |
| Financial assets measured at amortised cost                                                | <u>4,505,882</u> | <u>7,446,025</u> |
| <b>Financial liabilities</b>                                                               |                  |                  |
| Financial liabilities held at amortised cost                                               | 4,644,187        | 7,438,765        |
| Financial liabilities measured at fair value through the statement of comprehensive income | 1,910,408        | 1,664,540        |
|                                                                                            | <u>6,554,595</u> | <u>9,103,305</u> |

### 14. Called up share capital

|                                                      | 2018<br>£     | 2017<br>£     |
|------------------------------------------------------|---------------|---------------|
| <b>Allotted, called up and fully paid</b>            |               |               |
| 5,000,001 (2017: 5,000,001) Ordinary shares of £0.01 | <u>50,000</u> | <u>50,000</u> |

### 15. Derivative financial instruments

The company has entered into foreign currency forward contracts in order to mitigate cash flow risk on its foreign currency loans. At 31 December 2018 the outstanding contracts have a maturity in excess of one year.

|                                                                      | 2018<br>£        | 2017<br>£        |
|----------------------------------------------------------------------|------------------|------------------|
| Measured at fair value through the statement of comprehensive income | <u>1,910,408</u> | <u>1,664,540</u> |

## **Uccello Energy Limited**

### **Notes to the financial statements for the year ended 31 December 2018**

#### **16. Related party transactions**

The company has identified the following transactions which are to be disclosed under the terms of FRS 102 "Related party transactions".

##### **Rossini Energia S.R.L**

On 20 December 2017, the company entered into a facility agreement providing a loan to its wholly owned subsidiary, Rossini Energia S.R.L. Interest at a total amount of £449,842 (2017: £23,391) was charged to Rossini Energia S.R.L during the year. At the year end, a total amount of £4,502,882 (2017: £7,443,025) was outstanding, of which £4,505,882 (2017: £7,446,025) is included in debtors and £3,000 (2017: £3,000) in creditors.

During the year, the company met expenditure of £nil (2017: £90,000) on behalf of its wholly owned subsidiary Rossini Energia S.R.L. At the year end, an amount of £nil (2017: £nil) was outstanding and included within debtors.

##### **Terido LLP**

On 20 December 2017 the company entered into a loan agreement with Terido LLP, a related party by virtue of common control. Interest at a total amount of £457,345 (2017: £23,331) has been charged to the company during the year. The total amount owing to Terido LLP at the end of the year was £4,520,111 (2017: £7,422,954).

#### **17. Ultimate parent undertaking and controlling party**

The directors do not consider the company to have an ultimate controlling party or parent company, by virtue of a split holding in its shares. The results of the company are not consolidated within any other company.