

**Registered number: 09820130**

**Belenus Energy Limited**

**Directors' report and financial statements**

**For the year ended 31 December 2016**



## **Belenus Energy Limited**

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**Belenus Energy Limited**

**Company Information**

<b>Directors</b>	D Goodwin (appointed 20 June 2016) P S Latham (appointed 20 June 2016) S W Reynolds
<b>Company secretary</b>	S Ludlow (appointed 22 June 2017)
<b>Registered number</b>	09820130
<b>Registered office</b>	6th Floor 33 Holborn London EC1N 2HT
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
<b>Bankers</b>	Barclays 1 Churchill Place Leicester LE87 2BB
<b>Solicitors</b>	Shakespeare Martineau LLP No. 1 Colmore Square Birmingham B4 6AA

## **Belenus Energy Limited**

### **Directors' report**

**For the year ended 31 December 2016**

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2016.

This is the first year the company has adopted FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" Section 1A. Details of the transition have been presented in note 11 of the financial statements.

### **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 the 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 year 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  
OCS Services Limited (resigned 16 May 2016)  
G La Loggia (resigned 20 June 2016)

### **Post balance sheet event**

On 5 May 2017, the company sold their investment in the following companies:

- Peter Hill Solar Limited for a consideration of £1,877,985 resulting in a profit on disposal of £988,306.
- Ash Row Farm Limited for a consideration of £1,962,168 resulting in a profit of £1,195,222.
- Cloford Farm Limited for a consideration of £1,846,539 resulting in a profit on disposal of £907,866.
- Pollington Airfield Limited for a consideration of £2,076,811 resulting in a profit of £1,156,879.

**Belenus Energy Limited**

**Directors' report (continued)  
For the year ended 31 December 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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, 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 the financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

**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 the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the 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**

This report has been prepared in accordance with special provisions relating to small companies within Part 15 of the Companies Act 2006.

**Independent auditors**

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

This report was approved by the board on *27 September 2017* and signed on its behalf.

  
**S W Reynolds**  
Director

## **Belenus Energy Limited**

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

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

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##### **Our opinion**

In our opinion Belenus Energy 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 2016 and of its loss for the year 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 the financial statements (the "Annual Report"), comprise:

- the Statement of financial position as at 31 December 2016;
- the Statement of income and retained earnings for the year 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 United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law (United Kingdom Generally Accepted Accounting Practice).

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.

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##### **Opinions on other matters prescribed by the Companies Act 2006**

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In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' report. We have nothing to report in this respect.

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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.

## **Belenus Energy Limited**

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

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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 are not made. 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: 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.

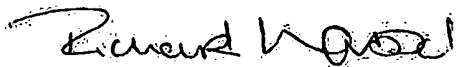
We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

**Belenus Energy Limited**

**Independent auditors' report to the members of Belenus Energy Limited**

**What an audit of financial statements involves (continued)**

In addition, we read all the financial and non-financial information in the Directors' Report and financial statements (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. With respect to the Directors' report, we consider whether this report includes the disclosures required by applicable legal requirements.



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

Date: 27 September 2017



**Belenus Energy Limited**

**Statement of income and retained earnings  
For the year ended 31 December 2016**

	<b>Year ended 31 December 2016 £</b>	<b>Period ended 31 December 2015 £</b>
Cost of sales	(43)	-
<b>Gross loss</b>	<b>(43)</b>	<b>-</b>
Administrative expenses	(13,302)	-
<b>Operating loss</b>	<b>(13,345)</b>	<b>-</b>
Interest receivable and similar income	1,415,435	45,150
Interest payable and similar expenses	(1,683,293)	(51,848)
<b>Loss on ordinary activities before taxation</b>	<b>(281,203)</b>	<b>(6,698)</b>
Tax on loss on ordinary activities	-	-
<b>Loss for the financial year/period</b>	<b>(281,203)</b>	<b>(6,698)</b>
Retained deficit at the beginning of the year/period	(6,698)	-
Loss for the financial year/period	(281,203)	(6,698)
<b>Retained deficit at the end of the year/period</b>	<b>(287,901)</b>	<b>(6,698)</b>

The notes on pages 9 to 14 form part of these financial statements.

**Belenus Energy Limited**  
Registered number: 09820130

**Statement of financial position**  
**As at 31 December 2016**

	Note	Year ended 31 December 2016 £	Year ended 31 December 2016 £	Period ended 31 December 2015 £	Period ended 31 December 2015 £
<b>Fixed assets</b>					
Investments	4		5,011,380		3,239,644
			<u>5,011,380</u>		<u>3,239,644</u>
<b>Current assets</b>					
Debtors: amounts falling due after more than one year	5	22,431,629		-	
Debtors: amounts falling due within one year	5	627,449		11,044,391	
Creditors: amounts falling due within one year	6	(858,056)		(1,373,610)	
<b>Net current assets</b>			<u>22,201,022</u>		<u>9,670,781</u>
<b>Total assets less current liabilities</b>			<u>27,212,402</u>		<u>12,910,425</u>
Creditors: amounts falling due after more than one year	7		(27,500,303)		(12,917,123)
<b>Net liabilities</b>			<u>(287,901)</u>		<u>(6,698)</u>
<b>Capital and reserves</b>					
Called up share capital					
Retained earnings			(287,901)		(6,698)
<b>Total shareholders' deficit</b>			<u>(287,901)</u>		<u>(6,698)</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 September 2017.

  
**S W Reynolds**  
Director

The notes on pages 9 to 14 form part of these financial statements.

## **Belenus Energy Limited**

### **Notes to the financial statements For the year ended 31 December 2016**

#### **1. General information**

Belenus Energy Limited is a private company, limited by shares, incorporated in and domiciled in the United Kingdom, registration number 09820130. The registered office is 6th Floor, 33 Holborn, London, EC1N 2HT.

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.

#### **2. Accounting policies**

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

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 102 is given in note 11.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. No critical judgements have been applied to these financial statements.

The following principal accounting policies have been applied:

##### **2.2 Basis of consolidation**

These financial statements contain information about the Company as an individual and do not contain consolidated financial information as the parent undertaking of a group. The Company is exempt under the special provisions of section 402 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

##### **2.3 Exemptions for qualifying entities 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; and
- from disclosing the Company's key management personnel compensation as required by FRS 102 para 33.7.
- from disclosing related party transactions that are wholly owned within the same group under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 31 December 2016 it was a wholly owned subsidiary.

##### **2.4 Going concern**

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for the twelve months from the date of approving these financial statements, which indicate the business can continue to trade for at least twelve months.

**Notes to the financial statements  
For the year ended 31 December 2016**

**2. Accounting policies (continued)**

**2.5 Investment in subsidiaries**

Investments in subsidiaries are stated at their purchase cost less any provision for diminution in value.

**2.6 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.

**2.7 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.

**2.8 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.

**2.9 Financial instruments**

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans to and from related parties.

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 income and retained earnings.

For financial assets measured at 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.

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.

**Belenus Energy Limited**

**Notes to the financial statements  
For the year ended 31 December 2016**

**2. Accounting policies (continued)**

**2.10 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.

**2.11 Finance costs**

Finance costs are charged to the Statement of income and retained earnings 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.

**2.12 Interest income**

Interest income is recognised in the Statement of income and retained earnings using the effective interest method.

**2.13 Borrowing costs**

All borrowing costs are recognised in the Statement of income and retained earnings in the year in which they are incurred.

**2.14 Current taxation**

The tax expense for the year comprises current tax. Tax is recognised in the Statement of income and retained earnings, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

**3. Employees and directors' remuneration**

During the year the Company's only employees were the directors, who did not receive any emoluments (2015 - £nil).

**Belenus Energy Limited**

**Notes to the financial statements  
For the year ended 31 December 2016**

**4. Investments**

	Investments in subsidiary companies £
<b>Cost</b>	
At 1 January 2016	3,239,644
Additions	1,771,736
At 31 December 2016	<u>5,011,380</u>
<b>Net book value</b>	
At 31 December 2016	<u>5,011,380</u>
At 31 December 2015	<u>3,239,644</u>

**Subsidiary undertakings**

The company owns 100% of the ordinary share capital of Peter Hill Solar Limited, Ash Row Farm Limited, Averill Farm Limited, Cloford Common Farm Limited and Pollington Airfield Limited, companies registered in England and Wales. The registered addresses of these companies are 6th Floor, 33 Holborn, London, EC1N 2HT.

**5. Debtors**

	2016 £	2015 £
<b>Due after more than one year</b>		
Amounts owed by group undertakings	22,431,629	-
	<u>22,431,629</u>	<u>-</u>

Included within amounts owed by group undertakings after more than one year are unsecured loans with year/period end balances totalling £22,893,846 (2015 - £nil). The loan bears interest at 8% (2015 - nil%).

	2016 £	2015 £
<b>Due within one year</b>		
VAT recoverable	25,418	-
Prepayments and accrued income	602,031	11,044,391
	<u>627,449</u>	<u>11,044,391</u>

## **Belenus Energy Limited**

### **Notes to the financial statements For the year ended 31 December 2016**

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

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Trade creditors	<b>52</b>	-
Amounts owed to group undertakings	<b>639,171</b>	-
Other creditors	<b>212,198</b>	1,354,075
Accruals and deferred income	<b>6,635</b>	19,535
	<b>858,056</b>	<b>1,373,610</b>

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

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

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Amounts owed to group undertakings	<b>27,500,303</b>	12,917,123
	<b>27,500,303</b>	<b>12,917,123</b>

Included within amounts owed to group undertakings are unsecured loans with year/period end balances totalling £27,500,303 (2015 - £12,917,123). The loan bears interest at 10% (2015 - 10%).

#### **8. Called up share capital**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
<b>Allotted and fully paid</b>		
1 (2015 - 1) Ordinary share of £0.01 each	-	-

#### **9. Related party transactions**

The company has taken advantage of the exemption under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 31 December 2016 it was a wholly owned subsidiary.

The company has identified no further transactions which fall to be disclosed under the terms of FRS 102 "Related Party Disclosure".

#### **10. Ultimate controlling party**

The Company is a wholly owned subsidiary of Bracken Holdings Limited, a company incorporated in England and Wales.

## **Belenus Energy Limited**

### **Notes to the financial statements For the year ended 31 December 2016**

#### **11. First time adoption of FRS 102**

This is the first year that the company has presented its results under FRS 102 Section 1A. The last financial statements under the UK GAAP were for the year ended 31 December 2015. The date of transition to FRS 102 was 1 January 2015. The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.

#### **12. Post balance sheet events**

On 5 May 2017, the company sold their investment in the following companies:

- Peter Hill Solar Limited for a consideration of £1,877,985 resulting in a profit on disposal of £988,306.
- Ash Row Farm Limited for a consideration of £1,962,168 resulting in a profit of £1,195,222.
- Cloford Farm Limited for a consideration of £1,846,539 resulting in a profit on disposal of £907,866.
- Pollington Airfield Limited for a consideration of £2,076,811 resulting in a profit of £1,156,879.