Registered number: 09820130

Belenus Energy Limited

Directors' report and financial statements for the year ended 31 December 2017

Belenus Energy Limited

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Belenus Energy Limited

Company information

Directors	K A Shenton P S Latham T J Rosser
Company secretary	S Ludlow
Registered number	09820130
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
Bankers	The Royal Bank of Scotland plc 36 St Andrew Square Edinburgh EH2 2YB
Solicitors	Burges Salmon LLP One Glass Wharf Bristol BS2 0ZX

Belenus Energy Limited

Directors' report
for the year ended 31 December 2017

The directors present their report and the audited financial statements of the company for the year ended 31 December 2017.

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 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:

D Goodwin (resigned 6 August 2018)
K A Shenton (appointed 6 August 2018)
P S Latham
S W Reynolds (resigned 6 August 2018)
T J Rosser (appointed 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" 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 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 Section 1A, 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.

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.

Belenus Energy Limited

Directors' report
for the year ended 31 December 2017

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 2018 and signed on its behalf.

T J Rosser
Director

Belenus Energy Limited

Independent auditors' report to the members of Belenus Energy Limited
Report on the financial statements

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 2017 and of its profit 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" Section 1A, 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 Balance sheet as at 31 December 2017; the statement of income and retained earnings for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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.

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.

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.

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.

Belenus Energy Limited

Independent auditors' report to the members of Belenus Energy Limited

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.

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 2017 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.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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 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.

Independent auditors' report to the members of Belenus Energy Limited

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. This description forms part of our auditors' report.

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.

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.

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.

Richard Lingwood

Richard Lingwood (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
Date: 28 September 2018

Belenus Energy Limited

Statement of income and retained earnings
for the year ended 31 December 2017

	2017	2016
	£	£
Cost of sales	(291,699)	(43)
Gross loss	**(291,699)**	(43)
Administrative expenses	(1,225,543)	(13,302)
Operating loss	**(1,517,242)**	(13,345)
Profit of disposal of subsidiary companies	3,093,688	-
Interest receivable and similar income	712,872	1,415,435
Interest payable and similar charges	(817,866)	(1,683,293)
Profit/(loss) on ordinary activities before taxation	**1,471,452**	(281,203)
Tax on profit/(loss) on ordinary activities	-	-
Profit/(loss) for the financial year	**1,471,452**	(281,203)
Retained deficit at the beginning of the year	(287,901)	(6,698)
Profit/(loss) for the financial year	1,471,452	(281,203)
Retained earnings/(deficit) at the end of the year	**1,183,551**	(287,901)

All amounts above relate to continuing operations.

The company has no items of other comprehensive income for the current or preceding financial year. Therefore no separate statement of other comprehensive income has been presented.

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

Balance sheet
as at 31 December 2017

	Note	2017	2017	2016	2016
		£	£	£	£
Fixed assets					
Investments	4		**388,429**		5,011,380
Current assets					
Debtors: amounts falling due after more than one year	5	-		22,431,629	
Debtors: amounts falling due within one year	5	**4,321,161**		627,449	
Creditors: amounts falling due within one year	6	**(3,526,039)**		(858,056)	
Net current assets			**795,122**		22,201,022
Total assets less current liabilities			**1,183,551**		27,212,402
Creditors: amounts falling due after more than one year	7		-		(27,500,303)
Net assets / (liabilities)			**1,183,551**		(287,901)
Capital and Reserves					
Called up share capital	8		-		-
Retained earnings			**1,183,551**		(287,901)
Total shareholders' funds/(deficit)			**1,183,551**		(287,901)

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" as amended by 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 2018.

T J Rosser
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 2017

1. General information

Belenus Energy Limited is a private company, limited by shares, incorporated in and domiciled in England, the United Kingdom, registered 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 are prepared on the going concern basis, 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.

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. No critical judgements have been applied to these financial statements.

The following principal accounting policies have been applied:

2.3 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.

2.4 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 income and retained earnings within administrative expenses.

2. Accounting policies (continued)

2.5 Investments

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

2.6 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.

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 statement of income and retained earnings, 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 income and retained earnings.

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 income and retained earnings.

2. Accounting policies (continued)

2.7 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 income and retained earnings so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.8 Operating leases

Rentals under operating leases are charged to the statement of income and retained earnings on a straight-line basis over the lease term.

2.9 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of income and retained earnings, 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.

2. Accounting policies (continued)

2.10 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 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 on the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the statement of income and retained earnings. 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 this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2.11 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.

3. Employees and directors' remuneration

The company has no employees other than the directors, who did not receive or waive any remuneration (2016: £nil).

4. Investments

	Investments in subsidiary companies
	£
Cost	
At 1 January 2017	5,011,380
Disposals	(4,622,951)
At 31 December 2017	**388,429**
Net book value	
At 31 December 2017	**388,429**
At 31 December 2016	5,011,380

Subsidiary undertakings

The company owns 100% of the ordinary share capital of Averill Farm Limited, a company registered in England and Wales. The registered office is 6th Floor, 33 Holborn, London, EC1N 2HT. On 5 May 2017, the company sold their investments in Peter Hill Solar Limited, Ash Row Farm Limited, Cloford Farm Limited and Pollington Airfield Limited for a consideration of £1,877,985, £1,962,168, £1,846,539 and £2,076,811 respectively. This has resulted in a gain of £3,093,688.

5. Debtors

	2017	2016
	£	£
Amounts falling due after more than one year		
Amounts owed by group undertakings	-	22,431,629

Included within amounts owed by group undertakings after more than one year are unsecured loans with year end balances totalling £nil (2016: £22,431,629). The loans bear interest at 0% (2016: 6.7%).

	2017	2016
	£	£
Amounts falling due within one year		
Amounts owed by group undertakings	**4,188,486**	-
Other debtors	**132,675**	25,418
Prepayments and accrued income	-	602,031
	4,321,161	627,449

Included within amounts owed by group undertakings within one year are unsecured loans with year end balances totalling £4,747,912 (2016: £nil). The loans bear interest at 6.7% (2016: nil). A provision of £559,426 (2016: £nil) ha been made against this balance.

6. Creditors - amounts falling due within one year

	2017	2016
	£	£
Trade creditors	52	52
Amounts owed to group undertakings	3,500,222	-
Other creditors	453	212,198
Accruals and deferred income	25,312	645,806
	3,526,039	858,056

Included within amounts owed to group undertakings are unsecured loans with year end balances totalling £3,500,222 (2016: £nil). The loans bear interest at 6.7% (2016: nil) and are repayable on demand.

7. Creditors - amounts due after more than one year

	2017	2016
	£	£
Amounts owed to group undertakings	-	27,500,303

Included within amounts owed to group undertakings are unsecured loans with year end balances totalling £nil (2016: £27,500,303). The loan bears interest at 0% (2016: 6.7%).

8. Called up share capital

	2017	2016
	£	£
Allotted, called up and fully paid		
1 (2016: 1) Ordinary shares of £0.01	-	-

9. Related party transactions

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

The company had a loan agreement with Bracken Holdings Limited, the parent company. At the year end, a total of £3,500,222 (2016: £27,500,303) was outstanding which was included in creditors falling due within one year (2016: creditors falling due after more than one year). During the year, the company was charged interest of £817,866 (2016: £1,683,233) on this loan which £16,632 (2016: £639,171) was included in accruals and deferred income.

During the year, the company met expenditure of £1,299 (2016: £10,551) on behalf of the company's wholly owned subsidiary company, Averill Farm Limited. The company also charged interest of £317,551 (2016: £317,726) to its subsidiary company. At the year end, a total of £4,188,486 (2016: £4,705,118) was outstanding of which £4,188,486 (2016: £4,705,118) is included in debtors and £nil (2016: £nil) is included in creditors. A provision of £559,426 (2016: £nil) has been made against this debtor balance.

10. Ultimate parent undertaking and controlling party

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