

In accordance with
Regulation 32 of the
Overseas Companies
Regulations 2009

OS AA01

Statement of details of parent law and other information for an overseas company



Companies House

FRIDAY



A3ZNU01T

A11 23/01/2015 #249
For further information, please
refer to our guidance at
www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law

☒ **What this form is NOT for**
You cannot use this form to register
an alteration of manner of compliance
with accounting requirements

Part 1 Corporate company name

Corporate name of
overseas company ①

Powergen Holdings B V

UK establishment
number

B R 0 0 0 8 7 2 8

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ②

The Netherland's Civil Code

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ **No** Go to **Section A3**

☒ **Yes** Please enter the name of the organisation or other
body which issued those principles below, and then go to **Section A3**

Name of organisation
or body ③

EC Directives



③ Please insert the name of the
appropriate accounting organisation
or body

A3 Accounts

Accounts


Have the accounts been audited? Please tick the appropriate box

☒ **No** Go to **Section A5**

☐ **Yes** Go to **Section A4**

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A4 Audited accounts		
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box <input type="checkbox"/> No Go to Part 3 'Signature' <input type="checkbox"/> Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'	❶ Please insert the name of the appropriate accounting organisation or body
Name of organisation or body ❶		
A5 Unaudited accounts		
Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
Part 3 Signature		
I am signing this form on behalf of the overseas company		
Signature	Signature X  X on behalf of E ON UK Directors Limited This form may be signed by Director, Secretary, Permanent representative	

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Deborah Gandley
Company name	E ON UK plc
Address	Westwood Way
Westwood Business Park	
Post town	Coventry
County/Region	
Postcode	C V 4 8 L G
Country	
DX	
Telephone	02476 183145



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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POWERGEN HOLDINGS B V

ROTTERDAM, THE NETHERLANDS

Annual report for the statutory year ended 20 June 2014

Address	Westwood Way Westwood Business Park Coventry CV4 8LG
Company No	FC026689
Branch No	BR008728
Chamber of Commerce	Rotterdam
File number	24 241 908

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POWERGEN HOLDINGS B V

Annual report for the statutory year ended 20 June 2014

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POWERGEN HOLDINGS B V

1 Management report

Following the decisions taken during the extraordinary shareholders' meeting held in Coventry, management of Powergen Holdings B V (the "Company") herewith submits its report for the statutory year ended 20 June 2014

Summary of activities and future outlook

During the year under review the Company continued to act as an intermediary holding company for the E ON SE Group

Post-balance sheet date event

There have been no post balance sheet events

A handwritten signature in black ink, appearing to read 'René Matthies', with a stylized, cursive script.

René Matthies
Director

04 December 2014

POWERGEN HOLDINGS B V

2 BALANCE SHEET AS AT 20 JUNE 2014

	Notes	<u>2014</u> GBP 1,000	<u>2013</u> GBP 1,000
ASSETS			
Fixed assets			
Financial fixed assets	5 1	258,146	258,146
		<u>258,146</u>	<u>258,146</u>
Current assets			
Receivables and prepayments	5 2	624,131	623,577
		<u>624,131</u>	<u>623,577</u>
Total assets		<u>882,277</u>	<u>881,723</u>
SHAREHOLDERS' EQUITY AND LIABILITIES			
Shareholders' equity			
Paid up share capital	5 3	66,869	66,869
Share premium reserve		695,429	695,429
Legal reserve		6,687	6,687
Other reserves		113,292	112,738
		<u>882,277</u>	<u>881,723</u>
Total shareholders' equity and liabilities		<u>882,277</u>	<u>881,723</u>

POWERGEN HOLDINGS B V

3 PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 20 JUNE 2014

	Notes	<u>2014</u> GBP 1,000	<u>2013</u> GBP 1,000
Operating expenses		-	(78)
Gross margin		<u>-</u>	<u>(78)</u>
Net interest income and similar income	6 1	715	1,290
Result on ordinary activities before tax		<u>715</u>	<u>1,212</u>
Corporation tax on ordinary activities	6 2	(161)	(288)
Result on ordinary activities after tax		<u><u>554</u></u>	<u><u>924</u></u>

POWERGEN HOLDINGS B V

4 General notes

General

The Company is a private limited liability company, incorporated on 12 October 1993, under the laws of The Netherlands, with its corporate seat at Rotterdam, The Netherlands

The ultimate shareholder of the Company is E ON SE, a company registered in Germany

E ON SE includes the Company in its consolidated financial statements. Therefore the Company has made use of the exemption option as laid down in Article 408, Title 9, Book 2 of The Netherlands' Civil Code

The objects of activities of the Company according to article 2 of the Articles of Association are, to participate in, to finance and to manage other business enterprises whose objects are the supply of energy or objects related thereto

4.1 Summary of significant accounting policies

General

The financial statements have been prepared in conformity with the requirements of the E.C. Directives

Valuation

All assets and liabilities are stated at face value, unless stated otherwise

Financial fixed assets

Financial fixed assets are stated at the lower of cost or net realisable value

Income and expenses

Income and expenses are attributed to the period to which they relate

Foreign currencies

On 20 June 2002, the Company was migrated from Luxembourg to the United Kingdom. As a result of this transfer the management accounts are now prepared in Sterling

Assets and liabilities denominated in foreign currencies are converted into Sterling at the balance sheet date closing rate. Exchange differences are reflected in the financial result for the year

POWERGEN HOLDINGS B V

5 Notes to the balance sheet as at 20 June 2014

5.1 Financial fixed assets

As at the balance sheet date the Company had a direct interest in the following participations

	<u>2014</u>	<u>2013</u>
	% ownership	% ownership
Visioncash Ltd, Coventry	99.99	99.99
PT Power Jawa Barat, Jakarta	40	40

The movement in these investments can be summarised as follows

	<u>2014</u>	<u>2013</u>
	GBP 1,000	GBP 1,000
Opening balance	258,146	258,146
Closing balance	<u>258,146</u>	<u>258,146</u>

5.2 Current assets

5.2.1 Receivables and prepayments

	<u>2014</u>	<u>2013</u>
	GBP 1,000	GBP 1,000
This item can be specified as follows		
Amounts owed by group undertakings	624,131	623,577
	<u>624,131</u>	<u>623,577</u>

Amounts owed by group undertakings include a loan of £78,313,000 which is unsecured, bears interest at LIBOR minus 5 base points and is due to be repaid in May 2015. All other balances above are non-interest bearing.

POWERGEN HOLDINGS B V

5 Notes to the balance sheet as at 20 June 2014 (continued)

5.3 Shareholders' equity

The authorised, issued and fully paid-up share capital of the Company amounts to EUR 76,802,400 divided into 768,024 shares with a nominal value of EUR 100 each

Movement in the shareholders' equity can be summarised as follows

	2014	2013
	GBP 1,000	GBP 1,000
Paid up share capital	66,869	66,869
Share premium reserve	695,429	695,429
Legal reserve	6,687	6,687
Other reserves		
Opening balance	112,738	111,814
Result for the year	554	924
	113,292	112,738
Total	882,277	881,723

POWERGEN HOLDINGS B V

6 Notes to the profit and loss account for the year ended 20 June 2014

6 1 Interest income and similar income

	<u>2014</u>	<u>2013</u>
This item is specified as follows	GBP 1,000	GBP 1,000
Interest on loans	683	1,233
Foreign exchange gains	32	57
	<u>715</u>	<u>1,290</u>

6 2 Corporation tax

	<u>2014</u>	<u>2013</u>
	GBP 1,000	GBP 1,000
UK corporation tax	161	288
Adjustment in respect of previous periods	-	-
Tax on profit on ordinary activities	<u>161</u>	<u>288</u>

The difference between the tax on the profit on ordinary activities for the year and the tax assessed on the profit on ordinary activities for the year assessed at the effective rate of corporation tax in the UK at 22.56% (2013: 23.78%) can be explained as follows

	<u>2014</u>	<u>2013</u>
	GBP 1,000	GBP 1,000
Profit on ordinary activities before tax	715	1,212
Tax on profit on ordinary activities before tax at 22.56% (2013: 23.78%),	161	288
Effects of		
Adjustment in respect of previous periods	-	-
Current tax charge for the year	<u>161</u>	<u>288</u>

Director and employees

The Company had two Managing Directors and no employees during the year under review as follows

René Matthies
E.ON UK Directors Limited

POWERGEN HOLDINGS B V

7 Supplementary information

Statutory provision for appropriation of results

Following the decision of the shareholders of the Company, Article 13 of the Articles of Incorporation of the Company that governs the appropriation of results states that

- 1 Out of the net profit five percent shall be placed into a legal reserve account. The requirement ceases to be compulsory when the reserve amounts to ten percent of the share capital of the Company. The profits after the transfer to the legal reserve account shall be at the disposal of the general meeting.
- 2 The Company may make distributions to shareholders and other persons entitled to profits that qualify for distribution only to the extent that the shareholders' equity exceeds the paid-up and called capital plus the reserves which must be maintained by law or under these articles of incorporation.
- 3 The shareholders may decide to pay interim dividends on the basis of a statement of accounts prepared by the managers showing that sufficient funds are available for distribution.
The amount to be distributed may not exceed profits realised since the end of last fiscal year increased by any profits carried forward and distributable reserves but decreased by losses carried forward and sums to be allocated to a reserve to be established by law or by these articles of incorporation.
- 4 Profits may be distributed after formation and adoption of the annual accounts showing that the distribution is permitted.
- 5 The Company shall not receive dividends for shares which are held by itself.

Appropriation of the result

Management proposes to charge the profit for the year ended 20 June 2014 to other reserves.

Auditor's opinion

The Company avails itself of the possibility to be exempted from the obligation to have the annual report reviewed by an external auditor, as provided by art. 2:396.6 Dutch Civil Code. As a consequence thereof, no auditor's opinion is appended to the annual report.