

SSE Renewables Group (UK) Limited

Directors' report and
financial statements

Year ended 31 March 2013

Registered number: NI049557



SSE Renewables Group (UK) Limited

Directors' report and financial statements

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SSE Renewables Group (UK) Limited

Directors and other information

Directors

C. Giblin (Irish)
S. Wheeler (Irish)
J. Smith
P. Smith

Secretary

L. J. V. Donnelly

Registered office

2nd Floor
83 – 85 Great Victoria Street
Belfast
Northern Ireland
BT2 7AF

Solicitors

SSE Legal Counsel
Inveralmond House
200 Dunkeld Road
Perth
PH1 3AQ
Scotland

Auditor

KPMG
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

SSE Renewables Group (UK) Limited : Registered number NI049857

Directors' report

The directors present their report together with the audited financial statements for the year ended 31 March 2013.

Principal activity and business review

The company is a holding company for the purposes of holding shares in other fellow group companies. The directors do not anticipate the company's principal activity will change significantly in the foreseeable future.

The company's immediate parent undertaking is SSE Renewables Holdings Limited, registered in the Republic of Ireland. The company is a wholly owned subsidiary of SSE plc.

Results for the year and dividends

During the year, the company made a profit of £61,456,216 (2012: £nil). The balance sheet at 31 March 2013 is set out on page 9 and indicates net assets of £61,456,318 (2012: net assets of £102).

Directors and company secretary

The following Directors resigned from office during the period;

Director	Resignation date
Mark Ennis	15 March 2013
Fraser McGregor Alexander	25 February 2013
David Gardner	12 October 2012
John Gillard (Alternate Director)	27 April 2012

The following Directors were appointed to office during the period;

Director	Appointment date
Paul Smith	15 March 2013

The directors and secretary who were in office at the date of approval of these financial statements are those listed on page 1. In accordance with the Articles of Association of the company, the directors are not required to retire by rotation.

Post balance sheet events

There have been no significant events since the balance sheet date.

Political and charitable donations

The company did not make any political or charitable donations during the year (2012: £nil).

SSE Renewables Group (UK) Limited

Directors' report (*continued*)

Disclosure of information to auditors

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditor

In accordance with Section 487 of the Companies Act, 2006, the auditor, KPMG, Chartered Accountants, will be deemed to be reappointed and therefore will continue in office.

On behalf of the Board



C. Giblin
Director

29 October 2013

SSE Renewables Group (UK) Limited

Statement of directors' responsibilities in respect of the directors report and the financial statements

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 elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the Board



C. Giblin
Director



KPMG
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

Independent auditor's report to the members of SSE Renewables Group (UK) Limited

We have audited the financial statements of SSE Renewables Group (UK) Limited for the year ended 31 March 2013, set out on pages 8 to 16, which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

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 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. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.



Independent auditor's report to the members of SSE Renewables Group (UK)
Limited (*continued*)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

C. Mullen (Senior Statutory Auditor)
for and on behalf of KPMG, Statutory Auditor
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

29 October 2013

SSE Renewables Group (UK) Limited

Statement of accounting policies *for the year ended 31 March 2013*

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with generally accepted accounting principles under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board, as promulgated by the Institute of Chartered Accountants in England and Wales. The financial statements are stated in Pounds Sterling.

The financial statements cover the year ended 31 March 2013.

Cash flow statement

The company is exempt from the requirements of FRS 1 '*Cashflow Statements*' (*Revised*), to include a cash flow statement as part of its financial statements because the company is a wholly owned subsidiary of SSE plc, which publishes a consolidated cash flow statement.

Financial assets

Financial assets are shown at cost less provision for any impairment in value.

Related party transactions

The company is availing of the exemption under FRS 8 '*Related Party Disclosures*', whereby as it is a wholly owned subsidiary undertaking of SSE plc, it is not disclosing transactions with any group undertakings which are consolidated in the financial statements of SSE plc.

Consolidated accounts

Consolidated accounts have not been prepared as the company is availing of the exemption whereby, as a wholly owned subsidiary of an entity which prepares consolidated accounts, it is not required to prepare consolidated accounts.

SSE Renewables Group (UK) Limited

Profit and loss account for the year ended 31 March 2013

	<i>Note</i>	2013 £	2012 £
Interest payable and similar charges	2	(273,270)	-
Receipt of distribution inspecie		61,729,486	
		<hr/>	<hr/>
Profit on ordinary activities before taxation	3	61,456,216	-
Tax on profit on ordinary activities	4	-	-
		<hr/>	<hr/>
Profit for the financial year	9	61,456,216	-
		<hr/>	<hr/>

The company had no recognised gains or losses in the current or prior financial years other than those dealt with in the profit and loss account.

On behalf of the Board


C. Giblin
Director

SSE Renewables Group (UK) Limited

Balance sheet as at 31 March 2013

	Note	2013 £	2012 £
Fixed assets			
Financial assets	5	10,000,136	136
		<hr/>	<hr/>
		10,000,136	136
Current assets			
Debtors	6	61,456,216	-
		<hr/>	<hr/>
		61,456,216	-
Creditors: amounts falling due within one year	7	(10,000,034)	(34)
		<hr/>	<hr/>
Net current assets		51,456,182	(34)
		<hr/>	<hr/>
Net assets		61,456,318	102
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	8	102	102
Profit and loss account	9	61,456,216	-
		<hr/>	<hr/>
Shareholders' funds	9	61,456,318	102
		<hr/>	<hr/>

On behalf of the Board


C. Giblin
Director

SSE Renewables Group (UK) Limited

Notes

1 Ownership

The company's immediate parent undertaking is SSE Renewables Holdings Limited, registered in the Republic of Ireland.

The company's ultimate parent undertaking is SSE plc, registered in the United Kingdom. The largest group in which the results of the company are consolidated is that headed by SSE plc. The consolidated financial statements of SSE plc are available to the public and may be obtained from its registered office at Inveralmond House, 200 Dunkeld Road, Perth, PH1 3AQ.

No other group financial statements include the results of the company.

2 Interest payable and similar charges

	2013	2012
	£	£
On loans repayable on demand	(273,270)	-

3 Statutory information

	2013	2012
	£	£
Auditors remuneration		
- Audit services	662	662
- Tax advisory services	221	221

Auditor's remuneration and all other expenses have been borne by another group company.

None of the directors received any emoluments in respect of fees or services to the company in the year ended 31 March 2013 (2012: £nil).

The company had no employees in the current or prior year.

SSE Renewables Group (UK) Limited

Notes (*continued*)

4 Taxation

	2013 £	2012 £
Current taxation		
Current tax charge	-	-
Adjustments in respect of prior periods	-	-
	<hr/>	<hr/>
	-	-
Deferred taxation		
Deferred tax charge for the year	-	-
	<hr/>	<hr/>
Tax charge on profit on ordinary activities	-	-
	<hr/>	<hr/>

The differences between the current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2013 £	2012 £
Profit on ordinary activities before tax	61,456,216	-
	<hr/>	<hr/>
Tax charge on profit on ordinary activities at standard UK corporation tax rate of 24% (2012: 26%)	14,749,492	-
<i>Effects of:</i>		
Expenditure disallowable for tax purposes	(14,749,492)	-
	<hr/>	<hr/>
Current tax charge for the year	-	-
	<hr/>	<hr/>

The March 2013 Budget announced an additional 1% reduction in the tax rate, from 1 April 2013, to 23%. This was substantively enacted before March 2013. This change will reduce the Company's future current tax charge accordingly.

SSE Renewables Group (UK) Limited

Notes (*continued*)

5 Financial assets

	2013 £	2012 £
Shares in subsidiary undertakings, at cost	116	116
Investment in joint ventures, at cost	20	20
Other Investments, at cost ¹	10,000,000	-
Share additions in subsidiary undertakings, at cost ²	61,729,486	-
Share disposals in subsidiary undertakings, at cost ²	(61,729,486)	-
Share additions in SSE Renewables Limited, at cost ²	61,729,486	-
Share disposals in SSE Renewables Limited, at cost ²	(61,729,486)	-
	<hr/>	<hr/>
	10,000,136	136
	<hr/>	<hr/>

1. During the year Bin Mountain Windfarm (N.I.) Limited and Carcant Windfarm (Scotland) Limited wholly owned subsidiary of SSE Renewables Group (UK) Limited was disposed of to Greencoat UK Wind PLC. As part of the disposal agreement SSE Renewables Group UK Limited acquired 1,000,000,000 ordinary shares in Greencoat UK Wind PLC for £0.01 per share.

2. During the year SSE Renewables Holdings (UK) Limited declared a dividend in specie for £61,729,486 pursuant to which the shares in SSE Renewables (Gallopier) No 1 Limited, SSE Renewables (Gallopier) No 2 Limited, Beatrice Offshore Windfarm Limited, Islay Offshore Windfarm Limited and SSE Renewables Walney (UK) Limited were received by this company.

These shares were then transferred by this company to SSE Renewables Limited in exchange for the issue of shares in SSE Renewables Limited. Subsequently the company transferred its shares in SSE Renewables Limited to its ultimate parent undertaking SSE plc.

The company's subsidiary undertakings are as follows:

- (i) Airtricity Energy Supply (Northern Ireland) Limited, a wholly owned subsidiary engaged in the purchase and sale of electricity. *
- (ii) Airtricity Gas (NI) Ltd, a wholly owned subsidiary which is dormant. *
- (iii) Airtricity Gas Supply (NI) Ltd, a wholly owned subsidiary engaged in the purchase and sale of Gas. *
- (iv) Doggerbank Project 1 Bizco Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (v) Doggerbank Project 1A SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (vi) Doggerbank Project 1B SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (vii) Doggerbank Project 2 Bizco Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***

SSE Renewables Group (UK) Limited

Notes (*continued*)

5 Financial assets (*continued*)

- (viii) Doggerbank Project 2A SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (ix) Doggerbank Project 2B SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (x) Doggerbank Project 3 Bizco Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xi) Doggerbank Project 3A SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xii) Doggerbank Project 3B SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xiii) Doggerbank Project 4 Bizco Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xiv) Doggerbank Project 4A SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xv) Doggerbank Project 4B SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xvi) Doggerbank Project 5 Bizco Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xvii) Doggerbank Project 5A SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xviii) Doggerbank Project 5B SSER Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xix) Doggerbank Project 6 Bizco Limited, a wholly owned subsidiary, engaged in the development of an offshore windfarm. ***
- (xx) SSE Renewables Holdings (UK) Limited, a wholly owned subsidiary which acts as a holding company for fellow group subsidiaries. *
- (xxi) SSE Renewables Developments (UK) Limited, a wholly owned subsidiary engaged in the provision of windfarm development consultancy services to group companies. *
- (xxii) SSE Renewables UK Limited a wholly owned subsidiary which acts as a holding company***
- (xxiii) SSE Viking Limited, a wholly owned subsidiary which acts as a holding company. ***
- (xxiv) SeagreenWind Energy Limited, a 50% joint venture engaged in the development of a windfarm. ***
- (xxv) Seagreen Alpha Wind Energy Limited, a 50% owned subsidiary engaged in the development of a windfarm. ***
- (xxvi) Seagreen Bravo Wind Energy Limited, a 50% owned subsidiary engaged in the development of a windfarm. ***
- (xxvii) Seagreen Echo Wind Energy Limited, a 50% owned subsidiary engaged in the development of a windfarm. ***
- (xxviii) Seagreen Foxtrot Wind Energy Limited, a 50% owned subsidiary engaged in the development of a windfarm. ***
- (xxix) Seagreen Charlie Wind Energy Limited, a 50% owned subsidiary engaged in the development of a windfarm. ***
- (xxx) Seagreen Delta Wind Energy Limited, a 50% owned subsidiary engaged in the development of a windfarm. ***
- (xxxi) Seagreen Golf Wind Energy Limited, a 50% owned subsidiary engaged in the development of a windfarm. ***

SSE Renewables Group (UK) Limited

Notes (continued)

5 Financial assets (continued)

- (xxxii) Clyde Windfarm (Scotland) Limited, a wholly owned subsidiary engaged in the development of a windfarm. **
- (xxxiii) Invercassley Windfarm Limited, a wholly owned subsidiary engaged in the development of a windfarm. **
- (xxxiv) Whiteside Hill Windfarm (Scotland) Limited, a wholly owned subsidiary engaged in the development of a windfarm. *
- (xxxv) Slieve Divena Windfarm No. 2 Limited, a wholly owned subsidiary engaged in the development of a windfarm.*
- (xxxvi) Keadby Wind farm Limited a wholly owned subsidiary engaged in the development of a windfarm. **
- (xxxvii) Langhope Rig Windfarm (Scotland) Limited, a wholly owned subsidiary engaged in the development of a windarm. **
- (xxxviii) Renewable Energy Partners Limited, a wholly owned subsidiary engaged in the development of a windfarm.*
- (xxxix) Brough Head Wave Farm Limited, a wholly owned subsidiary engaged in the development of marine activity. ^^^
- (xl) Griffin Windfarm (Holdings) Limited, a wholly owned subsidiary, which acts as a holding company for fellow group subsidiaries. **
- (xli) Griffin Windfarm Limited, a wholly owned subsidiary engaged in the development of a windfarm. **
- (xlii) Kilkeel Offshore Wind Limited, a wholly owned subsidiary engaged in the provision of offshore development of a windfarm. *
- (xlili) Cantick Head Tidal Development Limited, a 50% owned subsidiary engaged in the development of marine activity. **

Investments held in Joint Ventures are as follows:

- (xliv) Aviation Investment Fund company Limited, a 17.7% investment in a company engaged in the development of solutions to aviation stakeholder objections on renewable energy projects.>
- (xlv) Costa Head Wave Farm Limited, a 50% Joint Venture with Alstom UK Holdings Limited, engaged in the development of an offshore windfarm.***
- (xlvi) Forewind Limited, a 25% Joint Venture with RWE NPower Renewables Limited, engaged in the development of an offshore windfarm. ***
- (xlvii) Greater Gabbard Offshore Winds Limited, a 50% Joint Venture with RWE NPower Renewables Limited, engaged in the development of an offshore windfarm. ***
- (xlviii) Viking Energy, a 50% Joint Venture with Viking Energy Limited, engaged in the development of an onshore windfarm

	Registered Office
*	Registered office at 2 nd Floor, 83 – 85 Great Victoria Street, Belfast, Northern Ireland, BT27AF.
**	Registered office at Inveralmond House, 200 Dunkeld Road, Perth, PH1 3AQ.
***	Registered office at 55 Vastern Road, Reading, Berkshire, RG1 8BU.
^	Registered office at Watchmoor Park, Riverside Way, Camberley, Surrey, GU15 3YL.
^^	Av. Duque de Loule 123, Sala 3.05 1069-152 Lisboa
^^^	Registered office at Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EP.
>	Greencoat House, Francis Street, London, SW1P 1DH, United Kingdom

SSE Renewables Group (UK) Limited

Notes (*continued*)

6 Debtors

	2013 £	2012 £
Amounts due from parent company (unsecured, interest bearing, payable on demand)	61,456,216	-

Interest is accrued on the outstanding amounts due from parent company at a rate of 2.37% and shall be payable on demand.

7 Creditors: amounts falling due within one year

	2013 £	2012 £
Amounts due to group companies (unsecured, interest bearing, payable on demand)	10,000,034	34

Interest is accrued on the outstanding amounts due to Group companies at a rate of 5.34% and shall be payable on demand.

8 Share capital

	2013 £	2012 £
<i>Authorised</i>		
100,000 ordinary shares of £1 each	100,000	100,000
<i>Allotted, called up and fully paid</i>		
102 ordinary shares of £1 each	102	102

Each allotted share has a right of 1 vote per share.

SSE Renewables Group (UK) Limited

Notes (*continued*)

9 Reconciliation of movement in profit and loss account and shareholders' funds

	Profit and loss account		Shareholders' funds	
	2013	2012	2013	2012
	£	£	£	£
Balance at beginning of year	-	-	102	102
Profit for the financial year	61,456,216	-	61,456,216	-
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at end of year	61,456,216	-	61,456,318	102
	<hr/>	<hr/>	<hr/>	<hr/>

10 Approval of financial statements

The financial statements were approved by the directors on 29 October 2013.