

**Forsa Energy Gas Acquisitions
Holdco 4 Limited
(Formerly Forsa Energy (Leven)
Holdings Limited)**

Directors' Report and Financial Statements

Year Ended

31 December 2019

Company Number SC573738



Forsa Energy Gas Acquisitions Holdco 4 Limited

Company Information

Directors	Alan Baker Alanna Flett Jonathan Poley
Registered number	SC573738
Registered office	Suite F3, Clyde View 22 Pottery Street Greenock Inverclyde PA15 2UZ
Independent auditors	BDO LLP 55 Baker Street London W1U 7EU

Forsa Energy Gas Acquisitions Holdco 4 Limited

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Forsa Energy Gas Acquisitions Holdco 4 Limited

Directors' Report For the Year Ended 31 December 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

Directors' responsibilities statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgements and accounting 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;
- 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 to 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.

Principal activity

The principal activity of the Company is that of a holding company.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Directors' Report (continued) For the Year Ended 31 December 2019

Going concern

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future.

The Company is dependent upon an interest-bearing loan from its parent, and ultimately related party lending from Forsa Energy Limited, until revenues from primary business activities are sufficient to satisfy its obligations and fully finance its business activities and development programs. The Company believes that it has the necessary capital resources at the balance sheet date to continue as a going concern when taking into account the ability to obtain additional financing to continue to fund future business activities until the Company can fund this through internally generated cash flow.

The Directors confirm that they have complied with the requirements of Companies Act 2006. Based on the assessment they have made of the Company's financial situation, they have concluded they have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future and continue to adopt the going concern basis in preparing the accounts.

The Directors have considered the impact which the current economic downturn, triggered by Covid-19, could have on the ability of the Company to continue as a going concern. The consolidated Group of which the Company is part of has been able to ensure the integrity of the operational projects is maintained and development of the portfolio is continued with minimal disruption. In the directors' view, power generation will remain essential to the UK's infrastructure. A letter of support has been provided by the parent company which confirms any loans due on demand will not be recalled unless the company is able to pay.

Even during a stress test, the Company would have sufficient cash available through the related party lending to continue as a going concern and pay all its commitments as they fall due for 12 months from signing these financial statements.

As such, the Directors have adopted the going concern basis in preparing the Financial Statements.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Directors' Report (continued) For the Year Ended 31 December 2019

Directors

The director who served during the year, and up to the date of signing were:

Alan Baker
Alanna Flett (appointed 31 January 2020)
Jonathan Poley (appointed 31 January 2020)
Joris Reinier M Rademakers (resigned 31 January 2020)

Qualifying third party indemnity provisions

The Company has arranged qualifying third party indemnity for all of its directors.

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.

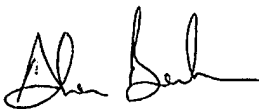
Auditors

BDO LLP, were appointed as auditors in accordance with section 485 of the Companies Act 2006 and they have expressed their willingness to remain in office.

Small companies note

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

This report was approved by the board and signed on its behalf.



Alan Baker
Director

Date: 14.08.2020

Forsa Energy Gas Acquisitions Holdco 4 Limited

Independent Auditor's report to the members of Forsa Energy Gas Acquisitions Holdco 4 Limited

Opinion

We have audited the financial statements of Forsa Energy Gas Acquisitions Holdco 4 Limited (the 'Company') for the year ended 31 December 2019 which comprise of the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- 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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Independent Auditor's report to the members of Forsa Energy Gas Acquisitions Holdco 4 Limited (continued)

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Directors' report for the financial period 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.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which 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
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Other matters

The financial statements for the company for the period to 31 December 2018 were unaudited.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's responsibilities for the audit of the financial statements

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.

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 auditor's 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.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Independent Auditor's report to the members of Forsa Energy Gas Acquisitions Holdco 4 Limited (continued)

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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

BDO LLP

Date 14.8.20

Marc Reinecke (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
BDO LLP
United Kingdom

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Forsa Energy Gas Acquisitions Holdco 4 Limited

Statement of Comprehensive Income For the Year Ended 31 December 2019

		2019 £	Unaudited period from Incorporation to 31 December 2018 £
Administrative expenses		(5,243)	-
Operating (loss)		(5,243)	-
Interest receivable and similar income	5	7,463	-
Interest payable and expenses	6	(7,463)	-
(Loss) before tax		(5,243)	-
(Loss) for the financial year		(5,243)	-

There was no other comprehensive income for 2019 (2018:£NIL).

The notes on pages 10 to 17 form part of these financial statements.

Forsa Energy Gas Acquisitions Holdco 4 Limited

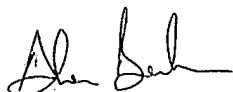
Registered number: SC573738

Statement of Financial Position As at 31 December 2019

	Note	2019 £	Unaudited 2018 £
Fixed assets			
Investments	8	2	2
		<u>2</u>	<u>2</u>
Current assets			
Debtors: amounts falling due within one year	9	898,084	2
		<u>898,084</u>	<u>2</u>
Creditors: amounts falling due within one year	10	(903,327)	(2)
		<u>(5,243)</u>	<u>-</u>
Net current (liabilities)/assets		(5,243)	-
Total assets less current liabilities		(5,241)	2
Net (liabilities)/assets		(5,241)	2
Capital and reserves			
Called up share capital	12	2	2
Profit and loss account		(5,243)	-
		<u>(5,241)</u>	<u>2</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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



Alan Baker
Director

Date: 14.08.2020

The notes on pages 10 to 17 form part of these financial statements.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Statement of Changes in Equity For the Year Ended 31 December 2019

	Called up share capital £	Profit and loss account £	Total equity £
Incorporation	-	-	-
Shares issued during the period	2	-	2
At 1 January 2019	<u>2</u>	<u>-</u>	<u>2</u>
Comprehensive income for the year			
Loss for the year	-	(5,243)	(5,243)
At 31 December 2019	<u>2</u>	<u>(5,243)</u>	<u>(5,241)</u>

The notes on pages 10 to 17 form part of these financial statements.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

1. Accounting policies

1.1 Basis of preparation of financial statements

The Company financial statements are prepared for Forsa Energy (Leven) Holdings Limited for the year ended 31 December 2019. The financial statements are presented in Pound Sterling, the presentation and functional currency of the Company with figures rounded to the nearest pound. The Company is limited by shares and is incorporated in the United Kingdom.

The accounts have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006. There are no material departures from these standards.

The accounts are for the individual Company only and do not include accounts of other group companies.

1.2 Going concern

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future.

The Company is dependent upon an interest-bearing loan from its parent, and ultimately related party lending from Forsa Energy Limited, until revenues from primary business activities are sufficient to satisfy its obligations and fully finance its business activities and development programs. The Company believes that it has the necessary capital resources at the balance sheet date to continue as a going concern when taking into account the ability to obtain additional financing to continue to fund future business activities until the Company can fund this through internally generated cash flow.

The Directors confirm that they have complied with the requirements of Companies Act 2006. Based on the assessment they have made of the Company's financial situation, they have concluded they have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future and continue to adopt the going concern basis in preparing the accounts.

The Directors have considered the impact which the current economic downturn, triggered by Covid-19, could have on the ability of the Company to continue as a going concern. The consolidated Group of which the Company is part of has been able to ensure the integrity of the operational projects is maintained and development of the portfolio is continued with minimal disruption. In the directors' view, power generation will remain essential to the UK's infrastructure. A letter of support has been provided by the parent company which confirm any loans due on demand will not be recalled unless the company is able to pay.

Even during a stress test, the Company would have sufficient cash available through the related party lending to continue as a going concern and pay all its commitments as they fall due for 12 months from signing these financial statements.

As such, the Directors have adopted the going concern basis in preparing the Annual Report and Financial Statements.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

1. Accounting policies (continued)

1.3 Exemption under FRS102

In preparing the separate financial statements of the Company, advantage has been taken of the following disclosure exemptions available in FRS102:

- No cash flow statement has been presented for the Company; and
- transactions with group undertakings where 100% of the voting rights are controlled within the group.

Refer to Note 15 for more information on where to obtain a copy of the Group accounts.

1.4 Interest income

Interest income relates to loans made to other group entities and is recognised in the Statement of Comprehensive Income using the effective interest method.

1.5 Interest payable

Interest expenditure relates to cash at bank and loans from other group entities. Interest costs in relation to loans from other group entities are recognised in the income statement as they accrue.

1.6 Loans

Loans with other group entities are considered "basic" financial instruments as defined under FRS 102 par 11.5 and 11.8 and are recognised at amortised cost.

1.7 Valuation of investments

Fixed asset investments in subsidiaries and joint ventures are held at cost. The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

1. Accounting policies (continued)

1.8 Current and deferred taxation

Tax expense for the period comprises current and deferred tax. Tax is recognised in the Income Statement, except that a change attributable to an item of income or 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.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the balance sheet date.

Deferred tax is accounted for in respect of all timing differences that have originated but not reversed by balance sheet date.

Deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Current and deferred tax balances are not discounted.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the difference between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

1.9 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.

1.10 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. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the Directors have made the following judgements:

There are not considered to be any indicators of impairment of the Company's fixed and current assets. Factors taken into consideration in reaching such a decision include economic viability and expected future financial performance of the asset.

Going concern – refer to note 1.2.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

3. Auditors' remuneration

	2019 £	Unaudited 2018 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	3,500	-

4. Employees

The Company had no employees during the year. No remuneration or pension was paid to the Directors for their services to the Company during the year. The Directors of the Company receive remuneration from a separate limited Company.

5. Interest receivable

	2019 £	Unaudited 2018 £
Loans to group undertakings	7,463	-

6. Interest payable and similar expenses

	2019 £	Unaudited 2018 £
Loans from group undertakings	7,463	-

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

7. Taxation

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2019 nor the period ended 31 December 2018.

Factors affecting tax charge for the year/period

The tax assessed for the year/period is the same as (2018 - the same as) the standard rate of corporation tax in the UK of 19% (2018 - 19%) as set out below:

	2019 £	Unaudited 2018 £
(Loss)/profit on ordinary activities before tax	(5,243)	-
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	(996)	-
Effects of:		
Deferred tax not recognised	996	-
Total tax charge for the year/period	-	-

Factors that may affect future tax charges

As at the period end, the enacted corporation tax rate to apply from 1 April 2020 was 17%, so that rate has been applied to the unrecognised deferred tax asset of £296. On 17 March 2020, the change to 17% was reversed, such that the 19% was substantively enacted to continue to apply from 1 April 2020.

Deferred tax

The Company has an unrecognised deferred tax asset of £296 in respect of tax losses carried forward. This asset has not been recognised as there is insufficient certainty as to its recoverability against future trading profits.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

8. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2019	2
	<hr/>
At 31 December 2019	2
Net book value	
At 31 December 2019	2
	<hr/> <hr/>
At 31 December 2018	2
	<hr/> <hr/>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding
Leven Generation Limited	Ordinary	100 %

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

9. Debtors

	2019 £	Unaudited 2018 £
Amounts owed by group undertakings	898,084	2
	<u>898,084</u>	<u>2</u>

Amounts owed by group undertakings of £898,084 (2018: £2) relates to a 9% (2018: 9%) interest-bearing loan that is unsecured and repayable on demand.

10. Creditors: Amounts falling due within one year

	2019 £	Unaudited 2018 £
Trade creditors	593	-
Amounts owed to group undertakings	898,084	2
Accruals and deferred income	4,650	-
	<u>903,327</u>	<u>2</u>

Amounts owed to group undertakings of £898,084 (2018: £2) relates to a 9% (2018: 9%) interest-bearing loan that is unsecured and repayable on demand.

11. Financial instruments

	2019 £	Unaudited 2018 £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	<u>898,084</u>	<u>2</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(903,327)</u>	<u>2</u>

Financial assets that are debt instruments measured at amortised cost comprise amounts owed by group undertakings.

Financial liabilities measured at amortised cost comprise trade creditors and amounts owed to group undertakings.

Forsa Energy Gas Acquisitions Holdco 4 Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

12. Share capital

	2019 £	Unaudited 2018 £
Allotted, called up and fully paid		
2 (2018 - 2) Ordinary shares of £1 each	2	2

13. Related party transactions

The Company has taken exemption under FRS 102 section 33.1A from disclosing transactions with group companies, on the grounds that each company party to the transactions is wholly owned within the group.

14. Subsequent events

As part of a group restructure, Hillhouse Generation Limited was transferred from Forsa Energy Gas Acquisitions Holdco 2 Limited to Forsa Energy (Leven) Holdings Ltd on 10th March 2020.

As part of a group restructure, Leven Generation Limited was transferred from Forsa Energy (Leven) Holdings Ltd to NG CM 2017 Ltd on 10th March 2020.

The impact of Covid-19 is regarded as a non-adjusting event under section 32 of FRS 102 and it does not have any impact on the valuation of the Company's assets and liabilities at the year end or post year end.

15. Controlling party

The Company's immediate parent undertaking is Forsa Energy CM Holdings Limited. The largest and smallest group of which the Company is a member for which group financial statements are prepared is Forsa Energy 2 Holdings Limited. Copies of the financial statements of Forsa Energy 2 Holdings Limited can be obtained from the Company's registered office First Floor, 17 Slingsby Place, London, WC2E 9AB.

The Company's ultimate parent undertaking and controlling party at the balance sheet date was R/C Europe Wind IP, LP a limited partnership established in the Cayman Islands.