

COMPANY REGISTRATION NUMBER SC332747

ATLAS ENERGY GROUP LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30 SEPTEMBER 2015

WEDNESDAY



S50YY3DN

SCT

17/02/2016

#556

COMPANIES HOUSE

ATLAS ENERGY GROUP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

CONTENTS	PAGES
Officers and professional advisers	1
Strategic report	2
Directors' report	5
Statement of directors' responsibilities	6
Independent auditor's report to the members	7
Profit and loss account	9
Group balance sheet	10
Company balance sheet	11
Group cash flow statement	12
Notes to the group cash flow statement	13
Notes to the financial statements	15

ATLAS ENERGY GROUP LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

RJ Morgan
I Armitage
AR Land
HM van der Vossen
KH Short
IA Mackie

Company secretary

IA Mackie

Registered office

Offshore House
Claymore Drive
Aberdeen Energy Park
Aberdeen
Scotland
AB23 8GD

Auditor

Deloitte LLP
Chartered Accountants
& Statutory Auditor
Aberdeen, UK

Bankers

Lloyds TSB
1st Floor, Corporate Banking
4/5 Union Terrace
Aberdeen
AB10 1NJ

Solicitors

Dickson Minto W.S
16 Charlotte Square
Edinburgh
EH2 4DF

ATLAS ENERGY GROUP LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2015

PRINCIPAL ACTIVITIES

The principal activity of the company is to act as a holding company.

Atlas Knowledge Group (Atlas) is the leading provider of learning, technology and solutions to safety critical sectors around the world. The business offers a wide range of services, technologies and capability, with one of the largest portfolios of skills and mandatory content including health & safety, environment and technical subjects in the areas of risk, competence, knowledge based skills and compliance.

The group's revenues are predominately delivered through the licensing of and subscriptions to its multi-media online courseware of over 800+ titles and 12,500 media assets for the development of customised courses for its sector orientated safety and risk clients. The group delivers its services in 106 countries in 20 languages and has a global client base of over 500 leading international companies. The business enjoys more than 450,000 learning events per annum with more than half of all learning events in the year accessed outside the UKCS.

Atlas operates in a large global oil and gas training market, estimated at £4 billion per year, where an increasing share of budgets are from learning technology, content and learning solutions. The group has identified the following favourable medium and long term trends to support its growth plans:

- Regulatory driven demand for HSE training expanding to new frontier energy areas;
- Increased global learning and development expenditure;
- In a lower oil price environment with cutbacks in operator spend, digital, online and blended learning offers the potential for optimising delivery solutions with less cost, while maintaining high standards of learning and performance;
- New learning styles and the increasing uptake of online learning requires new types of access and delivery for learning content. These fundamental changes are driving the demand for multi-platform delivery capabilities (e.g. mobile, tablets) and content that is available when required - on demand, in shorter and more easily digested segments;
- Improved learner experience in the delivery of solutions and the integrated management of training across workplaces, classroom and online and the proprietary analysis of worker and learner data;
- Coupled with skill shortages, changing demographics of an ageing workforce and experienced workers leaving the industry in this ever more challenging environment, means more new workers will need to be trained and competent to fulfil these roles going forward;
- The downturn in Upstream activities has opened the opportunities in the Mid, & Down-stream including Petrochemical sectors, which have similar occupations and compliance training requirements, this is a natural expansion area, with over 2.4m employees in those sectors, for whom the lower oil price may be beneficial in terms of energy and raw material costs. We estimate 75% of our content is applicable in such adjacent sectors;
- New frontiers and international footprint of operators with increasing requirement for cross border providers and solutions in longer term partnerships;

ATLAS ENERGY GROUP LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2015

- Increased requirement for evidence based technical qualifications and apprenticeships, coupled with the desire for workers to have more involvement in their own learning and development, is offering a new opportunity for engaging with the learner more directly; and
- Growing importance of competence and software solutions to meet mandatory skills and legislative compliance. Subsequent to major incidents (e.g. Deepwater Horizon), the drilling sector is driving towards developing a more compliant and competent workforce.

RESULTS AND BUSINESS REVIEW

Revenue increased by a c2% to £7,053,587 (2014: £6,971,286). Key revenue increases were driven primarily from new revenue lines, including our workforce planning tool and competence assurance management solutions in the second half of the financial year. Core revenue lines of content licensing and customised learning also increased, driven by the award of three international multi-year contracts during the year. New contract wins and revenue lines added £1,266k (18%) to revenue in FY14/15. Content renewal activity remained strong, however, price pressure and reduced worker numbers did impact renewal volumes hence the net result of only c2%.

The fall in Brent Crude Oil prices below \$30 / barrel, with many independent reports suggesting it may fall further, has seen more than c 20-30k workers taken out of UKCS and potentially c50k job roles, predominantly in the second half of the financial year, which has impacted revenues on domestic revenue line for mandatory verification of personnel going offshore in the North Sea, which fell 21% year on year, with lower volumes continuing into FY 15/16.

Operating costs remained tightly controlled in the year, with cost of sales, including payroll costs, reducing by £603,621. As a result, adjusted EBITDA increased by 62% to £1,729,135, being an EBITDA margin of 25%, compared to 15% in prior year, demonstrating a robust business model in the lowest oil price conditions in over 12 years with the potential for it to go lower for much longer.

Our international footprint strengthened substantially, with key contract wins in the Middle East, US & Latin America and Australasia. International revenues accounted for 44% of total revenue (2014: 28%). No single customer accounts for more than 7% of annual revenue, and the top ten customers accounted for under 33% of revenue.

The company continued to invest in technology and development, with 6% of revenues re-invested in improving content and products. Atlas updated its UKCS mandatory verification product during the year to much customer and market acclaim, and added a further 25 new and refreshed products to our library, which now has over 800+ courses available to our customers.

Over 4% of payroll cost was invested in staff training and development in the year. Atlas also launched a management development programme during the year for over 30 of our key personnel, providing the necessary skills, as we prepare for further international expansion.

A comparison of Earnings before interest, tax, depreciation and amortisation (EBITDA) performance is summarised on page 4:

ATLAS ENERGY GROUP LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2015

	2015	2014
	£	£
Reported EBITDA before non-recurring costs	1,692,004	1,017,984
Non recurring other operating income	(59,784)	-
Restructuring: Redundancy & termination costs (note 4)	97,623	57,709
(Gain) / loss on sale of fixed assets	(708)	(2,964)
Adjusted EBITDA	<u>1,729,135</u>	<u>1,072,729</u>

Improved operational performance, together with lower capital expenditure, meant that net cash generation, after debt service costs (which included an early principal repayment of £500,000), at £271,095, was ahead of the prior year (2014: £141,337).

PROSPECTS

With four major international multi-year contract wins in FY14/15 all trading to or above expectations, contributing to our current performance and secured renewals for FY15/16, there is strong revenue visibility in our pipeline, with 70% of revenues considered visible and recurring.

Atlas starts the new financial year with contracted revenue worth £18m over the next three to eight years.

The continued investment made in newer products and subscription platforms have started to gain momentum. We continue to see the benefits from the productivity and quality within the technology and operational areas, which have resulted in a lower cost base and greater capacity to take on more work within our existing headcount, demonstrating high operational leverage. Margins have improved accordingly, with adjusted EBITDA margin increasing from 15% in 2014 to 25% in 2015.

There remains continued uncertainty on oil prices and the resultant impact on industry confidence.

This has resulted in a slowdown in customer decision making. Further, there is ongoing pressure to cut operational cost base across the sector. Atlas continues to diversify its sales efforts, as we move to parts of the supply chain which continue to see market activity.

Further, we continue to promote our strategy of introducing more services, more device coverage and increased product variants (25 products, with 5 new products added in FY 14/15, including courseware available on smartphones), as well as providing more safety critical services across a wider customer base. A key multi-year contract win during the year gives us access to an additional 500 global clients in new and complementary sectors which are enjoying growth with little dependency on oil price movement. Over 75% of our content library is relevant to all safety critical industries globally.

In FY15/16, we are tracking a number of worker verification contracts in international markets, and continue to diversify into international safety critical sectors. We are actively pursuing a number of such unique market verification contracts in different parts of the world.

The new Atlas website went live in January 2016, offering an e-commerce platform, incorporating the entire Atlas online courseware, facilitating 24 hour access to our products, and specifically targets the individual learner. In addition, Atlas has launched a 'worker passport' model, allowing the individual to manage their own skills and competence development and manage training records, which is portable between employers and job markets.

ATLAS ENERGY GROUP LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2015

GOING CONCERN

The company is the parent of a group that is financed through a combination of shareholder loan notes and equity share capital, in addition to the cash flow that it generates from its principal trading activities. The group has no external debt financing. In the prior year, the maturity of the group's senior debt, owned by the shareholders, was extended by two years and amortises over two repayments through to 30 September 2017 (note 14). It was subject to a cash flow covenant during the 12 months ended 30 September 2015, measured quarterly, with a further two financial covenants, linked to the underlying trading performance of the group, being included from 1 October 2015, tested quarterly in arrears.

The group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that it is able to operate within the conditions formally agreed with the shareholders in respect of the senior debt facilities provided by them to the group. The directors, therefore, have a reasonable expectation that the group and the company have adequate financial resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the annual report and financial statements.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The group's activities expose it to a number of financial risks including cash flow risk, credit risk and liquidity risk.

Cash flow risk

The group's activities expose it to the financial risks of changes in currency exchange rates. The group does not consider it efficient to hedge its exposure to changes in foreign currency exchange rates.

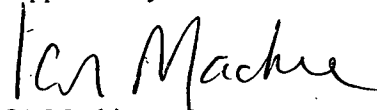
Credit risk

The group's principal financial assets are bank balances and trade debtors. The group's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of provisions for doubtful debts. The group has no significant concentration of credit risk, with exposure spread over a large number of customers.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for on-going operations and future developments the group manages and monitors its cash as part of the weekly reporting cycle, and is reviewed by the Board each month as reporting is an integral part of the monthly board pack. The group has a high operating cash conversion, and the closing group cash balance stood at £1,762,000.

Approved by the Board of directors and signed on its behalf by:



IA Mackie

Director

29 January 2016

ATLAS ENERGY GROUP LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2015

The directors present their Annual report and the audited Financial Statements of the group for the year ended 30 September 2015.

DIVIDENDS

The directors have not recommended a dividend (2014 £nil).

DIRECTORS

The directors who served the company during the year were as follows:

RJ Morgan
AR Land
I Armitage
HM van der Vossen
GG Park
KH Short
IA Mackie

IA Mackie was appointed as a director on 11 May 2015.

GG Park resigned as a director on 27 April 2015.

AUDITOR

Deloitte LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006.


Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of directors and signed on its behalf by:



IA Mackie

Director
29 January 2016

ATLAS ENERGY GROUP LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

YEAR ENDED 30 SEPTEMBER 2015

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare an Annual Report and Financial Statements for each financial year. Under that law the directors have elected to prepare the Annual Report and Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the Annual Report and 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 year.

In preparing these Annual Report and 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 UK Accounting Standards have been followed; subject to any material departures disclosed and explained in the financial statements; and
- prepare the Annual Report and 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 Annual Report and 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.

ATLAS ENERGY GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLAS ENERGY GROUP LIMITED

YEAR ENDED 30 SEPTEMBER 2015

We have audited the Financial Statements of Atlas Energy Group Limited for the year ended 30 September 2015 which comprise the Group Profit and Loss Account, the Group Balance Sheet, Company Balance Sheet, the Group Cash Flow Statement, the notes to the Group Cash Flow Statement and the related notes 1 to 24. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 Statement of Directors' Responsibilities, 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 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 group's and parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the Financial Statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited Financial Statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the Financial Statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 September 2015 and of the group's loss for the year 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.

ATLAS ENERGY GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLAS ENERGY GROUP LIMITED

YEAR ENDED 30 SEPTEMBER 2015

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company 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.


MICHAEL MCGREGOR ACA (Senior Statutory Auditor)

For and on behalf of

DELOITTE LLP

Chartered Accountants & Statutory Auditor

Edinburgh

United Kingdom

.....
29 January 2016

ATLAS ENERGY GROUP LIMITED

GROUP PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 SEPTEMBER 2015

	Note	2015 £	2014 as restated (Note 1) £
TURNOVER	2	7,053,587	6,971,286
Cost of sales		<u>(2,869,668)</u>	<u>(3,333,314)</u>
GROSS PROFIT		4,183,919	3,637,972
Administrative expenses		<u>(4,894,189)</u>	<u>(4,843,900)</u>
Other operating income/(expenses)		<u>69,047</u>	<u>(15,227)</u>
OPERATING LOSS	3	(641,223)	(1,221,155)
Interest receivable		<u>2,598</u>	<u>-</u>
Interest payable and similar charges	6	<u>(2,725,985)</u>	<u>(2,426,114)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(3,364,610)	(3,647,269)
Taxation on ordinary activities	7	<u>63,257</u>	<u>2,184</u>
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION, BEING LOSS FOR THE FINANCIAL YEAR	8	<u>(3,301,353)</u>	<u>(3,645,085)</u>

All of the activities of the group are classed as continuing.

The group has no recognised gains and losses for the current and preceding year. Accordingly, no statement of Total Recognised Gains and Losses has been presented.

The notes on pages 16 to 29 form part of these annual report and financial statements.

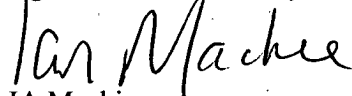
ATLAS ENERGY GROUP LIMITED

GROUP BALANCE SHEET

30 SEPTEMBER 2015

	Note	2015 £	2014 £
FIXED ASSETS			
Intangible assets	9	4,465,004	6,332,646
Tangible assets	10	1,167,765	1,264,568
		<u>5,632,769</u>	<u>7,597,214</u>
CURRENT ASSETS			
Debtors	12	1,164,062	1,054,046
Cash at bank		1,762,219	1,491,124
		<u>2,926,281</u>	<u>2,545,170</u>
CREDITORS: Amounts falling due within one year	13	<u>(1,864,720)</u>	<u>(1,396,531)</u>
NET CURRENT ASSETS		<u>1,061,561</u>	<u>1,148,639</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>6,694,330</u>	<u>8,745,853</u>
CREDITORS: Amounts falling due after more than one year			
Senior debt	14	3,164,881	(4,288,875)
Other creditors	14	106,621	—
		<u>(3,271,502)</u>	<u>(4,288,875)</u>
PROVISIONS FOR LIABILITIES			
Deferred taxation	17	(89,366)	—
TOTAL NET ASSETS EMPLOYED		<u>3,333,462</u>	<u>4,456,978</u>
Financed by:			
LOAN NOTES	14	<u>25,203,206</u>	<u>22,920,369</u>
CAPITAL AND RESERVES			
Share capital	21	979,750	979,750
Own shares	22	(166,500)	(61,500)
Capital redemption reserve	22	251,750	251,750
Profit and loss account	22	(22,934,744)	(19,633,391)
TOTAL CAPITAL AND RESERVES	23	<u>(21,869,744)</u>	<u>(18,463,391)</u>
TOTAL FINANCING	23	<u>3,333,462</u>	<u>4,456,978</u>

These accounts were approved by the directors and authorised for issue on 29 January 2016, and are signed on their behalf by:



IA Mackie
Director

The notes on page 16 to 29 form part of these annual report and financial statements.

ATLAS ENERGY GROUP LIMITED

COMPANY BALANCE SHEET

30 SEPTEMBER 2015

FIXED ASSETS

Investments	11	920,000	920,000
-------------	----	---------	---------

CURRENT ASSETS

Debtors	12	2,016,500	2,087,000
Cash at bank		32,733	32,733

		2,049,233	2,119,733
--	--	-----------	-----------

CREDITORS: Amounts falling due within one year

13	(1,903,657)	(1,869,157)
----	-------------	-------------

NET CURRENT ASSETS

145,576	250,576
---------	---------

TOTAL ASSETS LESS CURRENT LIABILITIES

1,065,576	1,170,576
-----------	-----------

CAPITAL AND RESERVES

Share capital	21	979,750	979,750
---------------	----	---------	---------

Own shares	22	(166,500)	(61,500)
------------	----	-----------	----------

Capital redemption reserve	22	251,750	251,750
----------------------------	----	---------	---------

Profit and loss account	22	576	576
-------------------------	----	-----	-----

SHAREHOLDERS' FUNDS

1,065,576	1,170,576
-----------	-----------

The financial statements of Atlas Energy Group Limited, registered number SC332747, were approved by the board of directors and authorised for issue on 29 January 2016.

They were signed on its behalf by:



IA Mackie
Director

The notes on pages 16 to 29 form part of these annual report and financial statements.

ATLAS ENERGY GROUP LIMITED

GROUP CASH FLOW STATEMENT

30 SEPTEMBER 2015

	Note	2015 £	2014 £
Net cash inflow from operating activities	(i)	1,505,757	1,385,636
Returns on investments and servicing of finance	(ii)	(450,934)	(329,938)
Taxation	(ii)	189,846	(49,734)
Capital expenditure	(ii)	(368,074)	(109,627)
Cash inflow before financing		876,595	896,337
Financing	(ii)	(605,500)	(755,000)
Increase in cash in the year	(iii), (iv)	<u>271,095</u>	<u>141,337</u>

The notes on pages 16 to 29 form part of these annual report and financial statements.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE GROUP CASH FLOW STATEMENT

30 SEPTEMBER 2015

(i) Reconciliation of operating loss to net cash inflow from operating activities

	2015 £	2014 £
Operating loss	(641,223)	(1,221,155)
Depreciation and amortisation	2,333,227	2,225,736
Gain on sale of tangible fixed assets	(708)	(2,964)
(Increase) / Decrease in debtors	(110,016)	381,725
Increase in deferred income	181,878	-
(Decrease) / Increase in creditors	(257,401)	2,294
Net cash inflow from operating activities	<u>1,505,757</u>	<u>1,385,636</u>

(ii) Analysis of cash flows

	2015 £	2014 £
Returns on investments and servicing of finance		
Interest received	2,598	-
Interest paid	(453,532)	(329,938)
	<u>(450,934)</u>	<u>(329,938)</u>

	2015 £	2014 £
Taxation		
UK corporation tax received / (paid)	<u>189,846</u>	<u>(49,734)</u>

	2015 £	2014 £
Capital expenditure		
Purchase of tangible fixed assets	(35,824)	(66,751)
Payments made for development of intangible assets	(332,958)	(45,840)
Sale of tangible fixed assets	708	2,964
	<u>(368,074)</u>	<u>(109,627)</u>

The notes on pages 16 to 29 form part of these annual report and financial statements.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE GROUP CASH FLOW STATEMENTS

30 SEPTEMBER 2015

(ii) Analysis of cash flows (continued)

	2015 £	2014 £
Financing		
Net purchase/sale of own shares	(105,500)	19,000
Repayment of borrowings	(500,000)	(774,000)
	<u>(605,500)</u>	<u>(755,000)</u>

(iii) Analysis and reconciliation of net debt

	30 September 2014 £	Cash flow £	Other non-cash changes £	30 September 2015 £
Cash at bank and in hand	1,491,124	271,095	-	1,762,219
	1,491,124	271,095	-	1,762,219
Debt due within 1 year	-	-	(613,601)	(613,601)
Debt due after more than 1 year	(27,209,244)	500,000	(1,658,843)	(28,368,087)
	<u>(27,209,244)</u>	<u>500,000</u>	<u>(2,272,444)</u>	<u>(28,981,688)</u>
Net debt	<u>(25,718,120)</u>	<u>771,095</u>	<u>(2,272,444)</u>	<u>(27,219,469)</u>

(iv) Reconciliation of net cash flow to movement in net debt

	2015 £	2014 £
Increase in cash in the year	271,095	141,337
Cash outflow from decrease in borrowings	500,000	774,000
Changes in net debt resulting from cash flows	<u>771,095</u>	<u>915,337</u>
Amortisation of debt issue costs	(79,548)	(141,949)
New debt issue costs	18,560	5,125
Interest accrued	(2,211,456)	(1,954,227)
Movement in net debt in the year	<u>(1,501,349)</u>	<u>(1,175,714)</u>
Net debt at 1 October	<u>(25,718,120)</u>	<u>(24,542,406)</u>
Net debt at 30 September	<u>(27,219,469)</u>	<u>(25,718,120)</u>

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

30 SEPTEMBER 2015

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom accounting standards.

Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 30 September each year. The results of subsidiaries acquired or sold are consolidated for the period from or to the date on which control is passed. Acquisitions are accounted for under the acquisition method.

Going concern

Details of the Atlas Energy Group funding position are set out in the Strategic Report.

After making enquiries, the directors have a reasonable expectation that the company and group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Intangible assets - goodwill

Goodwill arising on the acquisition of subsidiary undertakings, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and written off on a straight line basis over its estimated useful economic life, which is 10 years. Provision is made for any impairment.

Intangible assets - research and development costs

Research expenditure is written off as incurred. Development expenditure is also written off, except where the directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases the identifiable expenditure is deferred and amortised over the period during which the company is expected to benefit. Grants received in respect of capital expenditure are deducted from the cost of the relevant assets. Provision is made for any impairment.

Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of trade discounts, VAT and other sales related taxes.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES *(continued)*

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill	10% per annum
Development costs	33% - 66% per annum
Website development	33% per annum

Fixed assets

Tangible assets are stated at cost, net of depreciation and any provision for impairment. Grants received in respect of capital expenditure are deducted from the cost of the relevant assets. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost less estimated residual value of each asset on a straight line basis over its expected useful life, as follows:

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Buildings	2% per annum
Computer equipment and software	33% per annum
Office equipment	15% per annum
Property improvements	10% per annum

Residual value is calculated on prices prevailing at the date of acquisition or revaluation.

Investments in subsidiary undertakings

In the company balance sheet, investments in subsidiaries are stated at cost less provision for impairment.

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term.

Pension costs

The amounts charged to the profit and loss account in respect of pension costs and other post-retirement benefits are the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax, in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying tax differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on non-discounted basis.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate.

Finance costs

Finance costs of financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

Borrowing and loan notes

Interest-bearing loans are recorded at the proceeds received, net of direct issue costs. Finance charges, including direct issue costs, are accounted for on an accruals basis in the profit or loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the year in which they arise.

Change in presentation

Certain costs in the prior year have been reclassified as administrative expenses from cost of sales as management consider these to be associated with the business as a whole, and not specifically cost of sales. The reclassification is £139,975. Neither operating profit nor net assets are affected by the reclassification.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

2. TURNOVER

In the year to 30 September 2015 44% (2014: 28%) of the group's turnover was to markets outside the United Kingdom.

No further segmental analysis of turnover is provided as the directors believe this could be prejudicial to the best interests of the group.

3. OPERATING LOSS

Operating loss is stated after charging/ (crediting):

	2015	2014
	£	£
Amortisation of intangible assets	2,200,600	2,088,048
Depreciation of owned fixed assets	132,627	137,688
Profit on disposal of fixed assets	(708)	(2,964)
Auditor's remuneration		
- as auditor	34,000	33,000
- for other services	16,000	16,000
Operating lease costs:		
- Plant and equipment	47,000	60,096
Net (profit)/loss on foreign currency translation	(25,144)	15,227

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the group during the financial year amounted to:

	2015	2014
	No	No
Operations	29	34
Sales	19	16
Administration	18	24
	<u>66</u>	<u>74</u>

The aggregate payroll costs of the above were:

	2015	2014
	£	£
Wages and salaries	3,034,824	3,315,068
Social security costs	317,112	342,876
Other pension costs	100,862	114,253
	<u>3,452,798</u>	<u>3,772,197</u>

In addition to the staff costs noted above £97,623 (2014: £57,709) of redundancy and termination costs were incurred in the year.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

5. DIRECTORS' REMUNERATION

The directors' aggregate remuneration in respect of qualifying services were:

	2015	2014
	£	£
Aggregate remuneration	630,718	768,708
Compensation for loss of office	77,250	-
Value of company pension contributions to money purchase schemes	14,353	36,807
	<u>722,321</u>	<u>805,515</u>

Remuneration of highest paid director:

	2015	2014
	£	£
Total remuneration (excluding pension contributions)	180,000	165,000
Pension contributions to money purchase schemes	600	21,507
	<u>180,600</u>	<u>186,507</u>

The number of directors who accrued benefits under company pension schemes was as follows:

	No	No
Money purchase schemes	<u>4</u>	<u>2</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2015	2014
	£	£
Bank Charges	26,534	20,179
Amortisation of debt issue costs	79,549	141,949
Bank charges for renegotiation of the banking facilities	-	46,000
Interest payable on senior debt	408,448	263,759
Interest payable on loan notes	2,211,454	1,954,227
	<u>2,725,985</u>	<u>2,426,114</u>

7. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2015	2014
	£	£
Current tax:		
UK Corporation tax for the year at 20% (2014 - 22%)	77,782	-
Over provision in prior year	(230,405)	(2,184)
Total current tax	<u>(152,623)</u>	<u>(2,184)</u>
Deferred tax:		
Origination and reversal of timing differences (note 17)	89,366	-
Tax on loss on ordinary activities	<u>(63,257)</u>	<u>(2,184)</u>

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 20% (2014 - 22%).

A deferred tax asset amounting to £192,540 (2014: £202,494) for short term timing differences of £45,699 (2014: £57,829), accelerated capital allowances of £- (2014: £2,176) and losses carried forward of £146,841 (2014: £146,841) has not been recognised in accordance with the accounting policy.

On 8 July 2015, the UK Government proposed, amongst other thing, to further reduce the main rate of UK corporation tax to 19% with effect from 1 April 2017 and to 18% with effect from 1 April 2020. Existing temporary differences on which deferred tax has been provided may therefore unwind in period subject to these reduced rates. These rate changes were included in the Finance Bill 2015 which was substantively enacted during October 2015.

	2015 £	2014 £
Loss on ordinary activities before taxation	<u>(3,364,610)</u>	<u>(3,647,269)</u>
Profit/(loss) on ordinary activities by rate of tax	(689,745)	(802,301)
Expenses not deductible for tax purposes	757,895	703,632
Capital allowances in excess of depreciation	6,936	(5,647)
Movement in short term timing differences	2,696	18,662
Adjustments to tax charge in respect of previous periods	(230,405)	(2,184)
Tax losses	-	24,253
Taxable credit on debt acquisition	-	61,401
Total current tax (note 7(a))	<u>(152,623)</u>	<u>(2,184)</u>

8. PROFIT / (LOSS) ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

There was no profit and loss activity in the current year. In the prior year, a loss of £213 was reported in the parent company's profit and loss account. As permitted by Section 408 of the Companies Act 2006, no separate profit and loss account is presented in respect of the parent company.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

9. INTANGIBLE FIXED ASSETS

Group	Goodwill £	Development costs £	Website development £	Total £
COST				
At 1 October 2014	19,668,424	1,359,710	–	21,028,134
Additions	–	264,377	68,581	332,958
At 30 September 2015	19,668,424	1,624,087	68,581	21,361,092
AMORTISATION				
At 1 October 2014	14,035,420	660,068	–	14,695,488
Charge for the year	1,877,668	320,356	2,576	2,200,600
At 30 September 2015	15,913,088	980,424	2,576	16,896,088
NET BOOK VALUE				
At 30 September 2015	3,755,336	643,663	66,005	4,465,004
At 30 September 2014	5,633,004	699,642	–	6,332,646

10. TANGIBLE FIXED ASSETS

Group	Buildings £	Property Improvements £	Computer equipment £	Office equipment £	Total £
COST					
At 1 October 2014	1,183,843	209,092	1,442,280	143,452	2,978,667
Additions	–	7,512	26,810	1,502	35,824
Disposals	–	–	(899,585)	(82,738)	(982,323)
At 30 September 2015	1,183,843	216,604	569,505	62,216	2,032,168
DEPRECIATION					
At 1 October 2014	173,518	105,308	1,313,263	122,010	1,714,099
Charge for the year	23,677	21,481	78,845	8,624	132,627
On disposals	–	–	(899,585)	(82,738)	(982,323)
At 30 September 2015	197,195	126,789	492,523	47,896	864,403
NET BOOK VALUE					
At 30 September 2015	986,648	89,815	76,982	14,320	1,167,765
At 30 September 2014	1,010,325	103,784	129,017	21,442	1,264,568

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

11. INVESTMENTS

Company	Group companies £
---------	----------------------

COST

At 1 October 2014 and 30 September 2015	<u>920,000</u>
---	----------------

NET BOOK VALUE

At 1 October 2014 and 30 September 2015	<u>920,000</u>
---	----------------

Subsidiary Undertaking	Country of Incorporation	Description of Shares Held	Holding	Nature of Business
Atlas Energy Holdings Limited	Scotland	Ordinary shares	100%	Holding Company
Atlas Energy Investment Limited	Scotland	Ordinary shares	100%	Holding Company ⁽¹⁾
Petrolearn Limited	Scotland	Ordinary shares	100%	Holding Company ⁽²⁾
Atlas Interactive Limited	England	Ordinary shares	100%	Digital learning ⁽³⁾

⁽¹⁾ Shares held by Atlas Energy Holdings Limited

⁽²⁾ Shares held by Atlas Energy Investment Limited

⁽³⁾ Shares held by Petrolearn Limited

12. DEBTORS

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Trade debtors	1,014,429	839,766	—	—
Amounts owed by group undertakings	—	—	2,016,500	2,016,500
Other debtors	45,038	23,879	—	—
Prepayments and accrued income	104,595	190,401	—	70,500
	<u>1,164,062</u>	<u>1,054,046</u>	<u>2,016,500</u>	<u>2,087,000</u>

All amounts owed by group undertakings are repayable on demand. No interest is charged on group balances.

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

13. CREDITORS: Amounts falling due within one year

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Borrowings	613,601	—	—	—
Trade creditors	153,279	311,639	—	—
Amounts owed to group undertakings	—	—	1,903,157	1,868,657
Other creditors including taxation:				
Corporation tax	37,472	249	—	—
Other taxation and social security	205,266	238,299	—	—
Other creditors	44,743	58,094	—	—
Accruals and deferred income	810,359	788,250	500	500
	<u>1,864,720</u>	<u>1,396,531</u>	<u>1,903,657</u>	<u>1,869,157</u>

All amounts owed to group undertakings are repayable on demand. No interest is charged on group balances.

14. CREDITORS: Amounts falling due after more than one year

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Borrowings	3,164,881	4,288,875	—	—
Other creditors	106,621	—	—	—
Loan notes	25,203,206	22,920,369	—	—
	<u>28,474,708</u>	<u>27,209,244</u>	<u>—</u>	<u>—</u>

15. BORROWINGS

Borrowings are repayable as follows:

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Senior debt				
Within one year	613,601	—	—	—
Between one and two years	3,180,399	—	—	—
Between two and five years	—	4,294,000	—	—
	<u>3,794,000</u>	<u>4,294,000</u>	<u>—</u>	<u>—</u>
Less debt issue costs	(15,518)	(5,125)	—	—
	<u>3,778,482</u>	<u>4,288,875</u>	<u>—</u>	<u>—</u>

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

15. BORROWINGS (continued)

	2015 £	2014 £	2015 £	2014 £
Loan notes				
Between two and five years	25,415,975	23,204,522	—	—
Less debt issue costs	(212,769)	(284,153)	—	—
	<u>25,203,206</u>	<u>22,920,369</u>	<u>—</u>	<u>—</u>

	Group		Company	
	2015 £	2014 £	2015 £	2014 £
Total Borrowings				
Within one year	613,601	—	—	—
Between one and two years	3,180,399	—	—	—
Between two and five years	25,415,975	27,498,522	—	—
	<u>29,209,975</u>	<u>27,498,522</u>	<u>—</u>	<u>—</u>
Less debt issue costs	(228,287)	(289,278)	—	—
	<u>28,981,688</u>	<u>27,209,244</u>	<u>—</u>	<u>—</u>

Particulars of borrowings

Senior loans

The key details of both facilities are given below:

(a) Facility A loan £1,294,000. This loan is due for repayment in two tranches being £1,000,000 on 30 September 2016 and £294,000 on 30 September 2017. Interest is paid quarterly on the loan at a fixed rate of 10% per annum.

(b) Facility B loan £3,000,000. This loan is due for repayment in full on 30 September 2017. Interest is paid quarterly on the loan at a fixed rate of 10% per annum.

The borrowings are secured by a standard bond and floating charge.

Loan notes

	2015 £	2014 £
A loan notes	1,900,000	1,900,000
B loan notes	9,700,000	9,700,000
C loan notes	1,760,000	1,760,000
Rolled-up loan note interest less unamortised issue costs	<u>11,843,206</u>	<u>9,560,369</u>
	<u>25,203,206</u>	<u>22,920,369</u>

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

15. BORROWINGS (continued)

The loan notes are repayable within five years.

The 'A' loan notes are held by certain former directors and the 'B' and 'C' loan notes are held by Hg Pooled Management Limited on behalf of investment clients.

The 'A' and 'B' loan notes were advanced on 28 November 2007. The loan notes will be redeemed in full at par on 28 November 2017. Other than £900,000 loan stock designated as non-interest bearing, until 2 August 2010 the loan notes carried fixed interest rates at 10% per annum, subsequent to this date the interest rate was reduced to 7% per annum. Interest accrued is added to the carrying amount of the loan notes and will be payable only upon redemption of the loan note to which such interest relates.

The 'C' loan notes were advanced on 2 August 2010. These loan notes will be redeemed in full at par on 28 November 2017. These loan notes carry a fixed interest rate of 22.7% per annum.

16. PENSIONS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension costs represents contributions payable by the company to the fund and amounted to £100,862 (2014:£114,253). Contributions totalling £14,364 (2014:£12,908) were payable to the fund at the year end and are included in creditors.

17. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Provision for year	89,366	-	-	-
Provision carried forward	89,366	-	-	-

The group's provision for deferred taxation consists of the tax effect of timing differences in respect of:

Group	2015		2014	
	Provided	Unprovided	Provided	Unprovided
	£	£	£	£
Accelerated research and development relief	128,733	-	-	-
Disclaimed capital allowances	(39,367)	-	-	-
	89,366	-	-	-

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

18. COMMITMENTS UNDER OPERATING LEASES

At 30 September 2015 the group had annual commitments under non-cancellable operating leases as set out below.

Group	Land and buildings	
	2015	2014
	£	£
Operating leases which expire:		
Within 1 year	-	11,000
After more than 5 years	35,000	35,000
	<u>35,000</u>	<u>46,000</u>

19. CONTINGENCIES

The company is a party to a cross guarantee arrangement with certain other group companies in respect of the senior debt facility in place. Total senior debt and overdraft of the group as at 30 September 2015 were £3,794,000 (2014:£4,294,000).

20. RELATED PARTY TRANSACTIONS

Certain directors of the group have charged £195,000 (2014: £147,375) in respect of services provided to the company, with one receiving a salary of £20,600 (2014: £20,000).

The group was charged monitoring fees of £nil (2014: £36,910) by Hg Pooled Management Limited. Hg Pooled Management Limited is a subsidiary of HgCapital LLP, the majority shareholder in the company. At 30 September 2015 £nil (2014:£nil) was outstanding at the year end.

21. SHARE CAPITAL

Allotted, called up and fully paid:

	2015		2014	
	No	£	No	£
Ordinary shares of £1 each	<u>979,750</u>	<u>979,750</u>	<u>979,750</u>	<u>979,750</u>

Group and company called-up, allotted and fully paid shares are made up as follows:

7,900,000 (2014: 8,000,000) Ordinary shares at £0.10 each

1,897,500 (2014: 1,797,500) Ordinary "A" shares at £0.10 each

The "A" Ordinary shares carry no right to attend any general meeting of the company or vote in any circumstances at any general meeting of the company.

During the year, 100,000 Ordinary shares of £0.10 each were converted into 100,000 Ordinary "A" shares of £0.10 Cost.

22. RESERVES

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

Group	Own shares £	Capital redemption reserve £	Profit and loss account £
At 1 October 2014	(61,500)	251,750	(19,633,391)
Loss for the year	—	—	(3,301,353)
Net purchase of own shares	(105,000)	—	—
At 30 September 2015	<u>(166,500)</u>	<u>251,750</u>	<u>(22,934,744)</u>

Company	Own shares £	Capital redemption reserve £	Profit and loss account £
At 1 October 2014	(61,500)	251,750	576
Net purchase of own shares	(105,000)	—	—
At 30 September 2015	<u>(166,500)</u>	<u>251,750</u>	<u>576</u>

The reserve for 'own shares' arises in connection with the Employee Share Ownership Plan (ESOP) trust, a discretionary trust established to facilitate the operation of the group's long-term incentive scheme for senior management. The amount of the reserve represents the deduction in arriving at shareholders' funds for the consideration paid for the company's shares purchased by the trust which had not vested unconditionally in employees at the balance sheet date.

During the year the company purchased 1,050,000 (2014: 225,000) of its own shares at par value of £105,000 (2014: £22,500) from employees leaving the business in accordance with its Articles of Association. Additionally the company sold nil (2014: 415,000) of its own shares at par value of £nil (2014: £41,500) to employees. In addition the company re-classed 100,000 ordinary shares to 'as "A" ordinary shares. These transactions resulted in the company's investment decreasing by 1,050,000 (2014: 190,000) at par value of £105,000 (2014: £19,000).

The number of "A" ordinary shares held by the ESOP trust at 30 September 2015 was 965,000 (2014: 615,000). No payment for the purchase of shares was outstanding at the year-end (2014: Nil). None of the shares were under option to employees or had been conditionally gifted to them at the balance sheet date.

23. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2015 £	2014 £
Loss for the financial year	(3,301,353)	(3,645,085)
Own shares	(105,000)	19,000
Net reduction to shareholders' deficit	(3,406,353)	(3,626,085)
Opening shareholders' deficit	(18,463,391)	(14,837,306)
Closing shareholders' deficit	<u>(21,869,744)</u>	<u>(18,463,391)</u>

ATLAS ENERGY GROUP LIMITED

NOTES TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2015

24. PARENT UNDERTAKING

The immediate parent company is Rowan Nominees Limited, a company incorporated in Scotland, and its financial statements are available from Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh EH3 9FF.

Atlas Energy Group Limited is ultimately owned by discretionary investment clients of HgCapital Pooled Management Limited. The directors do not consider there to be an ultimate controlling party.