

**Strategic Report,
Report of the Directors and
Financial Statements
for the Year Ended 31 December 2016
for
Amber Infrastructure Limited**



**Contents of the Financial Statements
for the year ended 31 December 2016**

	Page
Company Information	1
Strategic Report	2
Report of the Directors	3
Independent Auditor's Report	4
Statement of Comprehensive Income	5
Statement of Financial Position	6
Statement of Changes in Equity	7
Notes to the Financial Statements	8 to 13

Amber Infrastructure Limited

**Company Information
for the year ended 31 December 2016**

DIRECTORS:

G J Frost
H L Blaney
M J Gregory

SECRETARY:

Ms A E Woods

REGISTERED OFFICE:

Two London Bridge
London
SE1 9RA

REGISTERED NUMBER:

06818708 (England and Wales)

SENIOR STATUTORY AUDITOR:

Sarah Williams

AUDITOR:

Ernst & Young LLP
Statutory Auditor
London

Strategic Report
for the year ended 31 December 2016

The directors present their strategic report for the year ended 31 December 2016.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the financial statements which comprise the Statement of Comprehensive Income on page 5 and the Statement of Financial Position on page 6. There were no business activities outside of the ordinary course of business for the company.

The change in turnover and profit in the year was impacted by:

- the company recognised one-off income of £3.1m for financial advisory services regarding Westernmost Rough OFTO Limited (2015: £7.2m in respect Thames Tideway Tunnel transaction);
- positive movement in the fair value of INPP shares of £1.2m (2015: £0.3m).

PRINCIPAL RISKS AND UNCERTAINTIES

The company's results are dependent upon the underlying performance of other members of the Amber group of companies, including the ability of group companies to continue to generate sufficient income to cover group costs including those of Amber Infrastructure Limited.

The group's results and therefore the company's results would be affected by the impact on changes to management and advisory fee income and profit share returns from changes in the underlying performance of the funds operated and advised by members of the group operate and advise, in particular International Public Partnerships Limited ('INPP'). INPP's performance may be affected by external market events that impact on the value of its investments, for example changes in long-term gilt interest rates, foreign exchange rates and inflation rates or from changes in the underlying performance and development of its investments.

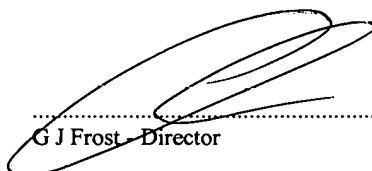
FUTURE DEVELOPMENTS

The directors are not aware of any current activities of the company that are expected to impact the future development of the company in the foreseeable future on the basis that the Amber group continues to benefit from long-term contractual agreements for the provision of fund management and asset management services.

GOING CONCERN

After making enquiries and having considered the expected forecast cash flows and the current balance sheet position, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence by meeting its liabilities as they fall due for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

ON BEHALF OF THE BOARD:


.....
G J Frost - Director

Date: 25.4.17

**Report of the Directors
for the year ended 31 December 2016**

The directors present their report with the financial statements of Amber Infrastructure Limited ("the company") for the year ended 31 December 2016.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of an operating company that is part of a wider group, ("Amber Group") involved in the provision of financial advisory, development, structuring, and asset and fund management services within the infrastructure sector.

DIVIDENDS

The profit for the financial year of £11.1m (2015: £15.8m) has been transferred to reserves. The directors paid a dividend of £12.2m (2015: £Nil).

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2016 to the date of this report.

G J Frost
H L Blaney
M J Gregory

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 UK 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

ON BEHALF OF THE BOARD:



G J Frost - Director

Date: 25.4.17

**Independent Auditor's Report to the Members of
Amber Infrastructure Limited**

We have audited the financial statements of Amber Infrastructure Limited for the year ended 31 December 2016 which comprise the Statements of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 16. 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) including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'.

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 set out on page three, 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 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 Strategic Report and the Report of the Directors 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 Company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

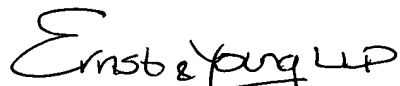
- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; or
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the Strategic Report or Report of the Directors.

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.



Sarah Williams (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP
Statutory Auditor
London

Date: 27/4/17

**Statement of Comprehensive Income
for the year ended 31 December 2016**

	Notes	2016 £'000	2015 £'000
TURNOVER		27,047	30,633
Administrative expenses		<u>(17,531)</u>	<u>(15,710)</u>
		9,516	14,923
Other operating income		<u>42</u>	<u>32</u>
OPERATING PROFIT	4	9,558	14,955
Gain on investment at fair value through profit and loss		1,176	328
Income from fixed asset investments		524	510
Interest receivable and similar income		<u>65</u>	<u>70</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		11,323	15,863
Tax on profit on ordinary activities	5	<u>(186)</u>	<u>(22)</u>
PROFIT FOR THE FINANCIAL YEAR		11,137	15,841
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>11,137</u>	<u>15,841</u>

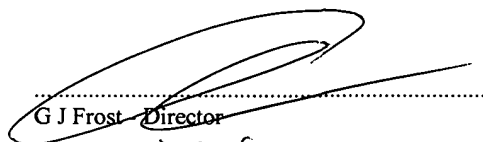
CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

Statement of Financial Position
31 December 2016

	Notes	2016 £'000	2015 £'000
FIXED ASSETS			
Tangible assets	7	153	179
CURRENT ASSETS			
Debtors	8	13,767	11,398
Investments	9	12,323	11,147
Cash at bank and in hand		<u>23,822</u>	<u>29,747</u>
		49,912	52,292
CREDITORS			
Amounts falling due within one year	10	<u>(8,528)</u>	<u>(10,076)</u>
NET CURRENT ASSETS		<u>41,384</u>	<u>42,216</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		41,537	42,395
PROVISIONS FOR LIABILITIES	12	<u>(259)</u>	<u>(73)</u>
NET ASSETS		<u>41,278</u>	<u>42,322</u>
CAPITAL AND RESERVES			
Called up share capital	13	-	-
Retained earnings	14	<u>41,278</u>	<u>42,322</u>
SHAREHOLDER'S FUNDS		<u>41,278</u>	<u>42,322</u>

The financial statements were approved by the Board of Directors on 25 April 2017 and were signed on its behalf by:


.....
G J Frost - Director


.....
M J Gregory - Director

**Statement of Changes in Equity
for the year ended 31 December 2016**

	Notes	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2015		-	26,481	26,481
Changes in equity				
Total comprehensive income		-	<u>15,841</u>	<u>15,841</u>
Balance at 31 December 2015		-	<u>42,322</u>	<u>42,322</u>
Changes in equity				
Dividends paid	6	-	(12,181)	(12,181)
Total comprehensive income		-	<u>11,137</u>	<u>11,137</u>
Balance at 31 December 2016		-	<u>41,278</u>	<u>41,278</u>

**Notes to the Financial Statements
for the year ended 31 December 2016**

1. STATUTORY INFORMATION

Amber Infrastructure Limited is a private company, limited by shares, registered in England and Wales. The Registered Office is Two London Bridge, London, SE1 9RA.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared under the historical cost convention and in accordance with UK Accounting Standards, and are presented in pound sterling which is the presentational and functional currency of the company.

Statement of compliance

The financial statements have been prepared in compliance with FRS 102 and the Companies Act 2006 for the year ended 31 December 2016.

Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Turnover

Turnover represents fees, excluding value added tax, received for undertaking its principal activity and are recognised when the company obtains the right for consideration in exchange for its performance of services. Turnover represents activity in the UK.

Interest Income

Interest income is recognised as accrued using the effective interest rate method.

Dividends

Dividends are recognised when the company's rights to receive dividends is established.

Foreign Currencies

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. The cost of fixed assets is their purchase cost, together with any incidental costs of acquisition. Depreciation is provided over the life of the contract to write off the cost less the estimated residual value of each asset over its expected useful economic life as follows:

Office Furniture & Fittings - over 4 years

Equipment - over 4 years

Computer Equipment - over 4 years

Taxation

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

Deferred taxation 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 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 when, 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 timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

Notes to the Financial Statements - continued
for the year ended 31 December 2016

2. ACCOUNTING POLICIES - continued

Current asset investments

Current asset investments are recognised at fair value which is normally the transaction price. Subsequently they are measured at fair value through profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less.

Operating leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term. The value of any rent free periods are amortised over the life of the lease.

3. STAFF COSTS

	2016 £'000	2015 £'000
Wages and salaries	11,340	13,105
Social security costs	1,536	1,788
Other pension costs	26	13
	<u>12,902</u>	<u>14,906</u>

The average monthly number of employees during the year was as follows:

	2016	2015
Employees	71	69
Directors	3	3
	<u>74</u>	<u>72</u>

	2016 £'000	2015 £'000
Directors' remuneration	<u>1,580</u>	<u>3,030</u>

Information regarding highest paid director is as follows:

	2016 £'000	2015 £'000
Emoluments, etc	<u>660</u>	<u>1,260</u>

Prior year director emoluments include payments made in consideration of the extinguishment of certain Phantom Share rights.

Notes to the Financial Statements - continued
for the year ended 31 December 2016

4. OPERATING PROFIT

The operating profit is stated after charging:

	2016	2015
	£'000	£'000
Depreciation - owned assets	86	90
Auditors' remuneration		
- audit work	9	9
- audit work (paid on behalf of the other group entities)	71	65
- other non-audit services - CASS (paid on behalf of other group entities)	5	-
- other non-audit services - UK GAAP conversion; Group restructure	<u>-</u>	<u>29</u>

5. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	2016	2015
	£'000	£'000
Current tax:		
UK corporation tax	-	(29)
Deferred tax	<u>186</u>	<u>51</u>
Tax on profit	<u>186</u>	<u>22</u>

UK corporation tax has been charged at 20%.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2016	2015
	£'000	£'000
Profit on ordinary activities before tax	<u>11,323</u>	<u>15,863</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20.25%)	2,265	3,212
Effects of:		
Expenses not deductible for tax purposes	9	-
Effect of differences in tax rates	-	(1)
Group relief received for nil payment	(1,915)	(2,249)
Prior year adjustment	-	(29)
Dividend income not taxable	(105)	(103)
Expenses not deductible for tax purposes	-	451
Permanent differences – UK transfer pricing adjustment	(18)	(77)
Permanent differences - indexation allowance reducing fair value gain	(40)	(26)
Expenses not deductible for tax purposes - Share Trust Contribution	-	(1,152)
Reduction in future tax rates	<u>(10)</u>	<u>(4)</u>
Total tax charge	<u>186</u>	<u>22</u>

Factors that may affect future tax charges

The UK corporation tax rate will reduce to 19% from April 2017 and to 17% from 1 April 2020, and as at the balance sheet date, both these future tax rate reductions had been substantively enacted. The deferred tax liability at 31 December 2016 has been calculated based upon the substantively enacted rate of 17%. The respective rate changes will impact the amount of future tax payments to be made by the company.

Deferred tax

Deferred tax represents timing differences in respect of accelerated capital allowances and investments recognised at fair value.

Notes to the Financial Statements - continued
for the year ended 31 December 2016

6. DIVIDENDS

	2016 £'000	2015 £'000
Ordinary share of £1 - Final	<u>12,181</u>	<u>-</u>

7. TANGIBLE FIXED ASSETS

	Office Furniture & Fittings £'000	Equipment £'000	Computer equipment £'000	Totals £'000
COST				
At 1 January 2016	41	286	630	957
Additions	-	1	59	60
At 31 December 2016	<u>41</u>	<u>287</u>	<u>689</u>	<u>1,017</u>
DEPRECIATION				
At 1 January 2016	32	248	498	778
Charge for year	6	24	56	86
At 31 December 2016	<u>38</u>	<u>272</u>	<u>554</u>	<u>864</u>
NET BOOK VALUE				
At 31 December 2016	<u>3</u>	<u>15</u>	<u>135</u>	<u>153</u>
At 31 December 2015	<u>9</u>	<u>38</u>	<u>132</u>	<u>179</u>

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016 £'000	2015 £'000
Trade debtors	293	456
Amounts owed by group undertakings	11,880	9,475
Other receivable	418	295
VAT	576	86
Prepayments and accrued income	<u>600</u>	<u>1,086</u>
	<u>13,767</u>	<u>11,398</u>

9. CURRENT ASSET INVESTMENTS

Listed:	£'000
At 1 January 2016	11,147
Fair value adjustment	1,176
At 31 December 2016	<u>12,323</u>
Amounts provided:	
Net book value at 31 December 2016	<u>12,323</u>
Net book value at 31 December 2015	<u>11,147</u>

Shares are held in International Public Partnerships Limited Partnership, an entity listed on the London Stock Exchange.

The share price at 31 December 2016 was 154.0 pence per share (31 December 2015 was 139.3 pence).

The number of shares held during the year and at year end was 8,002,379 (2015: 8,002,379).

Notes to the Financial Statements - continued
for the year ended 31 December 2016

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016	2015
	£'000	£'000
Trade creditors	436	183
Amounts owed to group undertakings	-	1,602
Social security and other taxes	1,032	1,036
Other creditors	5,933	6,183
Accruals and deferred income	<u>1,127</u>	<u>1,072</u>
	<u>8,528</u>	<u>10,076</u>

11. OPERATING LEASE COMMITMENTS

Land and buildings

	2016	2015
	£'000	£'000
Amounts payable:		
Within one year	233	326
Between one and five years	<u>-</u>	<u>233</u>
	<u>233</u>	<u>559</u>

Operating leases represent the leases for the 1st floor and 3rd floor of Two London Bridge for a term of 5 years commencing 10 September 2012.

12. DEFERRED TAX

	2016	2015
	£'000	£'000
Deferred tax	<u>259</u>	<u>73</u>
		£'000
Balance at 1 January 2016		73
Provided in the year		<u>186</u>
Balance at 31 December 2016		<u>259</u>

Deferred tax represents timing differences in respect of accelerated capital allowances and investments recognised at fair value.

A deferred tax asset of £821k (2015: £821k) has not been recognised in respect of contributions made by the company to the Amber 2011 Share Trust ("the Trust"). This asset will be recoverable in future periods if the Trust makes an award out of the contributions to employees of the company. However, as at the 31 December 2016, the directors do not believe that such an award is more likely than not and accordingly a deferred tax asset has not been recognised.

13. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2016	2015
Number:	Class:	Nominal value:	£	£
1	Ordinary	1	<u>1</u>	<u>1</u>

Notes to the Financial Statements - continued
for the year ended 31 December 2016

14. RESERVES

	Retained earnings £'000
At 1 January 2016	42,322
Profit for the year	11,137
Dividends paid	<u>(12,181)</u>
At 31 December 2016	<u>41,278</u>

15. RELATED PARTY DISCLOSURES

Transaction with joint venture

The company provides services to joint ventures interests.

During the year the company paid the following fees in respect of fee sharing agreements:

	2016 £'000	2015 £'000
Transmission Capital Services Limited	<u>730</u>	<u>644</u>

As at the year end £365,744 (2015: £309,040) remains outstanding and is included within accruals and deferred income.

During the year the company received the following fees in respect of service supply agreements:

	2016 £'000	2015 £'000
Transmission Capital Services Limited	<u>316</u>	<u>258</u>

As at the year end £26,932 (2015: £21,612) remains outstanding and is included within prepayments and accrued income.

During the year the company received the following fees in respect of business service agreements:

	2016 £'000	2015 £'000
Transmission Capital Services Limited	28	25
Amber ISIS Renewables Energy Limited	<u>-</u>	<u>5</u>

As at the year end £6,435 (2015: £2,524) remains outstanding and is included within accrued income.

During the year the company received the following fees in respect of services provided under secondment agreements:

	2016 £'000	2015 £'000
Amber ISIS Renewables Energy Limited	<u>-</u>	<u>84</u>

As at the year end £Nil (2015: £Nil) remains outstanding.

16. ULTIMATE CONTROLLING PARTY

The directors regard Amber Infrastructure Group Limited, an English Limited Company, as the immediate parent company and Amber Infrastructure Group Holdings Limited, a company registered in England as the ultimate controlling party. Copies of the consolidated financial statements of Amber Infrastructure Group Holdings Limited can be obtained from Two London Bridge, London SE1 9RA.