BNRG Hoo Solar PLC

Report and financial statements

For the period from 18 October 2012 (date of incorporation) to 22 July 2013

MONDAY
A39PNQ2Z
A11 09/06/2014 #138
COMPANIES HOUSE

Contents | **Page**

Directors and other information	2
Directors' report	3 - 4
Statement of directors' responsibilities	5
Independent auditors' report	6 - 7
Statement of comprehensive income	8
Statement of changes in equity	9
Statement of financial position	10
Statement of cash flows	11
Accounting policies	12 - 13
Notes to the financial statements	14 - 17

Directors	David Maguire Neil Holman (Resigned 3 December 2013) Ethan Dempsey (Appointed 25 February 2013) Nicolas Holman (Appointed 3 December 2013)
Company Secretary	Zara Petrova
Company Number	08258421
Registered Office	Ground Floor Right 64 Paul Street London EC2A 4NG United Kingdom
Auditors	Barr Pomeroy Limited Chartered Accountants and Registered Auditor 21 Herbert Place Dublin 2 Ireland
Bankers	Bank of Ireland 7 Townhall St Enniskillen BT74 7BD United Kingdom
Solicitors	Osborne Clarke 2 Temple Back East Temple Quay Bristol BS1 6EG England

Directors' report

The directors present their report and the audited financial statements for the period from 18 October 2012 (date of incorporation) to 22 July 2013

Principal Activity and Review of the Business

The principal activity of the company is the generation and supply of electricity from a solar photovoltaic site The company is committed to project implementation excellence, the provision of a long term clean energy project, an environmentally sensitive development for the local community, and long term sustainable returns to investors The company is satisfied with its financial performance for the period ended 22 July 2013 It is confident that its current project activities, committed project pipeline, and its achievements up to the date of approval of these financial statements, should result in a continuation of its profitability for the foreseeable future

There has been no significant change in these activities during the period from 18 October 2012 (date of incorporation) to 22 July 2013

Principal Risks and Uncertainties

The principal risks and uncertainties noted by the directors at the balance sheet date that could materially and adversely affect the company's future financial position are the impact of the following

1 Unforeseen and significant cost increases
2 Increased competitor activity in the markets in which the company operates
3 Currency rate fluctuations
4 Regulatory and legislative change

The board is satisfied that it has adequate strategies in place to minimise the impact of the above

Results and Dividends

The loss for the period amounted to £20,441

The directors do not recommend payment of a dividend

Directors

The directors who served during the period are as follows

David Maguire
Neil Holman
Ethan Dempsey

There were no changes in shareholdings between 22 July 2013 and the date of signing the financial statements

Future Developments

The company plans to continue its present activities and current trading levels

Subsequent events

There have been no significant events affecting the company since the financial year end

Auditors

Barr Pomeroy Limited were appointed auditors by the directors on incorporation and they have expressed their willingness to continue in office in accordance with the provisions of Section 485 of the Companies Act 2006

On behalf of the board

David Maguire

Nicolas Holman

30 May 2014

Statement of directors' responsibilities

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union and UK law Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- 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

In so far as the directors are aware

- There is no relevant audit information (information needed by the company's auditor in connection with preparing the auditor's report) of which the company's auditor is unaware, and
- The directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

On behalf of the board

David Maguire

Nicolas Holman

30 May 2014

Registered Office
21 Herbert Place, Dublin 2
t +353 (0) 1 676 1166
f +353 (0) 1 661 8859
info@barrpomeroy ie
www barrpomeroy ie

Barr Pomeroy

Chartered Accountants | Registered Auditor

Independent auditor's report to the shareholders of BNRG Hoo Solar PLC

We have audited the financial statements of BNRG Hoo Solar PLC for the period from 18 October 2012 (date of incorporation) to 22 July 2013 which comprise the statement of comprehensive income, the statement of changes in equity, the statement of financial position, the statement of cash flows, the accounting policies and the related notes The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 auditors

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 Practice 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 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. In addition, we read all the financial and non-financial information in the Directors' 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 company's affairs as at 22 July 2013 and of its loss for the period then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Independent auditor's report to the shareholders of BNRG Hoo Solar PLC - continued

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Shaw McClung (Senior Statutory Auditor)
for and on behalf of
BARR POMEROY LIMITED
Chartered Accountants and Registered Auditor
21 Herbert Place
Dublin 2
Ireland

30 May 2014

BNRG Hoo Solar PLC

Statement of comprehensive income **Period ended 22 July 2013**

	Notes	Jul 13 £
Revenue	1	46,011
Gross profit		46,011
Administrative expenses		(38,683)
Profit from operating activities		7,328
Finance expense	3	(27,769)
Loss before income tax		(20,441)
Income tax expense	4	-
Loss for the period		(20,441)

The company has no recognised gains or losses other than the profit for the period The results for the period have been calculated on the historical cost basis The company's turnover and expenses all relate to continuing operations

On behalf of the board

David Maguire

Nicolas Holman

30 May 2014

	Share capital £	Retained earnings £	Total £
Shares issued	50,000	-	50,000
Loss for the financial period	-	(20,441)	(20,441)
Balance at 22 July 2013	50,000	(20,441)	29,559

On behalf of the board

David Maguire

Nicolas Holman

30 May 2014

Statement of financial position

As at 22 July 2013

	Notes	2013 £
Assets		
Non-current assets		
Property, plant and equipment	5	424,696
Other non-current assets	6	140,624
		565,320
Current assets		
Trade and other receivables	7	35,922
Cash and cash equivalents		6,748
Total current assets		42,670
Total assets		607,990
Equity and liabilities		
Equity		
Called up share capital	8	50,000
Profit and loss account		(20,441)
Attributable to equity shareholders		29,559
Non-current liabilities	9	563,793
Total non-current liabilities		563,793
Current liabilities		
Trade and other payables	10	14,638
Total current liabilities		14,638
Total equity and liabilities		607,990

On behalf of the board

David Maguire

Nicolas Holman

30 May 2014

Statement of cash flows

Period ended 22 July 2013

	Notes	2013 £
Cash flows from operating activities		
Profit from operating activities		7,328
Finance expense	3	(27,769)
Increase in receivables	7	(35,922)
Increase in payables	10	14,638
Depreciation	5	17,696
Net cash used in operating activities		(24,029)
Cash flows from investing activities		
Purchase of property, plant and equipment	5	(442,392)
Net cash used in investing activities		(442,392)
Cash flow from financing activities		
Issue of equity share capital	8	50,000
Debenture	9	385,000
Advances to subsidiaries/group companies	6	(140,624)
Advances from connected companies	9	178,793
Net cash generated from financing activities		473,169
Net increase in cash and cash equivalents		6,748

On behalf of the board

David Maguire

Nicolas Holman

30 May 2014

Accounting policies

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

Statement of compliance and basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted for use in the European Union and United Kingdom statute comprising the Companies Act 2006

The preparation of financial statements in accordance with EU IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources

Revenue

Revenue comprises the invoice value of renewable energy services supplied by the company, exclusive of trade discounts and value added tax

Trade receivables

Trade receivables known to be irrecoverable are written off, provision is made for all doubtful debts

Taxation

Income tax expense comprises current and deferred tax Income tax expense is recognised in the income statement except to the extent that it relates to items directly recognised in equity, in which case it is recognised in equity Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous periods

Deferred taxation is provided on timing differences, using the liability method to the extent that it is expected to become payable in the foreseeable future Timing differences are temporary differences between profits as computed for taxation purposes and profits as stated in the financial statements which arise because certain items of income and expenditure in the financial statements are dealt with in different periods for taxation purposes

Property, plant and equipment

Property plant and equipment is stated at cost or at valuation, less accumulated depreciation The charge to depreciation is calculated to write off the original cost or valuation of property, plant and equipment, less their estimated residual value, over their expected useful lives as follows

Site development costs	- 4% straight line

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates ruling at the balance sheet date and revenues, costs and non-monetary assets at the exchange rates ruling at the dates of the transactions

1 Revenue

The whole of the company's revenue is attributable to its market in the United Kingdom and is derived from the principal activity of solar photovoltaic project development and power generation

2 Statutory information

	2013 £
Foreign exchange	(23)
Auditor's remuneration	1,940

3 Finance expense

	2013 £
Debenture interest	5,685
Debenture raise	22,084
	27,769

4 Income tax expense

	2013 £
Current income tax expense	-

Factors affecting the tax charge for the year:

Loss before income tax	(20,441)
Tax on loss at applicable UK corporation tax of 20%	(4,088)
Losses carried forward	4,088
Current income tax expense	-

5 Property, plant and equipment

	Site Development costs £
Cost	
Additions at cost	442,392
Depreciation	
Charge for period	(17,696)
Net book value	
At 22 July 2013	424,696

6 Other non-current assets

	2013 £
Amounts owed by group companies	140,624

7 Trade and other receivables

	2013 £
Trade receivables	20,340
Value added tax receivable	15,582
	35,922

8 Called up share capital

			2013 £
Description	**No of shares**	**Value of units**	
Allotted, called up and fully paid			
Ordinary shares	100	£1 each	100
"A" ordinary shares	49,900	£1 each	49,900
			50,000

9 Non-current liabilities	2013 £
Debenture	385,000
Amounts owed to group companies	178,793
	563,793

At the financial year end the company had an unsecured variable rate debenture in issue amounting to £385,000 with an effective rate of return of 6 3% - 7% over the 24 years and 5 month life cycle of the investment

10 Current liabilities	2013 £
Trade payables	683
Accruals	13,955
	14,638

11 **Related party transactions**

BNRG Sunpower Limited

At the balance sheet date the company was owed £140,624 by BNRG Sunpower Limited, its parent company The loan is interest free with no fixed repayment date

BNRG Renewables Limited

At the balance sheet date the company owed £78,642 to BNRG Renewables Limited, its ultimate parent company The loan is interest free with no fixed repayment date

Channel Solar Limited

At the balance sheet date the company owed £99,862 to Channel Solar Limited, a UK registered fellow subsidiary of BNRG Sunpower Limited The loan is interest free with no fixed repayment date

BNRG Europe Limited

At the balance sheet date the company owed £289 to BNRG Europe Limited a UK registered subsidiary of BNRG Renewables Limited The loan is interest free with no fixed repayment date

12 **Group structure and ultimate controlling parties**

The company is a subsidiary of BNRG Sunpower Limited, an Irish registered trading company

The company's ultimate parent undertaking is BNRG Renewables Limited which is controlled by David Maguire and the Holman Family Partnership of which Nicolas Holman is a partner

13 **Capital commitments**

The company had no material capital commitments at the balance sheet date

14 **Approval of financial statements**

The financial statements were approved by the board and authorised for issue on 30 May 2014