

Polwhat Rig Windfarm Limited

Annual report and financial statements

Registered number SC149113

Year ended 31 December 2017



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Directors' report

The Directors (the "Directors") present their Directors' report and audited financial statements for Polwhat Rig Windfarm Limited (the "Company") for the year ended 31 December 2017. The Company has adopted the exemptions available in Sections 414(B) and 416(3) of the Companies Act 2006 with regard to the Small Companies Regime. Accordingly, the Company has elected not to prepare a strategic report or as part of the Directors' report, disclosures relating to the dividends declared and (if any) paid during the year under review.

Principal activities

The principal activity of the Company is to hold bank deposits associated with the construction of the wind farm at Polwhat Rig Scotland.

Directors

The Directors of the Company during the year and up to the date of signing the accounts were as follows:

L Bell	(appointed 7 June 2017, resigned 14 December 2017)
K Brown	(appointed 14 December 2017)
D H Griffiths	(appointed 14 December 2017)
S Johnson	(resigned 7 December 2017)
O M Kramer	(resigned 14 December 2017)
M J LeBlanc	(resigned 14 December 2017)
A W Lee	(appointed 14 December 2017)
S L Mackenzie	(appointed 14 December 2017)
A A Pena	(resigned 14 December 2017)
D Rifai	(resigned 14 December 2017)
N T Roessner	(resigned 7 December 2017)
S Stavnsbo	(resigned 14 December 2017)
M A Walters	

Directors' indemnity and insurance

An associated company has arranged directors' and officers' liability insurance throughout the year.

Statement of disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware and each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

In November 2017 Deloitte LLP resigned as the Company's auditors and KPMG LLP were appointed.

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board



K Brown
Director

21 September 2018

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

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Polwhat Rig Windfarm Limited

We have audited the financial statements of Polwhat Rig Windfarm Limited ("the Company") for the year ended 31 December 2017 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial period is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine

Independent auditor's report to the members of Polwhat Rig Windfarm Limited

is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters

related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Ian Griffiths
Senior Statutory Auditor
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
United Kingdom

25 September 2018

Profit and loss account and other comprehensive income

for the year ended 31 December 2017

	Note	2017 £'000	2016 £'000
Administrative expenses		62	-
Profit before taxation		62	-
Tax on profit	4	-	-
Profit for the financial year		62	-

The Company has no other comprehensive income or loss items and therefore total comprehensive loss for the year is £62,000 (year ended 31 December 2017: profit £nil).

The notes on pages 9 to 12 form part of these financial statements.

Balance sheet

at 31 December 2017

	Note	2017 £'000	2016 £'000
Current assets			
Cash at bank in hand		80	80
		<u>80</u>	<u>80</u>
Creditors: amounts falling due within one year	5	-	(62)
		<u>-</u>	<u>(62)</u>
Net current liabilities		80	18
		<u>80</u>	<u>18</u>
Net liabilities		<u>80</u>	<u>18</u>
Capital and reserves			
Called up share capital	6	1	1
Profit and loss account		79	17
		<u>80</u>	<u>18</u>
Shareholder's deficit		<u>80</u>	<u>18</u>

The notes on pages 9 to 12 form part of these financial statements.

The financial statements were approved by the board of Directors on ²¹ September 2018 and were signed on its behalf by:



K Brown
Director
Company registration no. SC149113

Statement of changes in equity

	Share capital reserve £'000	Profit and loss account £'000	Total equity £'000
Balance at 1 January 2017	1	17	18
Total comprehensive income for the year			
Profit for the year	-	62	62
Total comprehensive income for the year	-	62	62
Balance at 31 December 2017	1	79	80

	Share capital reserve £'000	Profit and loss account £'000	Total equity £'000
Balance at 1 January 2016	1	17	18
Total comprehensive income for the year			
Profit for the year	-	-	-
Total comprehensive income for the year	-	-	-
Balance at 31 December 2016	1	17	17

Notes (forming part of the financial statements)

1 Accounting policies

Basis of preparation

Polwhat Rig Windfarm Limited is a private company incorporated, domiciled and registered in the UK. The registered number is SC149113 and the registered address is C/O Morton Fraser LLP, 2 Lister Square, Quartermile Two, Edinburgh, Scotland, EH3 9GL

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

All amounts in the financial statements have been rounded to the nearest £1,000.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Ventient Energy Limited (previously Mobius Renewables Bidco Limited) includes the Company in its consolidated financial statements. The consolidated financial statements of Ventient Energy Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the Company Secretary, C/O Morton Fraser LLP, 5th Floor, Quartermile Two, 2 Lister Square, Edinburgh, EH3 9GL.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative year reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs and;
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of Ventient Energy Limited, the Company's ultimate parent undertaking, include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures

The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in these financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis.

Notes (forming part of the financial statements)

1 Accounting policies (continued)

Going concern

The Company is part of the group headed by Ventient Energy Limited, together with other subsidiaries of Ventient Energy Limited (the 'Ventient Energy Group'). The Company is dependent for its working capital on funds provided to it by entities within the Ventient Energy Limited group. The Ventient Energy Group has sufficient financial resources to provide ongoing financial support to the Company, and the directors have obtained assurances this support will continue for at least 12 months from the date of signing of these financial statements.

As a consequence, the financial statements have been prepared on a going concern basis.

Group accounts

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued by reference to the principal outstanding and the interest rate applicable.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax is provided at amounts expected to be paid (or recovered) using tax rates that have been enacted or substantively enacted by the balance sheet date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Financial Instruments

Non-derivative financial instruments

Non-derivative financial instruments comprise cash and cash equivalents and trade and other payables. Non-derivative financial instruments are recognised initially at fair value. Subsequent to initial recognition they are measured as described below:

Trade and other creditors

Trade and other creditors are carried at cost.

Notes (forming part of the financial statements)

2 Auditor's remuneration

	31 December 2017 £'000	31 December 2016 £'000
Audit of these financial statements	4	4

Audit fees for the year ended 31 December 2017 were borne by another group company.

3 Directors' emoluments and employees

During the current year the Directors were remunerated for services provided to the Ventient Energy Limited Group, during the prior year, the Directors were remunerated for services provided to the Zephyr Investments Limited Group. In both the current year and prior year any remuneration specific to qualifying activities performed solely in relation to the Company were trivial. The Company had no employees during the current year or prior year.

4 Taxation

There is no current or deferred taxation charge for the period ended 31 December 2017.

5 Creditors: amounts falling due within one year

	31 December 2017 £'000	31 December 2017 £'000
Amounts owed to group undertakings	-	62
	-	62

6 Capital and reserves

Share capital

	31 December 2017 Number	31 December 2016 Number	31 December 2017 £'000	31 December 2016 £'000
Allotted, called up and fully paid				
Ordinary shares of £1 each	1,200	1,200	1	1

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Notes (forming part of the financial statements)

7 Related parties

The company became a wholly-owned subsidiary of Ventient Energy Limited on 7 November 2017. There were no transactions between the Company and Ventient Energy Limited during the year.

Prior to 10 November 2017 the Company was a wholly-owned subsidiary of the group headed by IIF Int'l Holdings L.P. There were no transactions between the Company and IIF Int'l Holdings L.P. and its subsidiaries during the period.

8 Ultimate parent company and ultimate controlling entity

Windy Standard Limited is the immediate parent company and does not produce consolidated accounts.

The head of the smallest and largest group for which consolidated financial statements are prepared and of which the Company is a member is Ventient Energy Limited. The consolidated financial statements of this group are available to the public and may be obtained from the Company Secretary, C/O Morton Fraser LLP, 5th Floor, Quartermile Two, 2 Lister Square, Edinburgh, EH3 9GL. Ventient Energy Limited is ultimately controlled by IIF Int'l Holding LP, an entity 100% owned by institutional investors advised by JP Morgan Asset Management.