Annual Report and Financial Statements For the year ended 31 December 2009

Registered Number 4296394



	Page
Directors' report for the year ended 31 December 2009	1
Independent auditors' report to the members of Solar Technologies Installations Limited	4
Profit & Loss account for the year ended 31 December 2009	5
Balance sheet as at 31 December 2009	6
Notes to the financial statements for the year ended 31 December 2009	7

,

### Directors' report for the year ended 31 December 2009

The Directors present their report and the audited financial statements of Solar Technologies Installations Limited ("the Company") for the year ended 31 December 2009

#### Principal activities

The principal activity of the Company is building construction with a particular focus on renewable energy design and installation

#### **Business review**

During the year, the business has increased the number of full time employees and invested in the necessary infrastructure to support future growth. Several of the solar pv installations completed during the year were assisted with funding from the low carbon building programme, which was coming to a close towards the end of 2009.

#### Results and dividend

The results of the Company are set out on page 5 The loss on ordinary activities after taxation for the year ended 31 December 2009 was £437,000 (2008 profit of £32,000) The Directors do not recommend the payment of an ordinary dividend (2008 £ml)

#### Financial position

The financial position of the Company is presented in the balance sheet on page 6 The shareholders' deficit as at 31 December 2009 was £951,000 (2008 £514,000)

#### **Future developments**

The business has now diversified into the design and installation of solar thermal technology and has achieved accredited installer status. With the introduction of a feed in tariff for solar PV on 1 April 2010, Solar Technologies is very well positioned to pursue its growth strategy. Further investment in the business is planned to support the growing market.

#### Post balance sheet event

The Company has taken advantage of the provisions of the Companies Act 2006 (the 'Act) to abolish the requirement to have an authorised share capital. A Special Resolution was passed by the Company's sole member on 17 February 2010 to delete all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, were treated as provisions of the Company's Articles of Association and then by adopting new Articles of Association

#### Principal risks and uncertainties and risk management

The principal uncertainties facing the Company are the impact of current economic conditions on growth, development of the micro-generation market and Government policy on the funding available for micro-generation projects

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Centrica plc Group ("the Group") and are not managed separately. Accordingly, the principal risks and uncertainties of the Group which include those of the Company are discussed on pages 29-34 of the 2009 Annual Report and Accounts of the Group which does not form part of this report.

Financial risk in respect of currency, interest rate and liquidity are managed by the Group's Treasury Department

#### Key performance indicators ("KPIs")

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The financial results of the business are set out above

### Directors' report for the year ended 31 December 2009 (continued)

#### **Directors**

The following served as Directors during the year and up to the date of signing this report

	Date of Appointment	Date of Resignation
G Lane		2 October 2009
JA Kımber		
JL Hugh		21 January 2010
T Mıllar	1 April 2009	
NJ Truesdale	21 January 2010	

#### Directors' and officers' liability

Directors' and officers' liability insurance has been purchased by the ultimate parent company, Centrica plc, and was in place throughout the year under review. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently

#### Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable 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 those financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements 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,
- 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.

#### Disclosure of information to auditors

Each of the Directors who held office at the date of approval of this Directors' report confirm that so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware and they have taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

#### Auditors

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

## Directors' report for the year ended 31 December 2009 (continued)

This report was approved by the Board on 25 June 2010

For and on behalf of Centrica Secretaries Limited

Company Secretary

Company registered in England and Wales No 4296394

Registered office

Mıllstream

Maidenhead Road

Windsor

Berkshire, SL4 5GD

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOLAR TECHNOLOGIES INSTALLATIONS LIMITED

We have audited the financial statements of Solar Technologies Installations Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet and the related notes. 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)

#### Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2 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 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

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

#### 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.

#### 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 2009 and of its 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

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in 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, 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

Symon Evans (Senior Statut

Simon Evans (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cornwall Court
19 Cornwall Street
Birmingham B3 2DT

## Profit and loss account

		Year ended 31 December 2009	Year ended 31 December 2008
	Notes	£'000	£'000
Turnover	3	6,641	6,560
Cost of sales		(5,530)	(5,752)
Gross Profit		1,111	808
Administrative expenses		(1,342)	(941)
Operating loss	4	(231)	(133)
Interest receivable and similar income		-	-
Interest payable and similar charges	7	(15)	(26)
Loss on ordinary activities before taxation		(246)	(159)
Tax on loss on ordinary activities	8	(191)	191
(Loss) / profit for the financial year	15	(437)	32

There is no difference between the loss on ordinary activities before taxation and the retained (loss)/profit for the year stated and their historical cost equivalents

All activities relate to continuing operations

The notes on pages 7 to 17 form part of these financial statements

### Balance sheet as at 31 December

		2009	2008
	Notes	£'000	£'000
Fixed Assets			
Tangible assets	9	35	11
Current assets			
Stocks	10	702	619
Debtors	11	1,227	1,985
Cash at bank and in hand		1,260	247
		3,189	2,851
Creditors - amounts falling due within one year	12	(4,082)	(3,304)
Net current liabilities		(893)	(453)
Total assets less current liabilities	_	(858)	(442)
Provisions for liabilities and charges	13	(93)	(72)
Net liabilities		(951)	(514)
Capital and reserves			
Called-up share capital	14	50	50
Profit and loss reserve	15	(1,001)	(564)
Total shareholders' deficit	16	(951)	(514)

The notes on pages 7 to 17 form part of these financial statements

The financial statements on pages 5 to 17 were approved and authorised for issue by the Board of Directors on 25 June 2010 and were signed on its behalf by

NJ Truesdale

Men Tradele

Director

## Notes to the financial statements for the year ended 31 December 2008

## 1 Principal accounting policies

#### Accounting principles

These financial statements have been prepared on a going concern basis, under the historical cost convention, and in accordance with United Kingdom Accounting Standards and the Companies Act 2006. The principal accounting policies, which have been consistently applied throughout the period, are set out below.

#### Going Concern

Centrica plc, the ultimate parent undertaking, will provide financial support to the Company to ensure that it is able to meet its liabilities as they fall due for the foreseeable future (i.e. at least twelve months from the date of approval of these financial statements), enabling it to carry on business without a significant curtailment of operations. Accordingly, these financial statements have been prepared on a going concern basis.

#### Redeemable preference shares

In accordance with FRS 25 'Financial Instruments' Presentation' redeemable preference shares are treated as a liability and disclosed within creditors. Preference dividends payable are non-cumulative and are disclosed as interest.

#### Turnover

Turnover is based on invoiced values to customers for goods and services, excluding discounts and value added tax. Long term contracts are included in turnover on the basis of the sales value of work performed during the period by reference to the total contract value and stage of completion of these contracts.

#### Long-term contracts

The Company has long-term contracts that fall into different accounting periods. In assessing the allocation of revenues and costs to individual accounting periods, and the consequential assets and liabilities, the Company estimates the total revenues and costs forecast to arise in respect of the contract and the stage of completion based on an appropriate measure of performance. In determining the degree of contractual performance, reference is made to the costs incurred in relation to the estimated expected costs.

Profit is recognised on long-term contracts when the final outcome can be assessed with reasonable certainty by including turnover and related costs within the profit and loss account as contract activity progresses

Full provision is made for any estimated losses to completion of contracts having regard to the overall substance of the arrangements

#### Tangible fixed assets

Tangible fixed assets are included in the balance sheet at cost less accumulated depreciation. Depreciation is charged on all fixed assets, at rates calculated to write-off the cost of each asset on a reducing balance or straight line basis over its expected useful life as follows for these asset classes.

- Plant and machinery

20% on reducing balance

- Computers & software

33 3% straight line

## 1 Principal accounting policies (continued)

#### Tangible fixed assets (continued)

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets have suffered an impairment. If any such indication exists,

## Notes to the financial statements for the year ended 31 December 2009 (continued)

the recoverable amount of the asset is estimated in order to determine the extent of any impairment Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately

#### **Taxation**

Current tax, being UK 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 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 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 in the foreseeable future from which the reversal of the underlying timing differences can be deducted

Deferred tax is not recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold

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 substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

#### Foreign exchange

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

#### Leasing commitments

Rentals paid under operating leases are charged on a straight line basis over the term of the lease

#### Stocks

Finished goods and goods for resale are valued at the lower of cost and net realisable value on an actual basis. Cost comprises direct materials, and where applicable, direct labour costs and overhead costs that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling prices less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

## Notes to the financial statements for the year ended 31 December 2009 (continued)

### 1 Principal accounting policies (continued)

#### Warranty reserve

A provision of 1% of the total contract sum of each project is made against potential future warranty claims and recognised in a warranty reserve included within provisions. Any warranty claims made in the period are charged against this reserve. The balance of the warranty provision for each project is subsequently released at the end of the warranty period for that project.

#### **Pensions**

The Company's employees participate in a number of the Group's defined benefit pension schemes. The Company is unable to identify its share of the underlying assets and liabilities in the scheme on a consistent and reasonable basis and therefore accounts for the schemes as if they were defined contribution schemes. The charge to the profit and loss account is equal to the contributions payable to the schemes in the accounting period, which are based on pension costs across the Group as a whole

#### 2 Cash flow statement

The Company is a wholly-owned subsidiary of Solar Technologies Group Limited and is included in the consolidated financial statements of Centrica plc, which are publicly available Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 'Cash Flow Statements'

## 3 Segmental reporting

Turnover relates to the principal activity of the business and occurs wholly in the United Kingdom

## 4 Operating loss

	2009	2008
	£'000	£,000
Operating loss is stated after charging:		
Depreciation of tangible fixed assets	12	5
Loss on disposal of tangible fixed assets	-	9
Auditors' fees - statutory audit	19	13
Operating lease rentals	38	38
Directors' emoluments	_	34

Auditors' remuneration totalling £19,000 (2008 £13,000) relates to fees for the audit of the UK GAAP statutory accounts of Solar Technologies Installations Limited and includes fees in relation to the audit of the IFRS group consolidation schedules, for the purpose of the Centrica Group audit, which also contribute to the audit of Solar Technologies Installations Limited

# Notes to the financial statements for the year ended 31 December 2009 (continued)

### 5 Directors' emoluments

No emoluments were paid following acquisition on 25 September 2008 as the Directors were employed by other Centrica Group companies as from this date. No recharges of emoluments are made to the Company as it is not possible accurately to apportion them and accordingly no amounts are included in the financial statements for these individuals. All Directors who served from 25 September 2008 are members of the ultimate parent company's defined benefit or defined contribution pension scheme.

### 6 Staff costs

		2009	2008
		£'000	£,000
	Wages and salaries	1,405	994
	Social Security	112	69
	Pension costs	19	2
		1,536	1,065
	Number of employees		
	Average number of employees during the year	33	18
7	Interest payable and similar charges		
		2009	2008
		£'000	£'000
	Bank loans and overdrafts	3	2
	Due on loans from group undertakings	12	24
		15	26

# Notes to the financial statements for the year ended 31 December 2009 (continued)

## 8 Tax on loss on ordinary activities

	.2009 £'000	2008 £'000
(a) Analysis of tax charge in the period		
The tax charge comprises		
Current tax		
United Kingdom corporation tax at 28 % (2008 28 5%)		
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	164	(191)
Adjustments in respect of prior years	27	-
Total tax on loss on ordinary activities	191	(191)

#### (b) Factors affecting the tax charge for the period

The difference between the total current tax shown above and the amount calculated by applying standard rate of UK corporation tax to the profit before tax is as follows

	2009 £'000	2008 £'000
Loss on ordinary activities before tax	(246)	(159)
Tax on loss on ordinary activities at standard UK corporation tax rate of 28% (2008 28%)	(69)	(45)
Effects of		
General inadmissible expenditure	1	-
Other timing differences	-	31
Depreciation in excess of capital allowances	(1)	3
Group relief for nil consideration	78	11
UK transfer pricing adjustment	(9)	-
Tax charge for the period		-

The standard rate of Corporation Tax in the UK changed from 30% to 28% with effect from 1 April 2008. Accordingly the company's profits for this accounting period are taxed at an effective rate of 28% (2008. 28.5%)

# Notes to the financial statements for the year ended 31 December 2009 (continued)

9	Tangible fixed assets	Plant and machinery	Computers	Software	Total
		£'000	£'000	£'000	£'000
	Cost				
	As at 1 January 2009	4	10	3	17
	Additions	2	17	17	36
	Disposals		-	<u> </u>	
	As at 31 December 2009	6	27	20	53
	Accumulated depreciation				
	As at 1 January 2009	1	4	1	6
	Charge for the year	1	8	3	12
	Disposals	-		<del>-</del>	-
	At 31 December 2009	2	12	4	18
	Net book value				
	At 31 December 2009	4	15	16	35
	At 31 December 2008	3	6	2	11
10	Stocks				
				2009	2008
				£'000	£'000
	Finished goods and goods for resale			482	470
	Long-term contract balances			220	149
			=	702	619
	Long-term contract balances consist of	the following			
	Costs to date less provision for losses			238	277

The difference between purchase cost of stocks and their replacement cost is not material

Less applicable payments on account

(128)

149

(18) 220

# Notes to the financial statements for the year ended 31 December 2009 (continued)

### 11 Debtors

·	1,227	1,985
Deferred tax		191
Taxation and social security	1	-
Amounts recoverable on contracts	668	746
Prepayments	13	23
Other debtors	17	1
Trade debtors	528	1,024
	£'000	£'000
	2009	2008

#### All amounts are due within one year

A deferred tax asset has been made in respect of accelerated depreciation and unrelieved trading losses being carried forward. As required by Financial Reporting Standard No 19, deferred tax assets are only recognised when there is persuasive and reliable evidence that the assets can be realised. Detailed operating plans covering two years from the balance sheet date are used for deferred tax asset recognition purposes and it was noted that the asset would not be realised in the foreseeable future prompting the reversal and consequent release of the deferred tax asset.

Deferred corporation tax asset at 28% (2008 28%) is analysed as follows

	Provided Uni		Provided Unprovided		rovided
	2009	2008	2009	2008	
	£'000	£'000	£'000	£'000	
Deferred corporation tax					
-accelerated capital allowances	-	1	-	-	
-other timing differences	-	190	163	-	
		191	163	-	

## Notes to the financial statements for the year ended 31 December 2009 (continued)

### 12 Creditors

	2009	2008
	£'000	£'000
Trade creditors	313	636
Payments on account	68	56
Other creditors	1	1
Taxation and social security	-	70
Accruals	650	407
Amounts owed to group undertakings	3,050	2,134
_	4,082	3,304

Amounts owed to group undertakings include preference shares of £697,000 (2008 £697,000) The 697,000 preference shares of £1 each were issued on 31 December 2006 are redeemable for a period of 5 years from the date of issue and pay a non-cumulative 8% dividend on their nominal value

The remaining amounts owed to group undertakings of £2,353,000 (2008 £1,437,000) are unsecured and repayable on demand

## 13 Provisions for liabilities and charges

	Warranty Reserve	Total
	£'000	£'000
As at 1 January 2009	72	72
Additional provisions made in the year	39	39
Amounts utilised or reversed in the year	(18)	(18)
As at 31 December 2009	93	93

A provision of 1% has been recognised for potential warranty claims on contracts completed within the last two years

# Notes to the financial statements for the year ended 31 December 2009 (continued)

## 14 Called-up share capital

	2009	2008
	£'000	£'000
Authorised		
100,000 ordinary shares of £1 each	100	100
700,000 redeemable preference shares of £1 each	700	700
Allotted and fully paid		
* *		
50,000 ordinary share of £1 each	50	50

### 15 Reserves

	Profit and loss reserve	Total
	£'000	£'000
As at 1 January 2009	(564)	(564)
Loss for the financial year	(437)	(195)
As at 31 December 2009	(1,001)	(759)

## 16 Reconciliation of movements in shareholders' deficit

	2009	2008
	£'000	£'000
As at 1 January	(514)	(546)
(Loss)/Profit for the financial year	(437)	32
As at 31 December	(951)	(514)

## Notes to the financial statements for the year ended 31 December 2009 (continued)

## 17 Operation lease commitment

The following operating lease payments are committed to be paid within one year

	2009 £'000	2008 £'000
Land and buildings expiring		
Between two and five years	33	33
	2009	2008
	£'000	£'000
Other assets expiring:		
Between two and five years	3	2
More than five years	<u> </u>	3

The lease payments for land and buildings are made on behalf of the Company by a Group undertaking and recharged to the Company at cost

#### 18 Pensions

The majority of the Company's UK employees as at 31 December 2009 were members of two of the three main schemes in the Centrica plc Group, the Centrica Pension Scheme, the Centrica Engineers Pension Scheme and the Centrica Management Pension Scheme

These are defined benefit schemes and their assets are held in separate trustee administered funds. However, it is not possible on a reasonable and consistent basis to identify the Company's share of the underlying assets and liabilities within these schemes, and therefore, as allowed within FRS17, these schemes have been treated as defined contribution schemes. The aggregate contributions to the schemes during the year were £19,000 (2008 £2,000). The amount outstanding at the balance sheet date was £nil. The latest actuarial valuation of the schemes, updated for the purposes of FRS17 show a total deficit of £565 million (£407 million net of deferred tax). These pension schemes are included on a consolidated basis within the group accounts of Centrica plc as prepared under IFRS.

The habilities under the pension schemes will be paid out over an extended period. The Company is contributing to the pension fund on the basis of actuarial advice as to the amounts required to meet these liabilities in full. This actuarial advice is based on funding valuations carried out at least triennially, the last of which was as at 31 March 2009.

## Notes to the financial statements for the year ended 31 December 2009 (continued)

## 19 Related party disclosures

The Company is a wholly owned subsidiary whose results are included in the consolidated financial statements of Centrica plc and the Company has taken advantage of the exemption from the requirement to disclose details of transactions with other Centrica plc Group companies under the terms of FRS 8 'Related Party Transactions'

There were no other related party transactions requiring disclosure in accordance with FRS 8 'Related Party Transactions'

#### 20 Post balance sheet event

The Company has taken advantage of the provisions of the Companies Act 2006 (the 'Act) to abolish the requirement to have an authorised share capital. A Special Resolution was passed by the Company's sole member on 17 February 2010 to delete all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, were treated as provisions of the Company's Articles of Association and then by adopting new Articles of Association

### 21 Ultimate parent undertaking

The Company's immediate parent undertaking is Solar Technologies Group Limited, a company registered in England and Wales

The ultimate parent undertaking and ultimate controlling party is Centrica plc, a company registered in England and Wales which is the parent company of the smallest and largest group to consolidate their financial statements. Copies of Centrica plc consolidated financial statements may be obtained from <a href="https://www.centrica.com">www.centrica.com</a>