

Liquefied Petroleum National Gas Limited

**Directors' report and financial
statements**

Registered number 03318814

For the year ended 26 December 2015



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Directors' report

The directors present their annual report and audited financial statements for the 52 week period ended 26 December 2015 (referred to as 2015 and "year" throughout the annual report, with 2014 referring to the 52 week period ended 27 December 2014).

The directors have taken the exemption under the special provisions relating to small companies within Part 15 of the Companies Act 2006 from undertaking the detailed business review requirements of section 417 of the Companies Act 2006.

Principal activities

The Company did not trade during the current or prior period.

Results and dividends

The Company's profit for the financial year is £296k (2014: £291k). The directors do not recommend the payment of a dividend for the year (2014: £nil)

Directors

The directors who served during the year and to the date of signing of these financial statements were as follows:

S Rennie
A Thompson
T Collins (resigned 01 February 2016)

The directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Financial risk management

Due to the size of the Company and the limited range and number of transactions, the directors do not feel a full financial risk management disclosure is relevant. The Company's operations do not expose it to any risks such as debt market prices, credit risk or liquidity risk. The Company does not require a formal risk management programme and given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board.

Interest rate risk

The Company's financing is internal to the Calor group; therefore any financial risks are mitigated by internal policies and controls.

Directors' report *(continued)*

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 to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

During the year, PwC LLP resigned as auditors and the directors appointed KPMG LLP.

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.

By order of the board



R Marshall-Rowan
Company Secretary

Athena House
Athena Drive
Tachbrook Park
Warwick
CV34 6RL

23 August 2016

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 year. 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 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 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; 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.



KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH
United Kingdom

Independent auditor's report to the members of Liquefied Petroleum National Gas Limited

We have audited the financial statements of LPNG Limited for the year ended 26 December 2015 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in 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 purposes. 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 Directors' Responsibilities 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. 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 26 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with UK 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.

Independent auditor's report to the members of Liquefied Petroleum National Gas Limited (continued)

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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Xavier Timmermans (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

23 August 2016

Statement of profit and loss and other comprehensive income
for the year ended 26 December 2015

	<i>Note</i>	2015 £000	2014 £000
Interest receivable and similar income	4	371	371
Profit on ordinary activities before taxation		371	371
Taxation	5	(75)	(80)
Profit on ordinary activities and total comprehensive income for the year		296	291

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents.

All results derive from continuing operations.

Balance sheet
at 26 December 2015

	<i>Note</i>	2015 £000	£000	2014 £000	£000
Fixed assets					
Investments	6		-		270
Current assets					
Debtors (including £19,690k (2014: £19,401k) due after more than one year	7	19,690		19,401	
Cash at bank and in hand		433		432	
			20,123		19,833
Creditors: amounts falling due within one year	8		(74)		(350)
Net current assets			20,049		19,483
Total assets less current liabilities			20,049		19,753
Net assets			20,049		19,753
Capital and reserves					
Called up share capital	9		1,520		1,520
Profit and loss account			18,529		18,233
Shareholders' funds			20,049		19,753

These financial statements were approved by the board of directors on 23 August 2016 and were signed on its behalf by:



S Rennie
Director

Company registered number: 003318814

Statement of changes in equity

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 29 December 2013	1,520	17,942	19,462
Total comprehensive income for the period			
Profit	-	291	291
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	291	291
	<hr/>	<hr/>	<hr/>
Balance at 27 December 2014	1,520	18,233	19,753
	<hr/>	<hr/>	<hr/>
Balance at 28 December 2014	1,520	18,233	19,753
Total comprehensive income for the period			
Profit	-	296	296
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	296	296
	<hr/>	<hr/>	<hr/>
Balance at 26 December 2015	1,520	18,529	20,049
	<hr/>	<hr/>	<hr/>

Notes

(forming part of the financial statements)

1 Accounting policies

Liquefied Petroleum National Gas Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

The Company's ultimate parent undertaking, SHV Holdings N.V includes the Company in its consolidated financial statements. The consolidated financial statements of SHV Holdings N.V are prepared in accordance with International Financial Reporting Standards as adopted by the EU, in combination with Dutch accounting standards, and are available to the public and may be obtained from Company Secretary, SHV Holdings N.V., Rijnkade 1, 3511 LC, Utrecht, The Netherlands. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

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

1.1 Measurement convention

The financial statements are prepared on the historical cost basis measured at fair value.

1.2 Going concern

The financial statements have been prepared on a going concern basis. The Company's forecast and projections show that the Company should be able to operate within the working capital facilities available to it for at least 12 months from the date of approval of the financial statements. Thus the Company continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Basic financial instruments

Trade and other debtors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors

Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Notes (continued)

1 Accounting policies (continued)

1.4 Expenses

Interest receivable

Interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income is recognised in profit or loss as they accrue, using the effective interest method.

1.5 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

2 Auditor's remuneration

Auditor's remuneration charge for the year is £3k (2014: £3k) and has not been recharged by the Company's immediate parent company, Calor Gas Limited. The remuneration for the audit of these financial statements is £3k (2014: £3k). The remuneration for other services is £nil (2014: £nil).

3 Directors' emoluments

	2015 £000	2014 £000
Directors' emoluments	9	7

4 Interest receivable and similar income

	2015 £000	2014 £000
On secured loan to an intermediary parent company	371	371

Notes (continued)

5 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2015 £000	2014 £000
<i>Current tax</i>		
Current tax on income for the period	75	80
	<hr/>	<hr/>
Total current tax	75	80
	<hr/>	<hr/>

Analysis of current tax recognised in profit and loss

	2015 £000	2014 £000
UK corporation tax	75	80
	<hr/>	<hr/>
Total current tax recognised in profit and loss	75	80
	<hr/>	<hr/>

Reconciliation of effective tax rate

	2015 £000	2014 £000
Profit for the year	296	291
Total tax expense	75	80
	<hr/>	<hr/>
Profit excluding taxation	371	371
	<hr/>	<hr/>
Tax using the UK corporation tax rate of 20.25% (2014: 21.5%)	75	80
	<hr/>	<hr/>
Total tax expense included in profit or loss	75	80
	<hr/>	<hr/>

The corporation tax payable for the year by the Company has been reduced by £75k (2014: £80k) because of the group relief surrendered by fellow group undertaking SHV Energy Holdings UK Limited for which payment will be made during 2016.

Reductions in the UK corporation tax rate from 20% to 19% (effective from 01 April 2017), and then to 18% (effective from 01 April 2020), were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective from 01 April 2020) was announced in the Budget on 16 March 2016. These reductions will reduce the company's future tax charge accordingly and reduce the deferred tax assets at 26 December 2015 (which have been calculated based on the rates substantively enacted at the balance sheet date).

Notes (continued)

6 Fixed asset investments

	Subsidiary undertakings £000
Cost	
At beginning of year	674
Disposals	(674)
	<hr/>
At end of year	-
	<hr/>
Provision for diminution in value	
At beginning of year	(404)
Disposals	404
	<hr/>
At end of year	-
	<hr/>
Net book value	
At 26 December 2015	-
	<hr/>
At 27 December 2014	270
	<hr/>

7 Debtors

	2015 £000	2014 £000
<i>Amounts falling due after more than one year</i>		
Amounts owed by immediate parent company	19,690	19,401
	<hr/>	<hr/>

Amounts owed by immediate parent company are unsecured, carry an interest charge of Lloyds Banking Group plc base rate +1.5% per annum (2014:Lloyds Banking Group plc base rate +1.5% per annum) and have no fixed date of repayment. The directors have confirmed that the balance will not be called for before 31 December 2017.

8 Creditors: amounts falling due within one year

	2015 £000	2014 £000
Amounts owed to group undertakings	74	350
	<hr/>	<hr/>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

Notes (continued)

9 Capital and reserves

Share capital

	2015 £000	2014 £000
<i>Allotted, called up and fully paid</i>		
1,520,000 (2014: 1,520,000) ordinary shares of £1 each	1,520	1,520

10 Related parties

Liquefied Petroleum National Gas Limited is a wholly owned subsidiary of Calor Gas Limited and ultimately SHV Holdings N.V. The results of Liquefied Petroleum National Gas Limited are included in the consolidated financial statements of SHV Holdings N.V. the smallest and largest company in the group to prepare consolidated financial statements. Consequently, the Company is exempt under the terms of FRS 102 'Related Party Disclosures' from disclosing details of transactions with SHV Holdings N.V. or other wholly owned entities that were members of the SHV Holding N.V. group.

11 Ultimate parent undertaking and controlling party

The immediate parent undertaking is Calor Gas Limited.

The ultimate parent undertaking and controlling party of the Company is SHV Holdings N.V., a private company incorporated in The Netherlands, which is the smallest and largest group to prepare consolidated financial statements incorporating the results of the Company. Copies of the consolidated financial statements for SHV Holdings N.V. may be obtained from the Company Secretary, SHV Holdings N.V., Rijnkade 1, 3511 LC, Utrecht, The Netherlands.