

**Company Registration No. 09060353**

**REG Netley Solar Limited**

**Annual Report and Financial Statements**

**For the period from 28 May 2014 to 30 June  
2015**



# **REG Netley Solar Limited**

## **Annual report and financial statements for the period from 28 May 2014 to 30 June 2015**

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# **REG Netley Solar Limited**

## **Officers and professional advisers**

### **Directors**

A Whalley  
M Partridge  
D Crockford  
S Wannop  
S Booth

### **Registered Office**

2nd Floor  
Edgeborough House  
Upper Edgeborough Road  
Guildford  
Surrey  
GU1 2BJ

### **Independent Auditor**

Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Global House  
High Street  
Crawley  
RH10 1DL

# REG Netley Solar Limited

## Directors' report

The directors present their annual report on the affairs of the Company, together with the audited financial statements and auditor's report, for the period from 28 May 2014 to 30 June 2015. The Company was incorporated on 28 May 2014 and during the period was wholly owned by Renewable Energy Generation Limited.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On 21 December 2015, Renewable Energy Generation Limited sold REG Netley Solar Limited Limited as part of a wider transaction to Helium Miracle 184 Limited, a company formed by management.

Further information on the basis of preparation of these financial statements can be found in note 1.

### Principal activity

The principal activity of the Company in the period under review was that of the development and construction of a 10.7MW solar farm at Netley, Hampshire and this is expected to continue to be the principal activity of the Company until its commercial operation date.

### Results and dividends

There were no trading activities in the period.

The directors do not recommend the payment of a dividend.

### Directors

The directors who served throughout the period, except as noted, were as follows:

A Whalley	(appointed 28 May 2014)
M Partridge	(appointed 28 May 2014)
D Crockford	(appointed 28 May 2014)
N Harris	(appointed 28 May 2014 and resigned 21 December 2015)
S Wannop	(appointed 28 May 2014)
S Booth	(appointed 28 May 2014)

### Independent auditor and statement of provision of information to the independent auditor

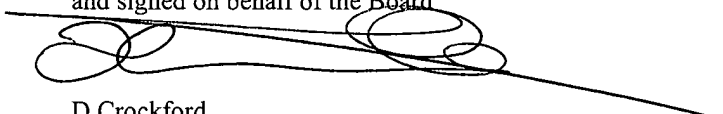
Deloitte LLP has expressed their willingness to continue in office as auditor of the Company and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board of Directors  
and signed on behalf of the Board



D Crockford  
Director

25 February 2016

# **REG Netley Solar Limited**

## **Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and the audited 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; 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 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.

# **Independent auditor's report to the members of REG Netley Solar Limited**

We have audited the financial statements of REG Netley Solar Limited for the period ended 30 June 2015 which comprise the Balance Sheet and the related notes 1 to 11. 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).

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 Directors' responsibilities statement, 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 annual 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 30 June 2015 and of its result for the period 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.

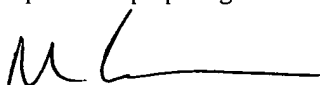
## **Opinion on other matter prescribed by the Companies Act 2006**

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; or
- the Directors were not entitled to take advantage of the small companies exemption from preparing a Strategic report or in preparing the Director's report.



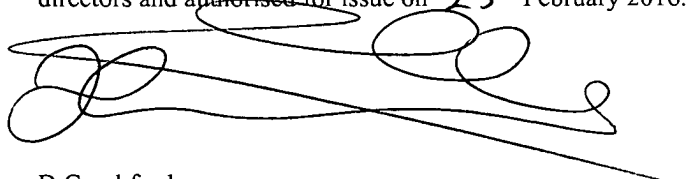
Matthew Coulson FCA (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Crawley, United Kingdom

# REG Netley Solar Limited

## Balance sheet As at 30 June 2015

	Notes	2015 £
<b>Fixed assets</b>		
Tangible assets	4	323,326
<b>Current assets</b>		
Debtors	5	919
<b>Total assets less current liabilities</b>		324,245
<b>Creditors: amounts falling due within one year</b>	6	(324,244)
<b>Net assets</b>		1
<b>Capital and reserves</b>		
Called-up share capital	7	1
Profit and loss account	8	-
<b>Shareholder's funds</b>	8	1

The financial statements of REG Netley Solar Limited, registered number 09060353 were approved by the board of directors and authorised for issue on 25 February 2016.



D Crockford  
Director

# **REG Netley Solar Limited**

## **Notes to the financial statements**

**For the period from 28 May 2014 to 30 June 2015**

### **1. Accounting policies**

REG Netley Solar Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activity is set out in the Directors' report on page 2.

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below and have been applied consistently throughout the current financial period.

#### **Accounting convention**

The financial statements are prepared under the historical cost convention.

#### **Cash flow statement**

The Company has taken advantage of the exemption in Financial Reporting Standard No.1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 per cent or more of the voting rights are controlled within the Group.

#### **Basis of preparation**

The financial statements have been prepared on the basis the Company is a going concern, which the Directors consider appropriate.

The Directors have separately reviewed integrated forecasts for the Company, for the foreseeable future, which indicate that the Company will be able to meet its cash flow demands and liabilities as they fall due from cash flows from operations and existing working capital and support from the new Group (refer to note 11) as required.

The Company has received confirmation that the new Group, which has substantial free cash resources, will continue to support the activities and allow the Company to meet its liabilities as they fall due.

As the Company did not trade in the period no profit and loss and account has been included in these financial statements.

#### **Tangible fixed assets**

Plant and equipment is stated at cost less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met, but excludes the costs of day-to-day servicing which is expensed as incurred.

Depreciation is provided on all tangible fixed assets, other than freehold land, at the following annual rates in order to write off each asset over its estimated useful life.

Operating wind sites	20 years
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### **2. Information regarding directors and employees**

The Company has no employees. The directors received no remuneration from the Company.

### **3. Audit fees**

Audit fees are borne by other group companies.

# REG Netley Solar Limited

## Notes to the financial statements (continued) For the period from 28 May 2014 to 30 June 2015

### 4. Tangible fixed assets

	Assets in construction £
<b>Cost and net book value</b>	
At 28 May 2014	-
Additions	323,326
	<hr/>
At 30 June 2015	323,326
	<hr/> <hr/>

### 5. Debtors

	2015 £
Called-up share capital not yet paid	1
VAT	918
	<hr/>
	919
	<hr/> <hr/>

### 6. Creditors: amounts falling due within one year

	2015 £
Trade creditors	5,511
Amounts owed to group undertakings	318,733
	<hr/>
	324,244
	<hr/> <hr/>

### 7. Called-up share capital

	2015 £
<b>Allotted and called-up</b>	
1 Ordinary share of £1 at par	1
	<hr/> <hr/>

### 8. Reconciliation of movements in shareholder's funds and movements in profit and loss account

	Called-up share capital £	Profit and loss account £	Total £
At 28 May 2014 and 30 June 2015	1	-	1
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

# **REG Netley Solar Limited**

## **Notes to the financial statements (continued)** **For the period from 28 May 2014 to 30 June 2015**

### **9. Related party disclosures**

The Company has taken advantage of the exemption under Financial Reporting Standard 8 from providing details of related party transactions with group related parties.

### **10. Ultimate parent undertaking**

The ultimate and immediate parent undertaking and controlling party during the reporting period was Renewable Energy Generation Limited, a company incorporated in Jersey. The Registered Office of the ultimate parent undertaking was Elizabeth House, 9 Castle Street, St Helier, Jersey, JE4 2QP. This was the largest and smallest group which prepares consolidated financial statements including the Company.

After the balance sheet date, REG Netley Solar Limited was sold as part of a wider transaction to a new ultimate parent, Helium Miracle 184 Limited, refer to note 11 for further information. The Registered Office of the new ultimate parent undertaking is 2nd Floor, Edgeborough House, Upper Edgeborough Road, Guildford, Surrey, GU1 2BJ.

The immediate parent company also changed after the balance sheet date to REG Holdings Limited. A company registered in England & Wales. The financial statements are available from the registered office given on page 1.

### **11. Post balance sheet event**

On 21 December 2015, Renewable Energy Generation Limited sold REG Netley Solar Limited as part of a wider transaction to Helium Miracle 184 Limited, a company formed by management.

Helium Miracle 184 Limited, will function in the same manner as Renewable Energy Generation Limited and as such there will be no fundamental change to the way that REG Netley Solar Limited is managed or operated.