

Registration number: 03104203

GTC Pipelines Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2018



GTC Pipelines Limited

Contents

Company Information	1
Strategic Report	2 to 3
Directors' Report	4 to 5
Independent Auditor's Report	6 to 8
Income Statement	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12 to 22

GTC Pipelines Limited

Company Information

Directors	C Linsdell D Corney J Trounson K Johnston
Company secretary	C Mumford S Standring
Registered office	Synergy House Woolpit Business Park Woolpit Bury St Edmunds Suffolk IP30 9UP
Auditors	Deloitte LLP Statutory Auditor London United Kingdom

GTC Pipelines Limited

Strategic Report for the Year Ended 31 December 2018

The Directors present their Strategic Report, annual report and audited financial statements for the year ended 31 December 2018. The Directors, in preparing this Strategic Report, have complied with s414c of the Companies Act, 2006.

Principal activity

The principal activity of the Company is gas transportation licensed by Ofgem and undertaking the adoption and operation of gas pipeline networks to housing and industrial developments.

Fair review of the business

The profit for the year, after taxation, amounted to £16,311,324 (2017: profit of £5,031,213). The Company made a 17.7% increase in gross profit due to increased connections and rates charged compared with 2017. At the year-end the Company had net assets of £15,985,050 (2017: net liabilities of £71,760,397).

The Company increased its net assets in the year following an issue of share capital. This injection of capital represents continued shareholder support in the future growth and success of the Company.

The Company operates as part of the BUUK Infrastructure Group ('BUUK', the 'Group') and the Directors of the Group do not consider individual entities in the Group to have individual key performance indicators (KPIs). The Group's results are considered as a whole, and details of the performance can be found in the consolidated group financial statements prepared by BUUK Infrastructure No 2 Limited.

In preparing the financial statements the Directors have followed the cost model for accounting for infrastructure assets. In the Directors' opinion the fair value of those infrastructure assets, which is an approximation for the replacement cost to purchase them, would be £1,055m at 31 December 2018.

Principal risks and uncertainties

The Company is part of the BUUK Infrastructure Group, owned by BUUK Infrastructure Limited. The principal risks and uncertainties facing the Group and the entity are:

Regulatory

The Group operates in stable and transparent regulated utility markets in the UK. The Group is not aware of any proposed changes impacting the existing regulatory frameworks in which it operates. Any such change could have either a positive or negative impact on our future business prospects.

Health, Safety and Environmental

The Group operates a comprehensive Health, Safety and Environmental framework to ensure that, as far as possible, it eliminates risk to its employees, customers and the environment. The Group has an excellent track record in this regard and has culturally aligned itself to continually improve its performance in this area.

Liquidity and Interest Rates

The Group has a policy of seeking to have a number of sources of funds at any given time to meet its liquidity needs, as well as maintaining a balanced maturity profile to minimise, as far as possible, peaked repayments and refinancing risk. Debt facilities are arranged with appropriate financial and operating covenants, ensuring that management has the necessary flexibility in the operation of its business.

Cash flow risk

The Group uses derivative financial instruments to manage certain exposures to fluctuations in interest rates, inflation rates and exchange rates. The Group does not hold any speculative financial instruments.

Credit risk

The Group's credit risk is primarily attributable to its trade receivables. Given the number and geographical spread of the Group's ultimate customers and the solvency of major trade debtors, credit risk is believed to be limited. The Group is not reliant on any particular customer in the markets in which it operates and there is no significant concentration of credit risk. The Group regularly monitors its exposure to bad debts in order to minimise this exposure.

GTC Pipelines Limited

Strategic Report for the Year Ended 31 December 2018 (continued)

Social, environmental and ethical policy

The Company is a member of the BUUK Infrastructure Group of Companies and accordingly adheres to the Group's Social, Environmental and Ethical Policy.

The Group recognises that its business activities and practices, and those of its suppliers, may have an impact on its employees, society and the environment. As such the Group has developed its own policies and procedures to ensure compliance with these matters. The Group expects all employees and its suppliers to work to that Code, which as a minimum standard requires compliance with any relevant international and national legal or regulatory framework. In addition, the Group has maintained registration of ISO 14001 environmental accreditation.

Health and safety

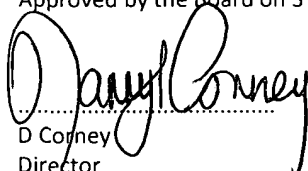
The Directors are committed to achieving high standards of health and safety in the Group's business activities for employees and customers alike. Policies and procedures are established to maintain continued provision of safe and healthy working conditions compliant with statutory requirements and appropriate codes of practice.

Equal opportunities

A fair and equal opportunities culture is operated throughout the Group. Employment opportunities, whether in the recruitment, training or promotion of employees, are granted on merit irrespective of race, colour, religion, national origin, age, gender, disability or sexual orientation.

Full consideration and equal opportunities are given to employment applications from disabled persons with due regard to the requirements of the job. Where existing employees become disabled every effort is made to provide opportunities for continued employment within the Group supported with training and development as appropriate.

Approved by the Board on 3 July 2019 and signed on its behalf by:


D Corney
Director

GTC Pipelines Limited

Directors' Report for the Year Ended 31 December 2018

The Directors present their report and the financial statements for the year ended 31 December 2018.

Principal risks and uncertainties are discussed within the Strategic Report.

Directors of the Company

The Directors who held office during the year and to the date of this report, unless stated otherwise, were as follows:

C Linsdell

D Corney

J Trounson

K Johnston

Dividends

During the year interim dividends were approved and paid of £377,182,507 (2017: £Nil). The Directors do not recommend the payment of a final dividend (2017: £Nil).

Employee involvement

The Directors recognise the integral importance of their employees in achieving Group success. Employee involvement in the development of the business is encouraged through an open and honest working environment, effective communication of business objectives and performance and actively seeking the opinions and concerns of the wider business team. In April 2018 the Group was recognised as a 'Best Large Workplace' by Great Places to Work which reflects the Group's commitment to the importance of its employees.

Future developments

The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year. The Directors are satisfied that the Company is well placed to continue to perform satisfactorily during the coming year.

Going concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue to adopt the going concern basis in preparing the annual report and financial statements. The Directors received assurances from Group companies that intercompany payable balances would not be recalled for a period of at least 12 months from the date of this report unless the Company was in a position to repay them and remain a going concern.

Further details regarding the adoption of the going concern basis can be found in Note 2 of the financial statements.

Directors' liabilities

The Company has Directors' and Officers' liability insurance to provide against liability in respect of proceedings brought forward by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' Report.

Disclosure of information to the auditors

Each Director has taken 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 auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

GTC Pipelines Limited

Directors' Report for the Year Ended 31 December 2018 (continued)

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

Directors' responsibilities statement

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), 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:

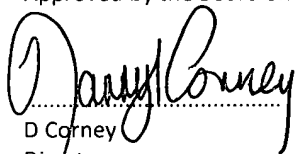
- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 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.

Reappointment of auditors

Deloitte LLP has indicated its willingness to continue in office and a resolution to reappoint them as the Company's auditor will be put to the forthcoming Annual General Meeting.

Approved by the Board on 3 July 2019 and signed on its behalf by:



.....
D Corney
Director

GTC Pipelines Limited

Independent Auditor's Report to the Members of GTC Pipelines Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of GTC Pipelines Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Income Statement;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the Directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

GTC Pipelines Limited

Independent Auditor's Report to the Members of GTC Pipelines Limited (continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of Directors

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, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for 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 the Directors intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

GTC Pipelines Limited

Independent Auditor's Report to the Members of GTC Pipelines Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

Use of our report

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.



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Andrew Lowes (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London
United Kingdom

3 July 2019

GTC Pipelines Limited

Income Statement for the Year Ended 31 December 2018

	Note	2018 £	2017 £
Turnover		73,465,393	64,352,731
Cost of sales		<u>(16,481,194)</u>	<u>(15,922,541)</u>
Gross profit		56,984,199	48,430,190
Administrative expenses		<u>(21,059,211)</u>	<u>(14,727,886)</u>
Operating profit	3	35,924,988	33,702,304
Interest receivable and similar income	4	163,181	337,313
Interest payable and similar expenses	5	<u>(15,640,266)</u>	<u>(28,594,140)</u>
Profit before tax		20,447,903	5,445,477
Taxation	8	<u>(4,136,579)</u>	<u>(414,264)</u>
Profit for the financial year		<u><u>16,311,324</u></u>	<u><u>5,031,213</u></u>

The above results were derived from continuing operations.

No separate Statement of Comprehensive Income has been presented because the Company has no items of comprehensive income other than the profit for the financial year.

The notes on pages 12 to 22 form an integral part of these financial statements.

GTC Pipelines Limited

(Registration number: 03104203)

Statement of Financial Position as at 31 December 2018

	Note	2018 £	2017 £
Fixed assets			
Intangible assets	9	16,500,000	18,750,000
Tangible assets	10	<u>374,171,100</u>	<u>333,844,582</u>
		<u>390,671,100</u>	<u>352,594,582</u>
Current assets			
Debtors	11	19,173,621	25,665,183
Cash at bank and in hand		<u>344,502</u>	<u>925,846</u>
		19,518,123	26,591,029
Creditors: Amounts falling due within one year	12	<u>(393,399,465)</u>	<u>(450,946,008)</u>
Net current liabilities		<u>(373,881,342)</u>	<u>(424,354,979)</u>
Total assets less current liabilities		16,789,758	(71,760,397)
Provisions for liabilities	13	<u>(804,708)</u>	-
Net assets/(liabilities)		<u>15,985,050</u>	<u>(71,760,397)</u>
Capital and reserves			
Called up share capital	14	1,001	1,000
Profit and loss account		<u>15,984,049</u>	<u>(71,761,397)</u>
Total equity		<u>15,985,050</u>	<u>(71,760,397)</u>

Approved and authorised by the Board on 3 July 2019 and signed on its behalf by:



 D Corney
 Director

The notes on pages 12 to 22 form an integral part of these financial statements.

GTC Pipelines Limited

Statement of Changes in Equity for the Year Ended 31 December 2018

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2017	1,000	-	(76,792,610)	(76,791,610)
Profit for the year	-	-	5,031,213	5,031,213
At 31 December 2017	<u>1,000</u>	<u>-</u>	<u>(71,761,397)</u>	<u>(71,760,397)</u>

	Notes	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2018		1,000	-	(71,761,397)	(71,760,397)
Profit for the year		-	-	16,311,324	16,311,324
Dividends		-	-	(377,182,507)	(377,182,507)
New share capital subscribed	14	1	448,616,629	-	448,616,630
Capital reduction	14	-	(448,616,629)	448,616,629	-
At 31 December 2018		<u>1,001</u>	<u>-</u>	<u>15,984,049</u>	<u>15,985,050</u>

The notes on pages 12 to 22 form an integral part of these financial statements.

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

1 General information

The company is a private company limited by share capital, incorporated in the United Kingdom and registered in England and Wales.

The address of its registered office and principal place of business is:

Synergy House
Woolpit Business Park
Woolpit
Bury St Edmunds
Suffolk
IP30 9UP

These financial statements were authorised for issue by the Board on 3 July 2019.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland.'

The financial statements are presented in Pounds Sterling, which is also the functional currency.

Summary of disclosure exemptions

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to members of a group where consolidated financial statements are publicly available. Exemptions have been taken in relation to the presentation of a cash flow statement, certain financial instruments and remuneration of key management personnel.

Name of parent of group

These financial statements are consolidated in the financial statements of BUUK Infrastructure No 2 Limited.

The financial statements of BUUK Infrastructure No 2 Limited may be obtained from Synergy House, Woolpit Business Park, Windmill Avenue, Woolpit, Bury St Edmunds, Suffolk, IP30 9UP.

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Going concern

The Company forms part of the Group headed by BUUK Infrastructure Limited ("BUUK") of which the ultimate parent undertaking is Brookfield Asset Management Inc. The funding required to finance the activities of BUUK's subsidiaries is organised and managed on a centralised basis on behalf of all members of the Group.

BUUK had its investment grade rating from Moody's reaffirmed on 31 October 2018.

The Group is cash generative and has access to sufficient funds to continue in operational existence for the foreseeable future. At 31 December 2018 the Group had the following long term funding:

- Senior Secured Loan notes denominated in GBP (£1,185 million) and US\$ (US\$300 million). The loan notes are privately placed and have maturity dates ranging from 2023 to 2048. The loan notes are fully drawn down and incur a fixed rate of interest. Cross currency interest rate swaps have been taken out to fix the US\$ denominated interest and capital repayments.
- Bank facilities with a syndicate of banks. In total the Group has facilities of £300 million. As at 31 December 2018, £223.5 million of the facilities remained undrawn. The facilities mature in 2022. Interest is paid on a margin above LIBOR.
- Convertible Loan Notes redeemable in 2044 of £158.5 million.

The Group is required to comply with certain financial covenants on a quarterly basis in compliance with the bank and senior loan note facilities agreement and expects to continue to do so for the foreseeable future.

All Companies within the BUUK Group have given assurances that intercompany loans in existence at the Statement of Financial Position date will not be recalled within a period of one year from the date of signing of the financial statements, unless a Company is in a position to make repayment and remain a going concern. The Group's forecasts, taking into account reasonable possible changes in trading performance to December 2023, show that the Company should have adequate resources to continue in operational existence for the foreseeable future.

Given the above, the Directors have a reasonable expectation that the Company can continue to meet its liabilities as they fall due, for a period of at least 12 months from the date of this annual report. Accordingly, they have prepared the financial statements on the going concern basis.

Judgements and key sources of estimation uncertainty

The Directors consider the following to be critical judgements or key sources of estimation uncertainty that have been made in the process of applying the Company's accounting policies which have a significant effect on the amounts recognised in the financial statements.

The Directors consider the useful economic lives of tangible fixed assets to be a key source of estimation uncertainty. The useful economic lives are determined based on management's judgement and past experience. When management identifies that actual useful economic lives differ materially from the estimates used to calculate depreciation, the charge is adjusted for prospectively over the remaining useful lives of the assets.

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Revenue recognition

Turnover represents the amounts receivable from the supply of goods and services during the year, net of Value Added Tax. Transportation income is recognised when services are provided and rendered based upon usage during that year.

All turnover and profit before taxation, by origin and destination, was attributable to the UK.

Finance income and costs

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

Interest costs are accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Current tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tax assets and liabilities are not discounted.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the underlying transaction.

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Tangible assets

Tangible assets is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Infrastructure assets	20-60 years straight line

Intangible assets

Intangible fixed assets relate to the right to purchase future gas networks. This has arisen as part of the purchase of gas network portfolios from fellow group undertakings in 2006.

Intangible fixed assets are measured at cost less accumulated amortisation and any accumulated impairment losses. The carrying value of intangible assets are reviewed for impairment if circumstances indicate that it may not be recoverable. The recoverable amount is deemed to be the higher of its value in use and its fair value less costs to sell.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Other intangible assets	20 years straight line

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Debtors

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts.

Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Creditors

Short term creditors are measured at transaction price (which is usually the invoice price).

Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

3 Operating profit

Arrived at after charging/(crediting)

	2018	2017
	£	£
Depreciation expense	9,608,027	8,068,819
Amortisation expense	2,250,000	2,250,000
Loss on disposal of property, plant and equipment	<u>4,230,524</u>	<u>1,874,624</u>

Fees for the audit of the financial statements of £34,000 (2017: £23,100) were borne by another Group company during the year on behalf of GTC Pipelines Limited.

4 Other interest receivable and similar income

	2018	2017
	£	£
Other finance income	2,982	-
Interest receivable on loans to group undertakings	<u>160,199</u>	<u>337,313</u>
	<u>163,181</u>	<u>337,313</u>

5 Interest payable and similar expenses

	2018	2017
	£	£
Interest payable on loans from group undertakings	<u>15,640,266</u>	<u>28,594,140</u>

6 Staff costs

The Company had no employees during the year with all administrative tasks undertaken by employees of fellow Group undertakings.

7 Directors' remuneration

The Directors received no emoluments in the year (2017: £nil) in respect of qualifying services. The Directors are employees of other Group companies and the services that they provide to the Company are considered ancillary to the services that they provide to those other Group companies.

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

8 Taxation

Tax charged/(credited) in the income statement

	2018 £	2017 £
Current taxation		
UK corporation tax	1,341,590	2,961,206
UK corporation tax adjustment to prior periods	-	(60,400)
	<u>1,341,590</u>	<u>2,900,806</u>
Deferred taxation		
Arising from origination and reversal of timing differences	2,794,989	(1,165,052)
Adjustment in respect of previous period	-	(1,321,490)
Total deferred taxation	<u>2,794,989</u>	<u>(2,486,542)</u>
Tax expense in the income statement	<u>4,136,579</u>	<u>414,264</u>

The differences between the tax assessed for the period and the standard rate of corporation tax of 19% (2017: 19.25%) are reconciled below:

	2018 £	2017 £
Profit before tax	<u>20,447,903</u>	<u>5,445,477</u>
Corporation tax at standard rate	3,885,102	1,048,254
(Decrease)/increase from effect of different UK tax rates on some earnings	(328,822)	154,198
Effect of expense not deductible in determining taxable profit (tax loss)	580,299	593,702
Decrease in tax from adjustment for prior periods	-	(1,381,890)
Total tax charge	<u>4,136,579</u>	<u>414,264</u>

Deferred tax

The Finance Act 2016, which was substantively enacted on 15 September 2016, provides for a further reduction in the main rate of corporation tax to 17% from 1 April 2020. Consequently deferred tax has been calculated at the year end using a tax rate of 17%.

The Company has no unrecognised deferred tax assets or liabilities at 31 December 2018 (2017: £nil).

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

9 Intangible assets

	Other intangible assets £
Cost or valuation	
At 1 January 2018	45,000,000
At 31 December 2018	45,000,000
Amortisation	
At 1 January 2018	26,250,000
Amortisation charge	2,250,000
At 31 December 2018	28,500,000
Carrying amount	
At 31 December 2018	16,500,000
At 31 December 2017	18,750,000

10 Tangible assets

	Infrastructure assets £
Cost or valuation	
At 1 January 2018	406,392,424
Additions	54,165,069
Disposals	(6,963,815)
At 31 December 2018	453,593,678
Depreciation	
At 1 January 2018	72,547,842
Charge for the year	9,608,027
Eliminated on disposal	(2,733,291)
At 31 December 2018	79,422,578
Carrying amount	
At 31 December 2018	374,171,100
At 31 December 2017	333,844,582

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

11 Debtors

	Note	2018 £	2017 £
Trade debtors		941,148	2,259,951
Amounts owed by group undertakings		-	3,250,256
Prepayments		12,135,882	12,672,810
Accrued income		6,096,591	5,491,885
Deferred tax assets	13	-	1,990,281
		19,173,621	25,665,183
Less non-current portion		<u>(11,283,385)</u>	<u>(11,656,455)</u>
		<u>7,890,236</u>	<u>14,008,728</u>

Details of non-current trade and other debtors

Prepayments of £11,283,385 (2017: £11,656,455) are classified as non current. Prepayments due in more than one year relate to payments made in advance for the purchase of gas infrastructure assets. A further £261,416 (2017: £208,508) in relation to this is presented within prepayments due in less than one year.

Amounts owed by group undertakings are unsecured and repayable on demand with interest charged at 3.59% (2017: 3.34%).

12 Creditors

	2018 £	2017 £
Due within one year		
Trade creditors	448,943	363,824
Amounts due to group undertakings	387,698,374	449,197,617
Social security and other taxes	4,988,738	1,127,771
Other payables	35,410	28,796
Accruals	<u>228,000</u>	<u>228,000</u>
	<u>393,399,465</u>	<u>450,946,008</u>

Included within amounts due to group undertakings are non-interest bearing amounts of £1,341,590 (2017: £47,219,843), which are unsecured and repayable on demand.

Interest bearing amounts due to group undertakings are unsecured and repayable on demand with interest charged at 3.59% (2017: 3.34%).

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

13 Deferred tax

	2018 £	2017 £
Accelerated/(decelerated) capital allowances	<u>804,708</u>	<u>(1,990,281)</u>
		Deferred tax £
At 1 January 2018		(1,990,281)
Increase (decrease) in existing provisions		<u>2,794,989</u>
At 31 December 2018		<u>804,708</u>

14 Share capital

Allotted, called up and fully paid shares

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1,001</u>	<u>1,001</u>	<u>1,000</u>	<u>1,000</u>

New shares allotted

During the year 1 ordinary share having an aggregate nominal value of £1 was allotted for an aggregate consideration of £448,616,630.

Capital reduction

Subsequent to the above allotment of shares the Company performed a capital reduction, resulting in a reduction in the Share Premium Account and increase in the Profit and Loss Account of £448,616,629.

15 Dividends

	2018 £	2017 £
Interim dividend of £376,805.70 (2017 - £Nil) per ordinary share	377,182,507	-

GTC Pipelines Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

16 Commitments

Capital commitments

The Company has capital commitments in respect of the adoption of infrastructure assets.

The total amount contracted for but not provided in the financial statements was £285,540,739 (2017 : £251,933,347).

17 Related party transactions

The Company has taken advantage of the exemption provided by FRS 102 paragraph 33.1A not to disclose transactions with other wholly-owned Group undertakings.

The Company has taken advantage of the exemption provided by FRS 102 paragraph 1.12(e) not to disclose key management personnel compensation.

18 Parent and ultimate parent undertaking

The company's immediate parent is BUUK Infrastructure No 2 Limited, incorporated in the United Kingdom.

The ultimate parent and controlling party is Brookfield Asset Management Inc, incorporated in Canada.

The largest group of which the Company is a member and for which Group financial statements are prepared is Brookfield Asset Management Inc. These financial statements are available upon request from Brookfield Asset Management Inc., Suite 300, Brookfield Place, 181 Bay Street, Toronto, Canada.

The smallest group of which the Company is a member and for which Group financial statements are prepared is BUUK Infrastructure No 2 Limited, a Company registered in England and Wales. These financial statements are available upon request from its registered office at Synergy House, Woolpit Business Park, Windmill Avenue, Woolpit, Bury St Edmunds, Suffolk, IP30 9UP.