

**Iqara Limited**

**Annual Report and Financial Statements**

**For the year ended 31 December 2014**

**Company Registration Number: 4182014**



## Contents

Directors' report	1 - 3
Independent Auditor's report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the Financial Statements	8 - 11

## **Directors' report for the year ended 31 December 2014**

The Directors present their report and the audited Financial Statements for Iqara Limited for the year ended 31 December 2014. The Company has taken advantage of the small companies' exemptions available under Sections 415A and 414B of the Companies Act 2006 and has not prepared a strategic report nor given certain disclosures in the Directors' report from which it is exempt.

Iqara Limited (the "Company") was incorporated on 19 March 2001 and is a wholly owned subsidiary of Iqara Holdings Limited. The Company did not trade during in the year.

There have not been any changes in the Company's activities in the year under review. 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.

### **Results**

The profit for the year ended 31 December 2014 of £151 (2013: loss of £115) has been transferred to reserves.

### **Post balance sheet events**

On 8 April 2015, the Boards of Royal Dutch Shell plc and BG Group plc announced that they have reached agreement on the terms of a recommended cash and share offer to be made by Royal Dutch Shell plc for the entire issued and to be issued share capital of BG Group plc. The combination is subject to various regulatory and shareholder approvals and is expected to complete in early 2016.

### **Directors**

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

C S Barry

R L Dunn

### **Company Secretaries**

The following served as the Company Secretary during the year and up to the date of this report:

J B Miranda

### **Directors' insurance**

The ultimate parent undertaking has purchased insurance to cover the Directors against liabilities in relation to the Company.

## **Directors' report for the year ended 31 December 2014 continued**

### **Auditors**

Pursuant to Section 487 of the Companies Act 2006, Ernst & Young LLP (the auditors) are deemed to have been re-appointed and remain in office as the auditors of the Company.

### **Statement as to disclosure of information to auditors**

As required by Sections 418 and 419 of the Companies Act 2006, each of the Directors has approved this report and confirmed that, so far as he is aware, there is no relevant audit information (being information needed by the auditors in connection with preparing their audit report) of which the Company's auditors are unaware, and he has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Annual Report and 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). The Financial Statements are required by law to 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.

The Directors consider that in preparing the Financial Statements on pages 6 to 11 the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates and that all applicable accounting standards have been followed and that the Financial Statements have been prepared on the going concern basis. The Company has complied with UK disclosure requirements.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enables them to ensure that the Financial Statements comply with the Companies Act 2006.

The Directors 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.

The Directors, having prepared the Financial Statements, have requested the auditors to take whatever steps and undertake whatever inspections they consider to be appropriate for the purpose of enabling them to give their audit report.

The Directors' report has been prepared in accordance with the provisions applicable to small companies.

**Directors' report for the year ended 31 December 2014 continued**

By order of the Board:



J B Miranda  
Secretary

Date: 28 AUGUST 2015.

Registered Office:  
100 Thames Valley Park Drive  
Reading  
Berkshire  
RG6 1PT

Registered in England & Wales No. 4182014

# **Independent Auditor's report to the member of Iqara Limited**

We have audited the Financial Statements of Iqara Limited for the year ended 31 December 2014 which comprise the Profit and loss account, the Balance sheet and the related notes, set out on pages 6 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 Statement of Directors' responsibilities (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 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 (APB'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 and Financial Statements 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 the 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 2014 and of its profit for the year;
- 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.

## Independent Auditor's report to the member of Iqara 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 in not preparing the Strategic report and take advantage of the small companies' exemption in preparing the Directors' report.



Gary Donald  
(Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London

Date: 6/9/15

**Profit and loss account for the year ended 31 December**

	Notes	2014 £	2013 £
Operating costs		<u>(71)</u>	<u>(68)</u>
<b>Operating loss</b>	3	<b>(71)</b>	<b>(68)</b>
Net interest receivable/(payable) and similar income/(charges)	4	<u>263</u>	<u>(82)</u>
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>192</b>	<b>(150)</b>
Tax on profit/(loss) on ordinary activities	5	<u>(41)</u>	<u>35</u>
<b>Profit/(loss) for the financial year</b>	9, 10	<u><b>151</b></u>	<u><b>(115)</b></u>

The results for the year are derived solely from continuing operations.

There is no difference between the historical cost profits and losses and the results presented.

There were no recognised gains or losses other than in the profit and loss account and, therefore a separate statement of total recognised gains and losses has not been presented.

The notes on pages 8 to 11 form part of these Financial Statements.

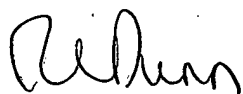


**Balance sheet as at 31 December**

	Notes	2014 £	2013 £
<b>Current assets</b>			
Debtors: amounts falling due within one year	6	564,797	564,797
Cash at bank and in hand		<u>4,472</u>	<u>4,280</u>
		<b>569,269</b>	<b>569,077</b>
<b>Creditors: amounts falling due within one year</b>	7	<u>(120)</u>	<u>(79)</u>
<b>Net current assets</b>		<b>569,149</b>	<b>568,998</b>
<b>Total assets less current liabilities</b>		<b>569,149</b>	<b>568,998</b>
<b>Net assets</b>		<b>569,149</b>	<b>568,998</b>
<b>Capital and reserves</b>			
Called up share capital	8	2	2
Profit and loss account	9	<u>569,147</u>	<u>568,996</u>
<b>Equity shareholder's funds</b>	10	<b>569,149</b>	<b>568,998</b>

The notes on pages 8 to 11 form part of these Financial Statements.

The Financial Statements on pages 6 to 11 were approved by the Board of Directors and were signed on its behalf by:



R L Dunn  
Director

Date: 28 August 2015

## Notes to the Financial Statements

### 1 Ultimate parent undertaking

The immediate parent undertaking is Iqara Holdings Limited. The ultimate parent undertaking and controlling party is BG Group plc.

BG Group plc is the parent undertaking of the largest group to consolidate these Financial Statements. The smallest group into which the Company is consolidated is that of which BG Energy Holdings Limited is the parent undertaking. BG Group plc and BG Energy Holdings Limited are both registered in England and Wales. Copies of the Group consolidated accounts may be obtained from the Company Secretary, 100 Thames Valley Park Drive, Reading, Berkshire RG6 1PT.

### 2 Accounting policies

#### Basis of preparation and accounting principles

These accounts have been prepared on the going concern basis and in accordance with applicable law and Accounting Standards in the United Kingdom, using historical cost principles. A summary of the more important accounting policies, which have been applied consistently, is set out below.

#### Exemptions

The Company has taken advantage of the exemptions available to wholly-owned UK subsidiaries under Financial Reporting Standard (FRS) 1 (Revised 1996) 'Cash Flow Statements', and accordingly has not prepared a cash flow statement.

The Company has taken advantage of the exemption in FRS 8 'Related Party Disclosures' from disclosure of transactions with other group companies.

#### Foreign currencies

Management considers that the Company's functional currency is Pounds Sterling and the Financial Statements are presented in that currency. Transactions in foreign currencies are translated into Pounds Sterling at the rates of exchange ruling at the date of the transaction. Foreign currency monetary assets and liabilities are translated into Pounds Sterling at the rates of exchange ruling at the balance sheet date. Differences arising from changes in exchange rates are taken to the profit and loss account in the year in which they arise.

#### Financial instruments

All loans are stated at the fair value of the consideration paid/received less any repayments and if necessary, provisions for impairment.

## Notes to the Financial Statements continued

### 3 Operating loss

The auditor's remuneration of £3,277 (2013: £3,020) has been borne by BG Energy Holdings Limited and has not been recharged to the Company. Any fees paid to the Company's auditor and its associates for services other than the statutory audit of the Company are not disclosed in these accounts since the consolidated accounts of the Company's ultimate parent, BG Group plc, are required to disclose non-audit fees on a consolidated basis.

No Directors received remuneration in respect of their services to the Company during the year ended 31 December 2014 (2013: £nil).

The Company had no employees during the year (2013: nil).

### 4 Net interest receivable/(payable) and similar income/(charges)

	2014 £	2013 £
Foreign exchange gain/(loss)	<u>263</u>	<u>(82)</u>

### 5 Tax on profit/(loss) on ordinary activities

The charge/(credit) for taxation comprises:

	2014 £	2013 £
<b>Current tax</b>		
Group relief	<u>41</u>	<u>(35)</u>
<b>Total current tax</b>	<u>41</u>	<u>(35)</u>

#### Factors affecting current tax charge for the year:

	2014 £	2013 £
Profit/(loss) on ordinary activities before taxation	<u>192</u>	<u>(150)</u>
Tax on profit/(loss) on ordinary activities at 21.5% (2013: 23.25%)	<u>41</u>	<u>(35)</u>
<b>Total current tax</b>	<u>41</u>	<u>(35)</u>

Effective 1 April 2014, the applicable rate of UK corporation tax was reduced to 21%, with a further reduction in the UK corporation tax rate to 20% effective from 1 April 2015.

# Notes to the Financial Statements continued

## 6 Debtors: amounts falling due within one year

	2014	2013
	£	£
Amounts owed by group undertakings	<u>564,797</u>	<u>564,797</u>

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

## 7 Creditors: amounts falling due within one year

	2014	2013
	£	£
Amounts owed to group undertakings in respect of taxation	<u>120</u>	<u>79</u>

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

## 8 Called up share capital

### Allotted and fully paid:

	2014	2013
	No. £	No. £
Ordinary shares of £1 each	<u>2 2</u>	<u>2 2</u>

## 9 Reserves

	Profit and loss account £
As at 1 January 2014	568,996
Transfer from profit and loss account	<u>151</u>
As at 31 December 2014	<u>569,147</u>

## 10 Reconciliation of movement in shareholder's funds

	2014	2013
	£	£
As at 1 January	568,998	569,113
Transfer from profit and loss account	<u>151</u>	<u>(115)</u>
As at 31 December	<u>569,149</u>	<u>568,998</u>

**Notes to the Financial Statements continued****11 Post balance sheet events**

On 8 April 2015, the Boards of Royal Dutch Shell plc and BG Group plc announced that they have reached agreement on the terms of a recommended cash and share offer to be made by Royal Dutch Shell plc for the entire issued and to be issued share capital of BG Group plc. The combination is subject to various regulatory and shareholder approvals and is expected to complete in early 2016.