British Gas Solar Ltd (previously known as Solar Technologies Installations Ltd)

Directors' report and financial statements For the year ended 31 December 2010

Registered number 4296394

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### Directors' report for the year ended 31 December 2010

The directors present their report and the audited financial statements of British Gas Solar Limited (formerly Solar Technologies Installations Limited) ("the Company") for the year ended 31 December 2010

### Principal activities

The principal activity of the Company is the design and installation of renewable energy technology

#### Business review

British Gas Solar Ltd has undertaken significant growth during 2010 Turnover has increased by more than 33% and there has been a significant increase in the installer workforce. The Company continues to specialise in the renewable energy industry, with particular focus on Solar Photovoltaic installations, and has looked to increase its presence in the residential market. The Company believes it is well positioned to gain an increased share of the solar market in the coming years.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Centrica plc group ("the Group") and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company are discussed on pages 30-36 of the Annual Report and Accounts 2010 of the Group which does not form part of this report

The Directors believe that analysis using KPIs for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business

### **Future developments**

Following the introduction of the feed in tariff in April 2010, the Company continues to explore financing opportunities that allow potential customers to install Solar Photovoltaic in a cost effective manner. The cost of procuring solar panels continues to decrease in line with increased global competition in this area.

### Results and dividends

The results of the Company are set out on page 6

The loss for the financial year ended 31 December 2010 is £1,768,000 (2009 £437,000)

No dividends were paid during the financial year and the Directors do not recommend the payment of a final dividend (2009 nil)

### Financial position

The financial position of the Company is presented in the balance sheet on page 7 Shareholders' deficit at 31 December 2010 was £2,719,000 (2009 £951,000)

### Directors

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

	Date of appointment	Date of resignation
T Millar	-	5 November 2010
J A Kımber	25 September 2008	
JL Hugh	-	21 January 2010
C MacDonald	22 March 2011	
N Truesdale	21 January 2010	

### Directors' report for the year ended 31 December 2010 (continued)

### Directors' and officers' hability

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

### Creditor payment policy

It is the Company's policy to pay all of its creditors in accordance with the policies set out below

- (1) agree the terms of payment in advance with the supplier,
- (11) ensure that suppliers are aware of the terms of payment, and
- (111) pay in accordance with contractual and other legal obligations

### Statement of Directors' responsibilities

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 the Directors have prepared 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 value 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 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Disclosure of information to auditors

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

### Directors' report for the year ended 31 December 2010 (continued)

### Independent auditors

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

This report was approved by the Board on 27 September 2011 and signed by the order of the Board by

For and on behalf of Centrica Secretaries Limited

Company secretary

Registered number 4296394

Registered office Millstream Maidenhead Road Windsor Berkshire SL4 5GD

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRITISH GAS SOLAR LIMITED (FORMERLY KNOWN AS SOLAR TECHNOLOGIES INSTALLATIONS LIMITED)

We have audited the financial statements of British Gas Solar Ltd (previously Solar Technologies Installations Ltd) for the year ended 31 December 2010 which comprise the profit and loss account, the balance sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

### Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' responsibilitie 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 Ethical Standards for Auditors.

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

### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### Opinion on other matters 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 required 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRITISH GAS SOLAR LIMITED (FORMERLY KNOWN AS SOLAR TECHNOLOGIES INSTALLATIONS LIMITED) CONTINUED

Andrew Duxbury (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Atrium
1 Harefield Road
Uxbridge UB8 1EX

September 2011

## Profit and loss account for the year ended 31 December 2010

		Year ended 31 December 2010	Year ended 31 December 2009
	Notes	£'000	£'000
Turnover	3	8,897	6,641
Cost of sales		(7,537)	(5,530)
Gross profit	•	1,360	1,111
Administrative expenses		(3,121)	(1,342)
Operating loss	4	(1,761)	(231)
Interest payable and similar charges	7	(6)	(15)
Loss on ordinary activities before taxation	•	(1,767)	(246)
Tax on loss on ordinary activities	8	(1)	(191)
Loss for the financial year	15	(1,768)	(437)

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

All activities relate to continuing operations

The notes on pages 8 to 18 form part of these financial statements

### Balance sheet as at 31 December 2010

	Notes	31 December 2010	31 December 2009	
		£'000	£,000	
Fixed assets				
Tangible assets	9	96	35	
Current assets				
Stocks	10	5,798	<b>7</b> 02	
Debtors	11	2,900	1,227	
Cash at bank and in hand		26	1,260	
	•	8,724	3,189	
Creditors - amounts falling due within one year	12	(11,470)	(4,082)	
Net current liabilities	•	(2,746)	(893)	
Total assets less current habilities	-	(2,650)	(858)	
Provisions for liabilities and charges	13	(69)	(93)	
Net liabilities	-	(2,719)	(951)	
Capital and reserves				
Called-up share capital	14	50	50	
Profit and loss account	15	(2,769)	(1,001)	
Total shareholders' deficit	16	(2,719)	(951)	

The notes on pages 8 to 18 form part of these financial statements

The financial statements on pages 6 to 18 were approved and authorised for issue by the Board of Directors on 27 September 2011 and were signed on its behalf by

New Tradely
NJ Truesdale
Director

## Notes to the financial statements for the year ended 31 December 2010

### 1 Principal accounting policies

### Accounting principles

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

### Going concern

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

### Redeemable preference shares

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

#### Turnover

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

### Long-term contracts

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

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

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

## Notes to the financial statements for the year ended 31 December 2010 (continued)

### 1 Principal accounting policies (continued)

### Tangible fixed assets

Tangible fixed assets are included in the balance sheet at historic purchase cost less accumulated depreciation. Depreciation was changed in line with Centrica plc accounting policy and is charged on all fixed assets, at rates calculated to write-off the cost of each asset on a straight line basis over its expected useful life as follows for these asset classes.

- Plant and machinery

Changed 2010 from 20% reducing balance to straight line

- Computers and software

Changed 2010 from 33 3% straight line to straight line

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets have suffered an impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately

#### Taxation

Current tax, being UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated, but not reversed, at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits in the foreseeable future from which the reversal of the underlying timing differences can be deducted

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

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

### Foreign exchange

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

## Notes to the financial statements for the year ended 31 December 2010 (continued)

### 1 Principal accounting policies (continued)

### Leasing commitments

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

### Stocks

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

### Warranty reserve

Due to low warranty claims the provision of 1% of the total contract sum of each project was ceased in February 2010. The balance remaining on the warranty reserve will continue to be released in accordance with the contract warranty period.

### **Pensions**

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

### 2 Cash flow statement

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

### 3 Turnover

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

# Notes to the financial statements for the year ended 31 December 2010 (continued)

### 4 Operating (loss)

· Operating (1988)	2010 £'000	2009 £'000
Operating loss is stated after charging:		
Depreciation of tangible fixed assets	33	12
Auditors' fees - statutory audit	-	19
Operating lease rentals	51	38

No auditors' remuneration was paid for 2010 for the audit of the UK GAAP statutory financial statements of British Gas Solar Ltd (previously Solar Technologies Installations Limited) or in relation to the audit of the IFRS group consolidation schedules, as these fees are taken centrally by Centrica Group

### 5 Directors' emoluments

No emoluments were paid in 2010 as the Directors were employed by other Group companies. No recharges of emoluments are made to the Company as it is not possible to accurately apportion them and accordingly no amounts are included in the financial statements for these individuals. All Directors who served from 25 September 2008 are members of the ultimate parent company's defined benefit or defined contribution pension scheme.

### 6 Staff costs

		2010 £'000	2009 £'000
Wages	and salaries	2,499	1,405
Social S	ecurity	236	112
Pension	costs	47	19
		2,782	1,536
Numbe	r of employees		
Average	e number of employees during the year	72	33
7 Interes	t payable and similar charges		
		2910 £'000	2009 £'000
Bank loans	and overdrafts	3	3
Due on loa	ns from group undertakings	3	12
		6	15

## Notes to the financial statements for the year ended 31 December 2010 (continued)

### 8 Tax on loss on ordinary activities

(a) Analysis of tax charge in the year	2010 £'000	2009 £'000
Current tax:		
United Kingdom corporation tax on losses of the year	-	-
Adjustments in respect of prior years	•	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	1	164
Adjustments in respect of prior years	<del>-</del>	27
Tax on loss on ordinary activities	1	191

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

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

	2010	2009
	£'000	£'000
Loss on ordinary activities before taxation	(1,767)	(246)
Tax on loss on ordinary activities at standard UK corporation tax	(495)	(69)
rate of 28% (2009 28%)	-	-
Effects of		
General inadmissable expenditure	-	1
Capital allowances in excess of less than depreciation	(1)	(1)
Group relief for nil consideration	517	78
UK UK transfer pricing adjustment	(21)	(9)
Total current tax charge for the period	_	
	· · · · · · · · · · · · · · · · · · ·	

A number of changes to the UK corporation tax system were announced in the March 2011 Budget Statement. The main rate of corporation tax reduced from 28% to 26% from 1 April 2011 and was substantively enacted on 29 March 2011. An initial reduction of 1% to 27% effective from 1 April 2011 was enacted by Finance (No 2) Act 2010 and is therefore taken into account in these financial statements. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014, and the reduction to 25% from 1 April 2012 was enacted by Finance Act 2011 in July 2011. Beyond the reduction to 27%, the changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. The impact of these changes on the deferred tax balances is not expected to be material.

# Notes to the financial statements for the year ended 31 December 2010 (continued)

## 9 Tangible fixed assets

5	Plant and machinery £'000	Computers £'000	Software £'000	Total £'000
Cost				
As at 1 January 2010	6	27	20	53
Additions	7	25	62	94
Disposals	<u>-</u>	-	-	
As at 31 December 2010	13	52	82	147
Accumulated depreciation				
As at 1 January 2010	2	12	4	18
Charge for the year	3	11	19	33
Disposals		-	•	_
At 31 December 2010	5	23	23	51
Net book value				
At 31 December 2010	8	29	59	96
At 31 December 2009	4	15	16	35

# Notes to the financial statements for the year ended 31 December 2010 (continued)

### 10 Stocks

IU	Stocks				
				2010	2009
				£,000	£,000
	Finished good and goods for resale			5,444	482
	Long-term contract balances			354	220
				5,798	702
	Long-term contract balances consist of the following				
	Costs to date less provision for losses			354	238
	Less applicable payments on account				(18)
				354	220
11	Debtors				
				2010	2009
				£'000	£'000
	Trade debtors			1,141	528
	Amounts owed by group undertakings			727	•
	Other debtors			57	17
	Amounts recoverable on contracts			763	668
	Taxation and social security			208	1
	Prepayments			4	13
				2,900	1,227
	All amounts are due within one year				
	Deferred tax assets at 27% (2009.28%) comprise				
		Pro	vided	Unprov	ıded
		2010	2009	2010	2009
	Deferred tax - accelerated capital allowances	1	-	-	-
	- losses carried forward	-	-	(157)	(163)

## Notes to the financial statements for the year ended 31 December 2010 (continued)

### 12 Creditors - amounts falling due within one year

	2010	2009
	£'000	£,000
Payments received on account	165	68
Trade creditors	1,197	313
Amounts owed to group undertakings	9,307	3,050
Other creditors		1
Accruals	801	650
	11,470	4,082

Amounts owed to group undertakings includes redeemable preference shares of £696,700 (2009 £697,000)

The remaining amounts owed to group undertakings in 2010 are unsecured and payable on demand

### 13 Provisions for liabilities and charges

	Deferred tax £'000	Warranty reserve £'000	Total £'000
As at 1 January 2010	-	93	93
Additional provisions made in the year		7	7
Amounts utilised in the year		-	-
Amounts reversed in the year		(32)	(32)
Profit and loss charge	1		1
As at 31 December 2010	1	68	69

Unutilised warranty provisions are reversed two years after completion of the project

## Notes to the financial statements for the year ended 31 December 2010 (continued)

14 Called-up share capital		
•	2010 £'000	2009 £'000
Authorised	2 000	2 000
100,000 ordinary shares of £1 each	100	100
Allotted and fully paid		
50,000 ordinary share of £1 each	50	50
15 Profit and loss account		
		£'000
As at 1 January 2010		(1,001)
Loss for the financial year		(1,768)
As at 31 December 2010		(2,769)
16 Reconciliation of movements in shareholders' deficit		
	2010	2009
	£'000	£'000
Loss for the financial year	(1,768)	(437)
Opening shareholders' deficit at 1 January	(951)	(514)
Closing shareholders' deficit at 31 December	(2,719)	(951)

## Notes to the financial statements for the year ended 31 December 2010 (continued)

### 17 Operating lease commitment

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

	2010 £'000	2009 £'000
Land and buildings expiring		
Less than one year	6	0
Between two and five years	0	33
Other assets expiring		
Between two and five years	3	3
More than five years	0	0

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

### 18 Pensions

The majority of the Company's UK employees as at 31 December 2010 were members of two of the three main schemes in the Centrica plc Group, the Centrica Pension Scheme, The Centrica Engineers Pension Scheme and the Centrica Pension Plan

Except for the defined contribution section of the Centrica Pension Scheme, these are defined benefit schemes and their assets are held in separate trustee administered funds. However, it is not possible on a reasonable and consistent basis to identify the Company's share of the underlying assets and liabilities within these schemes, and therefore, as allowed within FRS17 'Retirement benefits', these schemes have been treated as defined contribution schemes

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

### 19 Related party disclosures

The Company's immediate holding company, Solar Technologies Group Limited, was acquired by GB Gas Holdings on 25 September 2008 and the Company is therefore now part of the Centrica plc group Following acquisition the Company is a wholly owned subsidiary whose results are included in the consolidated financial statements of Centrica plc and the Company has taken advantage of the exemption from the requirement to disclose details of transactions with other Centrica plc group companies under the terms of FRS 8 'Related party disclosures'

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

# Notes to the financial statements for the year ended 31 December 2010 (continued)

## 20 Ultimate parent undertaking and controlling party

The immediate parent undertaking is Solar Technologies Group Limited, which is registered in England and Wales

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