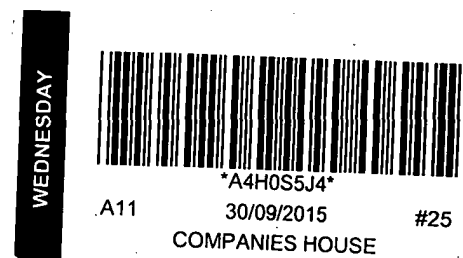


Third Energy Onshore Limited

Financial Statements

for the year ended 31 December 2014



Company Registration No. 04946049

Third Energy Onshore Limited

Contents of the Financial Statements

for the year ended 31 December 2014

	Page
Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	3
Independent auditor's report to the members of Third Energy Onshore Limited	4
Profit and Loss account	5
Balance Sheet	6
Accounting Policies	7
Notes	8

Third Energy Onshore Limited

Company information

for the year ended 31 December 2014

Directors

R Valand
JAG Dewar
DJ Robottom

Secretary

Pinsent Masons Secretarial Limited

Registered office

Knapton Generating Station
East Knapton
Malton
North Yorkshire
YO17 8JF

Registered number

04946049

Independent auditor

KPMG LLP
15 Canada Square
London
E14 5GL

Third Energy Onshore Limited

Directors' report

The directors submit their report and the financial statements of Third Energy Onshore Limited for the year ended 31 December 2014.

Principal activities

The principal activity of the Company is an intermediare holding company.

Review of the business

The Company has taken advantage of the small companies exemption not to prepare a strategic report.

The Company has not traded during the year. The directors do not recommend the payment of a dividend.

Going concern

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future.

The company forms part of an operating model that includes other entities within the Group to which the Company belongs so the Directors review the going concern of the Company as part of a review of the Group as a whole. As such, the directors have reviewed the Group's forecasts for the period to 30th September 2016 which incorporate all firm commitments in accordance with the Group's business plans and which confirm that the Company can rely on the support of its parent company, Third Energy Holdings Limited. The directors believe that, with the continued support of its parent company, the Company can continue as a going concern, and has the necessary funding available to ensure that it continues to trade on the going concern basis, for the reasonably foreseeable future.

Directors

The directors who have held office since 1st January are set out below:

Mr R Valand

Mr JAG Dewar

Mr DJ Robottom

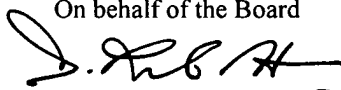
Statement as to disclosure of information to the auditor

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the Board



David Robottom

Director

29 September 2015

Knapton Generating Station

East Knapton

Malton

North Yorkshire

YO17 8JF

Third Energy Onshore Limited

Directors' responsibilities in respect of Directors' Report and financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law 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 period.

In preparing those financial statements, the directors are required to:

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

We have audited the financial statements of Third Energy Onshore Limited (the Company) for the year ended 31 December 2014 set out on pages 5 to 9. 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 more fully explained in the Director's Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit

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

Opinion on 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 the result 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 Director's 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 by the parent company, 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.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Mark Smith (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

30 September 2015

Third Energy Onshore Limited

Profit and loss account

for the year ended 31 December 2014

	<i>Notes</i>	2014	2013
		£	£
Operating profit		<u>-</u>	<u>-</u>
Tax on profit on ordinary activities		-	-
Result for the financial year		<u><u>-</u></u>	<u><u>-</u></u>

The result for the year arises from the Company's continuing operations.

The Company has no other recognised gains or losses other than those passing through the profit and loss account.

The notes on pages 7 to 9 form part of these financial statements.

Third Energy Onshore Limited

Balance Sheet

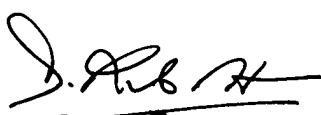
31 December 2014

Company Registration No. 04946049

	<i>Notes</i>	2014 £	2013 £
Fixed Assets			
Investments	2	-	-
Current Assets			
Debtors	3	1,432,276	257,393
Cash at bank and in hand		804	4,830
		<u>1,433,080</u>	<u>262,223</u>
Creditors: Amounts falling due within one year	4	(1,170,857)	-
Net Current Assets		<u>262,223</u>	<u>262,223</u>
Net Assets		<u>262,223</u>	<u>262,223</u>
Capital and reserves			
Called up share capital	5	20,640,105	20,640,105
Capital contribution		714,826	714,826
Profit and loss account - (deficit)	6	(21,092,708)	(21,092,708)
		<u>262,223</u>	<u>262,223</u>

The notes on pages 7 to 9 form part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 29 September 2015 and are signed on its behalf by:



David Robottom
Director

Third Energy Onshore Limited

Accounting policies

Accounting policies

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards.

The company has taken advantage of the exemptions under Financial Reporting Standards 1 - Cash Flow Statements not to prepare a Cash Flow Statement as the company is included within the consolidated financial statements of Third Energy Holdings Limited.

These financial statements present information about the Company as an individual undertaking and not about its group as the Company has taken advantage of the exemption provided by section 401 of the Companies Act 2006 not to prepare consolidated financial statements as its subsidiary undertakings are included in the consolidated financial statements of its parent, Third Energy Holdings Limited.

Going concern

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future.

The directors have reviewed the Group's forecasts for the period to 30th September 2016 which incorporate all firm commitments in accordance with the Group's business plans and which confirm that the Company can rely on the support of its parent company, Third Energy Holdings Limited. The directors believe that, with the continued support of its parent company, the Company can continue as a going concern, and has the necessary funding available to continue as a going concern, for the reasonably foreseeable future.

As with any company placing reliance on another group company for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The financial statements do not include any adjustments that might apply if this assumption were to prove to be incorrect.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

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.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that the assets will be recovered.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which 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.

Investments

Investments are held at cost less any provision for impairment.

Impairment

An estimate of the discounted future net revenues is made where there are indications of impairment and compared to the net capitalised expenditure. Where, in the opinion of the directors, there is impairment, tangible asset values are written down accordingly through the profit and loss account.

Third Energy Onshore Limited

Notes to the financial statements

for the year ended 31 December 2014

1 Taxation

The company has a potential deferred tax asset of £0.5m (2013: £0.5m) consisting of accumulated tax losses, capital allowances and other timing differences of £2.3m (2013: £2.3m). This asset has not been recognised under FRS19 due to uncertainty that the Company will have sufficient taxable profits against which the asset can be utilised in the foreseeable future.

A reduction in the UK corporation tax rate from 24% to 23% (effective 1 April 2013) was substantively enacted on 3 July 2012. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. In the Budget on 8 July 2015, the Chancellor announced additional planned reductions to 18% by 2020.

This will reduce the Company's future current tax charge accordingly. The deferred tax asset at 31st December 2014 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

2 Investments

	Shares in group undertakings £
Cost	
At 1 January 2014 and 31 December 2014	<u>19,138,987</u>
Impairment	
At 1 January 2014 and 31 December 2014	<u>19,138,987</u>
Net book value	
At 31 December 2014	<u>-</u>
At 31 December 2013	<u>-</u>

The Company holds the entire share capital of the following company:

Subsidiary	Country of incorporation	Holding of ordinary shares	Principal activity
Third Energy UK Gas Limited	England & Wales	100%	Gas exploration
Third Energy Trading Limited	England & Wales	100%	Electricity generation

The Company acquired 100% of the shares in Third Energy Trading Limited on 12th February 2014.

3 Debtors	2014 £	2013 £
Amounts owed by group companies	<u>1,432,276</u>	<u>257,393</u>
4 Creditors: amounts falling due within one year	2014 £	2013 £
Amounts owed to group companies	<u>1,170,857</u>	<u>-</u>

Third Energy Onshore Limited

Notes to the financial statements
for the year ended 31 December 2014

5 Called up share capital	2014	2013
Ordinary shares of £1 each	No	No
Authorised	<u>20,640,105</u>	<u>20,640,105</u>
	£	£
Allotted, issued and fully paid	<u>20,640,105</u>	<u>20,640,105</u>

6 Statement of movement on reserves	Profit and loss account
	£
Deficit as at 1 January 2014	21,092,708
Result for the financial year	-
Deficit at 31 December 2014	<u>21,092,708</u>

7 Reconciliation of movement in shareholders' funds	2014	2013
	£	£
Opening shareholders' funds	262,223	262,223
Result for the financial year	-	-
Closing shareholders' funds	<u>262,223</u>	<u>262,223</u>

8 Guarantees and other financial commitments

The company is a member of a VAT group and the net potential liability under the group registration as of 31 December 2014 was £nil (2013: £nil).

9 Related party transactions

The Company has taken advantage of the exemption under Financial Reporting Standard No 8 not to disclose transactions between itself and other wholly owned Group companies.

10 Ultimate parent company

At 31 December 2014, the immediate parent company was Third Energy Holdings Limited which acquired the Company's shares on 12th February 2014. Prior to that date, the immediate parent company had been Third Energy Services Limited.

The smallest and largest group into which the Company is consolidated is Third Energy Holdings Limited. Copies of the accounts of Third Energy Holdings Limited can be obtained from 7th Floor, Portland House, Bressenden Place, London SW1E 5BH.

In the opinion of the directors the ultimate parent company of Third Energy Holdings Limited is Barclays PLC. There is no ultimate controlling party.