

Total Gas & Power Chartering Limited

Annual report and financial statements

For the year ended 31 December 2013

Registered No. 06710451



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Total Gas & Power Chartering Limited

Directors and advisors

Directors

L. Gillet
J-P. Mateille
P. Lautard
F. Agnes
J-Y. Chantreau
J. Besse

Secretary

R. Giovannone

Auditors

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Registered Office

10 Upper Bank Street
London
E14 5BF

Total Gas & Power Chartering Limited

Strategic report

Registered No. 06710451

Review of the business and future developments

The principal activity of the company is to arrange for the transportation by ship of coal, petcoke and liquified natural gas (LNG). The company arranges for the carriage of such products by contracting with ship owners or disponent owners.

On 12 April 2013, the company entered into two 20 year time charter agreements for the use of large LNG carriers with Milestone LNG Transport SA and Great Shale LNG Transport SA, two shipping companies jointly owned by SK Shipping Co and Marubeni Corporation. The expected start date of the commencement of operations is in 2017.

It is the intention of the directors that the above business of the company will continue for the foreseeable future.

Risks and uncertainties

The principal risks and uncertainties of the company relate to the quality of the vessels which it contracts to use and the ongoing performance of its counterparties.


The charter agreements entered into by the company subject it to counterparty risks. The ability of our counterparties to perform their obligations under each contract will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions and charter rates. Should a counterparty fail to honour its obligations the company could sustain significant losses which could have a material adverse effect on the performance of the business.

The chartering of an ocean-going vessel carries inherent risks. These risks include the possibility of marine accident, piracy, environmental accidents and business interruptions caused by mechanical failure, human error, war, terrorism, political action in various countries, labour strikes, or adverse weather conditions. Any of these circumstances or events could impact the finances of the company. The involvement of a vessel chartered by the company in an incident may result in the company facing claims under applicable international environmental conventions, laws and regulations, notwithstanding that the ship owner and or vessel operator would in principle primarily be liable. The company seeks to conduct its activities in such a manner so that there is little or minimal risks.

Key Performance Indicators

The Companies Act 2006 requires directors to disclose the company's Key Performance Indicators (KPIs). Total manages its KPIs at a segment and geographical level. As a result the directors have taken the decision not to disclose KPIs in individual subsidiary accounts. The Total Group KPIs are included within the accounts of the ultimate parent undertaking Total SA.

By order of the board,



R. Giovannone
Secretary

29 May 2014

Total Gas & Power Chartering Limited

Directors' report

Registered No. 06710451

The directors present their annual report on the affairs of the company, together with the financial statements, for the year ended 31 December 2013.

Results and dividends

The profit after taxation amounted to £416,000 for the year ended 31 December 2013 (2012 - £461,000). The directors do not propose a dividend in respect of the financial year (2012 – nil).

Going Concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Events since the balance sheet date

A Time Charter Agreement was signed on 31 March 2014 between Total Gas & Power Chartering Ltd and Yemen LNG Company Ltd whereby one Yemen LNG vessel (Seri Balhaf) is sub chartered to the company from 1 April 2014 until 15 November 2014 with a possibility to extend until 31 December 2014.

Directors

The directors who served during the year and subsequently were:

L. Gillet
JP. Mateille
P. Lautard
F. Agnes
J-Y. Chantreau
J. Besse (Appointed 27 March 2013)


Disclosure of information to the auditors

As far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and the directors have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Re-appointment of auditors

The company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Ernst & Young LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of S485 of the Companies Act 2006.

By order of the board,


R Giovannone
Secretary

29 May 2014

Directors' Responsibilities Statement

The directors are responsible for preparing the strategic report, 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 the 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 and loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 proper 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 to 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 Total Gas & Power Chartering Limited

We have audited the financial statements of Total Gas & Power Chartering Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, and the related notes 1 to 15. 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 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 auditors' 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 auditors

As explained more fully in the Statement of Directors' Responsibilities as set out on page 5, 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). These standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on 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 2013 and of its profit 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 Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and 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 (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.

Ernst & Young LLP

Natalia Moolman (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London

Date: *30 May 2014*

Total Gas & Power Chartering Limited

Profit and loss account

for the year ended 31 December 2013

	<i>Notes</i>	<i>2013</i> £'000	<i>2012</i> £'000
Turnover	2	50,330	52,951
Cost of Sales		(48,807)	(53,120)
Gross profit / (loss)		<u>1,523</u>	<u>(169)</u>
(Loss) / gain on foreign currency transactions		(980)	781
Administrative expenses		(1)	(1)
Operating profit		<u>542</u>	<u>611</u>
Profit on ordinary activities before taxation		<u>542</u>	<u>611</u>
Tax on profit on ordinary activities	6	(126)	(150)
Profit for the year	12	<u>416</u>	<u>461</u>

The retained profit was derived in its entirety from continuing operations.

Statement of total recognised gains & losses

For the year ended 31 December 2013


The company had no other recognised gains or losses during either year.

Total Gas & Power Chartering Limited

Balance sheet at 31 December 2013

	Notes	2013 £'000	2012 £'000
Current Assets			
Debtors : amounts falling due within one year	7	15,488	36,055
		<u>15,488</u>	<u>36,055</u>
Creditors: amounts falling due within one year	8	(13,945)	(34,928)
Net current assets		<u>1,543</u>	<u>1,127</u>
Net assets		<u>1,543</u>	<u>1,127</u>
Capital and reserves			
Called up equity share capital	10	-	-
Profit and loss account	12	1,543	1,127
Equity shareholder's funds	11	<u>1,543</u>	<u>1,127</u>

The financial statements were approved and authorised for issue by the board on 29 May 2014.


F. Agnes
Director

Total Gas & Power Chartering Limited

Notes to the financial statements

at 31 December 2013

1. Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the period, are set out below.

Basis of preparation

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

Going Concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Revenue recognition

Revenue represents sales made by the company in the normal course of business and is shown net of VAT.

Cash flow statement

In accordance with paragraph 5 (a) of FRS1 (Revised) the company has not prepared a cash flow statement because it is a wholly owned subsidiary of a company whose consolidated financial statements include the company and are publicly available (see note 14).

Taxation

Corporation tax is provided on taxable profits at the average standard rate of corporation tax.

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 have occurred at that date that will result in an obligation to pay more, or a right to receive more, tax. Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences reverse, based on tax rates and laws enacted at the balance sheet date.

Related party transactions

Under the provisions of FRS 8 ("Related Party Disclosures") the company has not disclosed details of related party transactions with other group companies as its ultimate parent undertaking prepares consolidated financial statements which include the results of the company and are made available to the public on an annual basis.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. All exchange differences are included in the profit and loss account.

Total Gas & Power Chartering Limited

Notes to the financial statements (continued)

at 31 December 2013

2. Turnover

Turnover comprises the amounts derived from the provision of goods and services which fall within the company's ordinary activities, and is stated net of VAT. All turnover arises from continuing activities and is attributable to the income from arranging transportation by ship of coal, petcoke and liquefied natural gas.

3. Auditors remuneration

Audit fees of £15,000 (2012 - £15,000) are borne by another group company, Total Gas & Power Ltd, and disclosed in that company's financial statements. No non-audit services were provided by the auditors.

4. Employee costs

The company has no employees.

5. Directors remuneration

None of the directors received or were due remuneration for services performed for the company during the year.

6. Taxation

a) Tax on profit on ordinary activities:	2013	2012
	£'000	£'000
UK Corporation Tax		
Current tax charge on profit on ordinary activities	<u>126</u>	<u>150</u>

b) Factors affecting the tax charge for the current period

The tax assessed on the profit on ordinary activities for the year is equal to the average standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The tax charge is reconciled below :

	2013	2012
	£'000	£'000
Current tax:		
Profit on ordinary activities before tax	<u>542</u>	<u>611</u>
Current tax charge at 23.25% (2012: 24.5%)	<u>126</u>	<u>150</u>
Total current tax charge	<u>126</u>	<u>150</u>

Total Gas & Power Chartering Limited

Notes to the financial statements (continued)

at 31 December 2013

6. Taxation continued

c) Factors that may affect future tax charges

The Finance Act 2013 reduced the UK corporation tax rate from 23% to 21% with effect from 1 April 2014 and from 21% to 20% from 1 April 2015

These rate changes affect the amount of future cash corporation tax payments to be made by the company.

d) Deferred tax

There were no amounts of provided or unprovided deferred tax at either year end.

7. Debtors : Amounts falling due within one year

	2013 £'000	2012 £'000
Amounts due from group companies	15,388	36,004
Other debtors	98	2
Prepayments and accrued income	2	49
	<u>15,488</u>	<u>36,055</u>

8. Creditors: Amounts falling due within one year

	2013 £'000	2012 £'000
Amounts due to group companies	9,620	33,090
Trade creditors	8	43
Accrued corporation tax	276	280
Accruals	4,041	1,515
	<u>13,945</u>	<u>34,928</u>

9. Capital commitments

The company entered into several Contracts of Affreightment ranging over three years for a total future estimated undiscounted amount at 31 December 2013 of £58,713,000 (2012 : £8,201,000).

Total Gas & Power Chartering Limited

Notes to the financial statements (continued)

at 31 December 2013

10. Equity share capital

	2013 £'000	2012 £'000
Authorised, allotted, called up and fully paid 100 Ordinary shares of £1 each	-	-

11. Reconciliation of movement in equity shareholder's funds

	2013 £'000	2012 £'000
Retained profit for the year	416	461
Opening shareholders' funds	1,127	666
Closing shareholders' funds	1,543	1,127

12. Reserves

	<i>Profit and loss account £'000</i>
At 1 January 2012	666
Profit for the year ended 31 December 2012	461
At 31 December 2012	1,127
Profit for the year ended 31 December 2013	416
At 31 December 2013	1,543

13. Related parties

The company has taken advantage of the exemption in paragraph 3(c) of FRS8 'Related Party Transactions' from disclosing transactions with other members of the group headed by Total SA.

14. Ultimate parent company.

The company's ultimate parent undertaking is Total SA, a company registered in France. This is the largest and smallest group for which group financial statements are prepared. Copies of the financial statements of Total SA, can be obtained from 2, Place Jean Millier, La Defense 6, 92400 Courbevoie, France.

Total Gas & Power Chartering Limited

Notes to the financial statements (continued)

at 31 December 2013

15. Subsequent events since the balance sheet date

A Time Charter Agreement was signed on 31 March 2014 between Total Gas & Power Chartering Ltd and Yemen LNG Company Ltd whereby one Yemen LNG vessel (Seri Balhaf) is sub chartered to the company from 1 April 2014 until 15 November 2014 with a possibility to extend until 31 December 2014.