

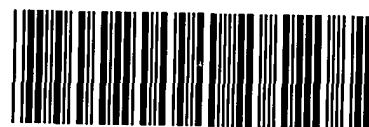
Total Gas & Power Chartering Limited

Annual report and financial statements

For the year ended 31 December 2014

Registered No. 06710451

THURSDAY



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COMPANIES HOUSE

Total Gas & Power Chartering Limited

Directors and advisors

Directors

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

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

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.

According to the Time Charter Agreement signed on 31 March 2014 between Total Gas & Power Chartering Limited and Yemen LNG Company Limited, one Yemen LNG vessel (Seri Balhaf) was sub chartered to the company from 1 April 2014 until 14 November 2014.

Future developments

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

Principal 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.

Total Gas & Power Chartering Limited

Strategic report (continued)

Registered No. 06710451

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.

Disabled employees and employee involvement

The company has no employees.

By order of the board,



R. Giovannone
Secretary

15 April 2015

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 2014.

Results and dividends

The profit after taxation amounted to \$ 1,023,000 for the year ended 31 December 2014 (2013 - \$ 650,000). The directors do not propose a dividend in respect of the financial year (2013 – nil).

As of 1 January 2014 the functional and presentational currency of the Company switched from Pound Sterling to US Dollar as a result of its predominantly US Dollar denominated transactions. 2014 financial results are thus presented in US Dollar and a re-statement of 2013 results has been prepared by the company.

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 26 February 2015 between Total Gas & Power Chartering Limited and Yemen LNG Company Limited whereby one Yemen LNG vessel (Seri Balqis) is sub chartered to the company from 14 February 2015 to 31 December 2015.

Directors

The directors who served during the year and subsequently were:

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

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

15 April 2015

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 2014 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 6, 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 2014 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: *15 April 2015*

Total Gas & Power Chartering Limited

Profit and loss account

for the year ended 31 December 2014

	<i>Notes</i>	<i>2014</i> \$'000	<i>2013</i> \$'000
Turnover	2	102,481	78,707
Cost of Sales		(99,988)	(76,325)
Gross profit		<u>2,493</u>	<u>2,382</u>
Gain/(Loss) on foreign currency transactions		62	(1,533)
Administrative expenses		(1,252)	(2)
Operating profit		<u>1,303</u>	<u>847</u>
Profit on ordinary activities before taxation		<u>1,303</u>	<u>847</u>
Tax on profit on ordinary activities	6	(280)	(197)
Profit for the year	12	<u><u>1,023</u></u>	<u><u>650</u></u>

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

Statement of total recognised gains & losses

For the year ended 31 December 2014

	<i>2014</i> \$'000	<i>2013</i> \$'000
Profit for the year	1,023	650
Currency translation	-	116
Total recognised gains and losses for the year	<u><u>1,023</u></u>	<u><u>766</u></u>


Total Gas & Power Chartering Limited

Balance sheet

at 31 December 2014

	Notes	2014 \$'000	2013 \$'000
Current Assets			
Debtors : amounts falling due within one year	7	52,295	25,620
		<u>52,295</u>	<u>25,620</u>
Creditors: amounts falling due within one year	8	(48,720)	(23,068)
Net current assets		<u>3,575</u>	<u>2,552</u>
Net assets		<u>3,575</u>	<u>2,552</u>
Capital and reserves			
Called up equity share capital	10	-	-
Profit and loss account	12	3,575	2,552
Equity shareholder's funds	11	<u>3,575</u>	<u>2,552</u>

The financial statements were approved and authorised for issue by the board on 15 April 2015.


 F. Agnes
 Director

Total Gas & Power Chartering Limited

Notes to the financial statements

at 31 December 2014

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.

As a result of the change of functional and presentational currency, a re-statement of previous years has been prepared by the company – see below in *Foreign Currency* section.

The company's financial statements are presented in US Dollar, which is also the Company's functional currency.

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 15).

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.

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.

As of 1 January 2014 the functional currency of the Company switched from Pound Sterling to US Dollar as a result of its predominantly US Dollar denominated transactions.

The UK sterling balances at 1 January 2014 were converted to US Dollar using the following foreign exchange rate: 1 USD = 0.6045 GBP. Comparatives for 2013 have also been presented in the new presentation currency of US Dollar. The comparatives apply the average US Dollar to UK sterling foreign exchange rate for 2013 of 1 USD = 0.6395 to the profit and loss account and the closing US Dollar to UK sterling rate of 1 USD = 0.6045 GBP to the balance sheet. The resulting difference on translation is presented in the statement of total recognised gains and losses.

Total Gas & Power Chartering Limited

Notes to the financial statements (continued)

at 31 December 2014

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 \$25,000 (2013 - \$23,000) are borne by another group company, Total Gas & Power Limited, 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:	2014	2013
	\$'000	\$'000
UK Corporation Tax		
Current tax charge on profit on ordinary activities	<u>280</u>	<u>197</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 (2013: lower) to the average standard rate of corporation tax in the UK of 21.50% (2013: 23.25%). The tax charge is reconciled below :

	2014	2013
	\$'000	\$'000
Current tax:		
Profit on ordinary activities before tax	<u>1,303</u>	<u>847</u>
Current tax charge at 21.50% (2013: 23.25%)	<u>280</u>	<u>197</u>
Total current tax charge	<u>280</u>	<u>197</u>

Total Gas & Power Chartering Limited

Notes to the financial statements (continued)

at 31 December 2014

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

	2014 \$'000	2013 \$'000
Amounts due from group companies	52,146	25,455
Other debtors	124	162
Prepayments and accrued income	18	3
Taxation (VAT)	7	-
	<u>52,295</u>	<u>25,620</u>

8. Creditors: Amounts falling due within one year

	2014 \$'000	2013 \$'000
Amounts due to group companies	40,751	15,913
Trade creditors	58	13
Accrued corporation tax	335	457
Accruals	7,576	6,685
	<u>48,720</u>	<u>23,068</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 2014 of \$44,692,000 (2013 : \$97,123,000).

The company entered into two 20 year time charter agreements for a total future estimated discounted amount at 31 December 2014 of \$474,187,000 (2013: \$472,309,000).

Total Gas & Power Chartering Limited

Notes to the financial statements (continued)

at 31 December 2014

10. Equity share capital

	2014 \$'000	2013 \$'000
Authorised, allotted, called up and fully paid 100 Ordinary shares of \$1.62 each	-	-

11. Reconciliation of movement in equity shareholder's funds

	2014 \$'000	2013 \$'000
Retained profit for the year	1,023	650
Currency translation reserve for the years 2009 to 2012	-	7
Currency translation reserve for the year 2013	-	116
Opening shareholders' funds	2,552	1,779
Closing shareholders' funds	3,575	2,552

12. Reserves

	<i>Profit and loss account \$'000</i>
At 1 January 2013	1,779
Profit for the year ended 31 December 2013	650
Currency translation reserve for the years 2009 to 2012	7
Currency translation reserve for the year 2013	116
At 31 December 2013	2,552
Profit for the year ended 31 December 2014	1,023
At 31 December 2014	3,575

13. Related parties

During the year, the company paid, in the ordinary course of its business, amounts to the following related parties who are associated undertakings of fellow subsidiaries of Total SA.

		<i>Profit and Loss account</i>		<i>Debtor/ (Creditor) at end of year</i>	
		<i>2014 \$'000</i>	<i>2013 \$'000</i>	<i>2014 \$'000</i>	<i>2013 \$'000</i>
Yemen LNG	- Purchases	18,015	-	(352)	-
Total Gas & Power Business Services SAS	- Purchases	1,229	-	(1,229)	-

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.

Notes to the financial statements (continued)

at 31 December 2014

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.

15. Subsequent events since the balance sheet date

A Time Charter Agreement was signed on 26 February 2015 between Total Gas & Power Chartering Limited and Yemen LNG Company Limited whereby one Yemen LNG vessel (Seri Balqis) is sub chartered to the company from 14 February 2015 to 31 December 2015.