

**HALL FARM WIND FARM LTD**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**



**Draft Financial Statements at 28 June 2017 at 09:40:19**  
**HALL FARM WIND FARM LTD**

**COMPANY INFORMATION**

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<b>Directors</b>	C J Tanner J M Linney
<b>Secretary</b>	T Hedges
<b>Company number</b>	06815807
<b>Registered office</b>	8 White Oak Square London Road Swanley BR8 7AG
<b>Auditor</b>	Deloitte LLP Statutory Auditor 2 New Street Square London United Kingdom EC4A 3BZ
<b>Banker</b>	HSBC Bank PLC 8 Canada Square London E14 5HQ

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**CONTENTS**

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	<b>Page</b>
Directors' report	1 - 2
Directors' responsibilities statement	3
Independent auditor's report	4 - 5
Statement of comprehensive income	6
Balance sheet	7
Statement of changes in equity	8
Notes to the financial statements	9 - 25

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## **DIRECTORS' REPORT**

### ***FOR THE YEAR ENDED 31 DECEMBER 2016***

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The Directors present their annual report and audited financial statements for the year ended 31 December 2016.

The Directors' report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006. Accordingly, no Strategic Report has been presented.

#### **Principal activities**

The principal activity of the Company is the design, build, finance and operation of a wind farm in Routh, Yorkshire. The construction of the wind farm was completed during 2013 and the wind farm was fully commissioned in February 2013.

On 16 March 2016, JLEAG Wind Limited acquired the Company from Hall Farm Wind Farm Holdings Limited and on the same day issued a loan to the Company to allow it to repay the full amount of its outstanding bank debt.

#### **Directors**

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

C J Tanner  
J M Linney

#### **Results and dividends**

The results for the year are set out on page 6.

No ordinary dividends were paid in the current or prior year. The Directors do not recommend payment of a final dividend.

#### **Qualifying third party indemnity provisions**

The Company has made qualifying third party indemnity provisions for the benefit of its Directors during the year. These provisions remain in force at the reporting date.

#### **Financial risk management objectives and policies**

##### ***Liquidity risk***

The Company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the Company has sufficient liquid resources to meet the operating needs of the business. At the start of the project, the Company negotiated debt facilities with an external party to ensure that the Company has sufficient funds over the life of the project. Following the refinancing of the project on 16 March 2016 the Company's debt facilities are now owed to JLEAG Wind Limited.

##### ***Interest rate risk***

The Company's borrowings expose it to cash flow risk primarily due to the financial risks of changes in interest rates. The Company used interest rate derivatives to manage the risk and reduce its exposure to changes in interest rates. Following the refinancing of the project on 16 March 2016, the Company's borrowings have limited exposure as all borrowings are fixed interest loans and therefore interest rate derivatives have been terminated.

##### ***Exposure to market prices***

The Company is exposed to long term electricity market prices. We are currently monitoring the electricity market and a fixed price 15 year Purchase Power Agreement has been entered into with Statkraft Markets GMBH, effective from the start of commercial operations, and fixed until September 2017. We continue to monitor the market.

## HALL FARM WIND FARM LTD

### DIRECTORS' REPORT (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2016**

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#### **Credit risk**

The Company's principal financial assets are cash and trade and other receivables. The Company's credit risk is primarily attributable to its trade receivables and accrued income which are with one counterparty. The Company monitors the financial standing of that counterparty in order to manage its credit risk.

#### **Wind/energy yield risk**

The Company has engaged consultants to assess long term wind predictions and consequent energy yield for the given turbines. However, there still remains a risk that wind and energy yield may be less (or more) than modelled. The project was refinanced on 16 March 2016 via its holding company on an assumption that realistic downsides would not materially jeopardise the project. The Company will continue to monitor performance against the modelled plan.

#### **Future developments**

The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the next year.

#### **Auditor**

The auditor, Deloitte LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### **Statement of disclosure to auditor**

Each of the Directors in office at the date of approval of this annual report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the board



C J Tanner

Director

30 JUNE 2017

## **HALL FARM WIND FARM LTD**

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

***FOR THE YEAR ENDED 31 DECEMBER 2016***

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The Directors are responsible for preparing the annual 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), including FRS 102, "The Financial Reporting Standard applicable in the UK and Ireland". 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 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; and
- 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.

# HALL FARM WIND FARM LTD

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF HALL FARM WIND FARM LTD

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We have audited the financial statements of Hall Farm Wind Farm Ltd for the year ended 31 December 2016 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes on pages 9 - 24. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 Directors' Responsibilities Statement, 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 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 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 2016 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, based on the work undertaken in the course of our audit,

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

# HALL FARM WIND FARM LTD

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

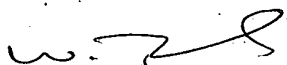
### TO THE MEMBERS OF HALL FARM WIND FARM LTD

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#### **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 preparing the Directors' Report and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.



**William Brooks FCA (Senior Statutory Auditor)**

**for and on behalf of Deloitte LLP**

Statutory Auditor

London

United Kingdom

30 June 2017



**HALL FARM WIND FARM LTD****STATEMENT OF COMPREHENSIVE INCOME****FOR THE YEAR ENDED 31 DECEMBER 2016**

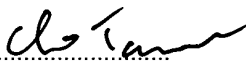
	Notes	2016 £'000	2015 £'000
<b>Turnover</b>	<b>3</b>	3,287	3,995
Cost of sales		(1,017)	(935)
<b>Gross profit</b>		2,270	3,060
Administrative expenses		(1,451)	(1,475)
<b>Operating profit</b>	<b>4</b>	819	1,585
Interest receivable and similar income	<b>7</b>	82	-
Interest payable and similar charges	<b>8</b>	(4,412)	(2,201)
<b>Loss before taxation</b>		(3,511)	(616)
Taxation	<b>9</b>	533	20
<b>Loss for the financial year</b>		(2,978)	(596)
<b>Other comprehensive income</b>			
Fair value (loss)/gain arising on cash flow hedges in the year		(626)	285
Cash flow hedges loss reclassified to profit or loss		1,624	-
Deferred tax relating to other comprehensive income	<b>9</b>	125	(77)
Deferred tax on cash flow hedge reclassified to profit and loss	<b>9</b>	(305)	-
<b>Total comprehensive loss for the year</b>		(2,160)	(388)

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

**HALL FARM WIND FARM LTD****BALANCE SHEET****AS AT 31 DECEMBER 2016**

		2016		2015	
	Notes	£'000	£'000	£'000	£'000
<b>Fixed assets</b>					
Tangible assets	10		26,806		27,899
<b>Current assets</b>					
Debtors falling due after one year	11	1,136		783	
Debtors falling due within one year	11	1,009		1,443	
Cash at bank and in hand		390		58	
		2,535		2,284	
<b>Creditors: amounts falling due within one year</b>	12	(975)		(3,118)	
<b>Net current assets/(liabilities)</b>			1,560		(834)
<b>Total assets less current liabilities</b>			28,366		27,065
<b>Creditors: amounts falling due after more than one year</b>	13		(30,746)		(27,403)
<b>Provisions for liabilities</b>	15		(796)		(678)
<b>Net liabilities</b>			(3,176)		(1,016)
<b>Capital and reserves</b>					
Called up share capital	17		-		-
Hedging reserve	17		-		(818)
Profit and loss reserves	17		(3,176)		(198)
<b>Total deficit</b>			(3,176)		(1,016)

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

  
C J Tanner  
Director 30 JUNE 2017

Company Registration No. 06815807

**HALL FARM WIND FARM LTD****STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 DECEMBER 2016**

	Share capital	Hedging reserve	Profit and loss reserves	Total
	£'000	£'000	£'000	£'000
<b>Balance at 1 January 2015</b>	-	(1,026)	398	(628)
<b>Year ended 31 December 2015:</b>				
Loss for the year	-	-	(596)	(596)
<b>Other comprehensive income:</b>				
Fair value gain arising on cash flow hedges in the year	-	285	-	285
Deferred tax relating to other comprehensive income	-	(77)	-	(77)
Total comprehensive loss for the year	-	208	(596)	(388)
<b>Balance at 31 December 2015</b>	-	(818)	(198)	(1,016)
<b>Year ended 31 December 2016:</b>				
Loss for the year	-	-	(2,978)	(2,978)
<b>Other comprehensive income:</b>				
Fair value loss arising on cash flow hedges in the year	-	(626)	-	(626)
Cash flow hedges loss reclassified to profit or loss	-	1,624	-	1,624
Deferred tax relating to other comprehensive income	-	125	-	125
Deferred tax on cash flow hedge reclassified to profit and loss	-	(305)	-	(305)
Total comprehensive loss for the year	-	818	(2,978)	(2,160)
<b>Balance at 31 December 2016</b>	-	-	(3,176)	(3,176)

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

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**1 Accounting policies**

**Company information**

Hall Farm Wind Farm Ltd is a private company limited by shares domiciled in the United Kingdom, incorporated in Great Britain and registered in England and Wales. The registered office is 8 White Oak Square, London Road, Swanley, BR8 7AG.

**1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in pound sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £'000.

In previous years the Company reported to the nearest £, but has moved to the nearest £'000 this year.

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below and have been applied consistently in the current and prior year.

This Company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this Company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The Company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Parties' - Related party transactions with other undertakings in the John Laing Environmental Assets Group (UK) Limited group.

The financial statements of the Company are consolidated in the financial statements of JLEAG Wind Holding Limited. These consolidated financial statements are available from its registered office, 8 White Oak Square, London Road, Swanley, BR8 7AG.

**1.2 Going concern**

The Company is in a net liability position as at 31 December 2016. The Directors have reviewed the Company's forecasts and projections following the refinancing of the project via the Company's holding company, taking into account reasonable possible changes in environmental conditions, in addition to asset and counterparty performance which show that the Company can continue to meet its debts as they fall due.

The Directors therefore, at the time of approving the financial statements, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and thus continue to adopt the going concern basis of accounting in preparing the financial statements.

## HALL FARM WIND FARM LTD

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

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#### 1 Accounting policies

(Continued)

##### 1.3 Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

##### 1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment	25 years straight line
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Residual value represents the estimated amount which would currently be obtained from disposal of an asset, after deducting estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

##### 1.5 Impairment of fixed assets

At each reporting period end date, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

##### 1.6 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

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**1 Accounting policies**

**(Continued)**

**1.7 Financial instruments**

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

**Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

**Loans and receivables**

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

**Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

## HALL FARM WIND FARM LTD

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

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#### 1 Accounting policies

(Continued)

##### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

##### ***Classification of financial liabilities***

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

##### ***Basic financial liabilities***

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

##### ***Other financial liabilities***

Derivatives, including interest rate swaps, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

##### ***Derecognition of financial liabilities***

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

#### 1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

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**1 Accounting policies**

**(Continued)**

**1.9 Derivatives**

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

The Company does not hold or issue derivative financial instruments for speculative purposes.

***Hedge accounting***

The Company designates certain hedging instruments, including derivatives, embedded derivatives and non-derivatives, as either fair value hedges or cash flow hedges.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item along with risk management objectives and strategy for undertaking various hedge transactions. At the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

***Cash flow hedges***

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income.

The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'other gains and losses' line.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in the profit or loss in the same line as the recognised hedged item. However when the forecast transaction that is hedged results in the recognition of a non-financial asset or liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability concerned.

**1.10 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.



## HALL FARM WIND FARM LTD

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 1 Accounting policies

(Continued)

##### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

##### 1.11 Provisions

###### **Decommissioning**

Provisions for future decommissioning costs are made in full when the Company has an obligation to dismantle and remove a facility and to restore the site on which it is located, and when a reasonable estimate of that liability can be made.

The amount recognised is the present value of the estimated future expenditure. An amount equivalent to the discounted initial provision for decommissioning costs is capitalised as part of the underlying fixed asset and depreciated over the life of that asset. Any change in the present value of the estimated expenditure resulting from changes in expected cash flows, inflation or discount rate is reflected as an adjustment to the provision and the underlying asset.

The unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

###### **Other**

Provisions are recognised when the Company has a legal or constructive present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value.

##### 1.12 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

##### 1.13 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2016**

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**2 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

***Critical judgements***

The Directors consider there to be no critical judgements, apart from those involving estimations which are dealt with separately below.

***Hedge accounting***

The Directors consider the Company to have met the criteria for hedge accounting until the derivatives were cancelled on 16 March 2016; the Company has therefore recognised fair value movements on derivatives in effective hedging relationships through other comprehensive income as well as the deferred tax thereon.

***Power Purchase Agreement***

The Directors have considered whether the Power Purchase Agreement entered into by the Company meets the definition of a derivative under FRS 102 in the context of characteristics of derivative contracts set out within the definition. The Power Purchase Agreement was entered into and continues to be held for the purpose of the Company delivering electrical output to be received by the offtaker in accordance with the requirements set out in the contract, and therefore is not considered to be a financial instrument.

***Deferred tax asset***

The Directors have used their judgement, based on long term projections, in estimating whether there will be sufficient taxable profits in the future to recognise a deferred tax asset in relation to tax losses carried forward. The Directors have also made estimates, based on those projections, about the expected timing or reversal of the deductible and taxable temporary differences when considering whether a deferred tax asset can be recognised. Whilst the Directors have concluded that it is appropriate to recognise a deferred tax asset, the recovery of that asset is primarily dependent on a sustained and substantial increase in electricity prices.

**HALL FARM WIND FARM LTD****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2016****2 Critical accounting judgements and key sources of estimation uncertainty****(Continued)****Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

**Recoverability of tangible fixed assets**

During the year, management reconsidered the recoverability of the tangible fixed assets included in the balance sheet of £26,806,000 (2015: £27,899,000). The project continues to perform in a satisfactory manner, however, due to a reduction in expected future floating power prices received and historical performance against budget, management has reconsidered the power price and generation assumptions reflected in its long-term projections. Detailed sensitivity analysis has been carried out and management is confident that the carrying amount of the tangible fixed assets will be recovered in full through use. This situation will be closely monitored, and adjustments made in future periods if future market activity indicates that adjustments are appropriate.

**Decommissioning provision**

The Company has a decommissioning provision resulting from its obligation at the end of the license period to return the wind farm site to its original state and condition. The calculation used to estimate the future expected cost of decommissioning the site is based on a historic estimate of per turbine costs plus anticipated fixed cost overheads provided by a qualified third party consultant, discounted back to present value at a suitable discount rate. The net present value of the provision at the balance sheet date was £796,000 (2015: £679,000). Details of the provision are set out in Note 15. The Directors will continue to monitor market prices for decommissioning works for indications of material changes to the assumptions underlying the decommissioning provision calculation.

**Valuation of derivative financial instruments**

The Directors use their judgement in selecting a suitable valuation technique for derivative financial instruments. All derivative financial instruments are valued at the mark to market valuation provided by the derivative counterparty. In these cases, the Company uses valuation techniques to assess the reasonableness of the valuation provided by the derivative counterparty. These techniques use a discounted cash flow analysis based on market observable inputs derived from similar instruments in similar and active markets. The fair value of derivative financial instruments at the balance sheet date was £Nil (2015: £998,000 liability). The Directors do not consider the impact of own credit risk to be material.

**3 Turnover and other revenue**

An analysis of the Company's turnover is as follows:

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
<b>Turnover</b>		
Power Purchase Agreement revenue	1,475	1,794
Renewable Obligation Certificates	1,731	1,997
Levy Exemption Certificates	-	139
Other income	81	65
	<u>3,287</u>	<u>3,995</u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

**3 Turnover and other revenue (Continued)**

**Turnover analysed by geographical market**

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
United Kingdom	3,287	3,995

Turnover is derived from the sale of electricity and the sale of renewable energy certificates to a sole third party energy supplier in Germany. Turnover is recognised at the point of generation.

Other income comprises Triad revenue of £81,000 (2015: £65,000) generated during the three half-hours of peak electricity demand between the beginning of November in the previous financial year and the end of February in the current financial year. Due to the nature of the income, Triad revenue is recognised in the period the income is received.

**4 Operating profit**

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Operating profit for the year is stated after charging:		
Exchange losses/(gains)	27	(1)
Fees payable to the Company's auditor for the audit of the Company	8	6
Depreciation of owned tangible fixed assets	1,197	1,210
Operating lease charges	113	136

**5 Employees**

The Company had no employees during the current or prior year.

**6 Directors' remuneration**

No Directors received any remuneration for services to the Company during the current or prior year.

**7 Interest receivable and similar income**

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
<b>Interest income</b>		
Swap interest receivable	82	-

**HALL FARM WIND FARM LTD****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2016****8 Interest payable and similar charges**

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
<b>Interest on financial liabilities measured at amortised cost:</b>		
Interest on bank overdrafts and loans	685	1,224
Interest payable to parent undertakings	1,214	960
	<u>1,899</u>	<u>2,184</u>
<b>Other finance costs:</b>		
Unwinding of discount on provisions	14	17
Amortisation of financing fees	396	-
Due diligence and advisor cost	280	-
Recycling of cash flow hedge loss to income statement	1,624	-
Senior debt breakage cost	168	-
Other costs	31	-
	<u>4,412</u>	<u>2,201</u>
<b>Total interest payable and similar charges</b>	<u><u>4,412</u></u>	<u><u>2,201</u></u>

**9 Taxation**

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
<b>Deferred tax</b>		
Origination and reversal of timing differences	346	471
Changes in tax rates	200	68
Adjustment in respect of prior periods	(67)	-
Tax losses carried forward	(1,012)	(559)
	<u>(533)</u>	<u>(20)</u>
<b>Total deferred tax</b>	<u><u>(533)</u></u>	<u><u>(20)</u></u>

The actual credit for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Loss before taxation	<u>(3,511)</u>	<u>(616)</u>
Expected tax credit based on a corporation tax rate in the UK of 20.00% (2015: 20.25%)	(702)	(125)
Tax effect of expenses that are not deductible in determining taxable profit	36	37
Adjustments in respect of prior years	(67)	-
Effect of change in corporation tax rate	200	68
	<u>(533)</u>	<u>(20)</u>
<b>Taxation for the year</b>	<u><u>(533)</u></u>	<u><u>(20)</u></u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

**9 Taxation**

**(Continued)**

In addition to the amount credited to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Deferred tax arising on:		
Revaluation of financial instruments treated as cash flow hedges	(125)	77
Reclassifications from equity to profit or loss:		
Relating to cash flow hedges	305	-
	<u>305</u>	<u>-</u>

For the year ended 31 December 2016, the UK rate of 20% is applied.

The Finance (No 2) Act 2015, which provides for reductions in the main rate of corporation tax from 20% to 19% effective 1 April 2017 and to 18% effective 1 April 2020, was substantively enacted on 26 October 2015. Subsequently, the Finance Act 2016, which provided a further reduction in the main rate of corporation tax to 17% effective 1 April 2020, was substantively enacted on 6 September 2016. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

**10 Tangible fixed assets**

	<b>Plant and equipment</b>
	<b>£'000</b>
<b>Cost</b>	
At 1 January 2016	31,365
Other changes	104
	<u>31,469</u>
At 31 December 2016	<u>31,469</u>
<b>Accumulated depreciation and impairment</b>	
At 1 January 2016	3,466
Depreciation charged in the year	1,197
	<u>4,663</u>
At 31 December 2016	<u>4,663</u>
<b>Carrying amount</b>	
At 31 December 2016	26,806
	<u>26,806</u>
At 31 December 2015	<u>27,899</u>

Following a review of the discount rate applied to the decommissioning provision at 31 December 2016, an adjustment of £104,000 has been included in other changes within the carrying value of tangible fixed assets.

**HALL FARM WIND FARM LTD****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2016****11 Debtors**

		<b>2016</b>	<b>2015</b>
		<b>£'000</b>	<b>£'000</b>
<b>Amounts falling due within one year:</b>			
Other debtors		229	255
Prepayments and accrued income		780	1,188
		<u>1,009</u>	<u>1,443</u>
<b>Amounts falling due after more than one year:</b>		<b>2016</b>	<b>2015</b>
		<b>£'000</b>	<b>£'000</b>
Deferred tax asset	<b>Notes</b>		
	<b>16</b>	<u>1,136</u>	<u>783</u>
<b>Total debtors</b>		<u>2,145</u>	<u>2,226</u>

**12 Creditors: amounts falling due within one year**

	<b>Notes</b>	<b>2016</b>	<b>2015</b>
		<b>£'000</b>	<b>£'000</b>
Bank loans and overdrafts	<b>14</b>	-	1,318
Trade creditors		25	30
Amounts due to parent undertakings	<b>14</b>	638	1,570
Senior debt accrued interest		1	-
Accruals and deferred income		311	200
		<u>975</u>	<u>3,118</u>

**HALL FARM WIND FARM LTD****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2016****13 Creditors: amounts falling due after more than one year**

	Notes	2016 £'000	2015 £'000
Bank loans and overdrafts	14	-	19,876
Amounts due to parent undertakings	14	30,746	6,529
Derivative financial instruments		-	998
		<u>30,746</u>	<u>27,403</u>

**Derivative financial instruments**

In December 2011, as part of its interest rate management strategy and in accordance with the terms of its credit agreement the Company entered into an interest rate swap maturing on 31 December 2022. The maximum notional amount of the interest rate swap was £24,000,000. Under this swap the Company received interest on a variable basis and paid interest at a fixed rate of 2.61%.

The fixed interest rate swap was entered into to mitigate the interest exposure of the Company and had a negative fair value at 31 December 2015 of £998,000.

As at 16 March 2016, the Company's debt was refinanced. As part of the transaction, the interest rate swap was broken and the parent company paid £1,624,000 to settle the swap at market value. The change in the fair value of the interest rate swap of £626,000 (2015: £285,000) was recognised in other comprehensive income in the year and recycled to the Statement of Comprehensive Income when the swap was broken.

Amounts included above which fall due after five years are as follows:

Payable by instalments	10,134	14,921
Payable other than by instalments	-	6,529
	<u>10,134</u>	<u>21,450</u>

**14 Loans and overdrafts**

	2016 £'000	2015 £'000
Bank loans	-	21,194
Loans from parent undertakings	31,384	6,529
	<u>31,384</u>	<u>27,723</u>
Payable within one year	638	1,318
Payable after one year	30,746	26,405

The loans are secured by a fixed and floating charge over all the assets of the Company and a charge over the shares of the Company.



## HALL FARM WIND FARM LTD

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

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#### 14 Loans and overdrafts

(Continued)

##### Senior debt

On 16 March 2016, the Company entered into a loan agreement with its parent company, JLEAG Wind Limited, for an amount of £23,867,000, bearing a fixed interest rate of 2.55% per annum. On the same day, the parent company fully repaid the existing bank loan of £21,349,000 (2015: £21,349,000) together with outstanding interest of £151,000 (2015: £Nil), and mezzanine default interest of £250,000 (2015: £250,000) on behalf of the Company. Capitalised finance fees of £395,000 (2015: £405,000) on the former loan were written off.

During the year the Company made repayments of £4,477,000 against the new loan principal. The principal balance at 31 December 2016 was £19,390,000 and the outstanding interest was £1,000. There are unamortised finance fees attributed of £214,000. The loan is repayable by instalments based on an agreed repayment profile and will terminate on 16 March 2021.

##### Subordinated debt

On 16 March 2016, the Company entered into a loan agreement with its parent company, JLEAG Wind Limited, for an amount of £12,446,000, bearing a fixed interest rate of 10.5% per annum. On the same day, the parent company fully repaid the existing subordinated loan of £6,529,000 (2015: £6,529,000) and outstanding interest of £1,779,000 (2015: £1,488,000) on behalf of the Company.

During the year the Company made repayments of £537,000 against the new loan principal and £299,000 of interest was rolled up into the principal loan balance. The principal balance at 31 December 2016 was £12,208,000 and there was no outstanding interest. The loan is repayable on demand, however, the parent company has no intention of demanding repayment until such time as the Company has sufficient funds.

**HALL FARM WIND FARM LTD****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2016**

<b>15 Provisions for liabilities</b>	<b>2016 £'000</b>	<b>2015 £'000</b>
Decommissioning provision	796	678
Movements on provisions:		<b>Decommissioning provision £'000</b>
At 1 January 2016		678
Unwinding of discount		14
Adjustment for change in discount rate		104
At 31 December 2016		796

The Company's decommissioning provision results from its obligation at the end of the lease period to return the wind farm site to its original state and condition. The Company has estimated the net present value of the decommissioning provision to be £796,000 as at 31 December 2016 (2015: £678,000) based on an undiscounted total future liability of £1,191,000 (2015: £1,191,000). The discount factor, being the risk free rate related to the liability, was 1.79% as at 31 December 2016 (2015: 2.59%).

**16 Deferred taxation**

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	<b>Assets 2016 £'000</b>	<b>Assets 2015 £'000</b>
<b>Balances:</b>		
Accelerated capital allowances	(1,761)	(1,553)
Tax losses	2,897	2,156
Deferred tax on interest rate swap fair value	-	180
	1,136	783
<b>Movements in the year:</b>		<b>2016 £'000</b>
Liability/(Asset) at 1 January 2016		(783)
Credit to profit or loss		(733)
Charge to other comprehensive income		162
Effect of change in tax rate - profit or loss		200
Effect of change in tax rate - other comprehensive income		18
Liability/(Asset) at 31 December 2016		(1,136)

**HALL FARM WIND FARM LTD****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2016****16 Deferred taxation****(Continued)**

The deferred tax asset in relation to tax losses set out above is expected to reverse after more than five years and relates to the utilisation of tax losses against future expected profits over the project life.

**17 Share capital**

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
<b>Issued and fully paid</b>		
100 Ordinary shares of 50p each	-	-
	<u>          </u>	<u>          </u>

The Company has one class of ordinary shares which carry no right to fixed income.

**Other reserves**

The Company's other reserves are as follows:

The profit and loss reserve represents cumulative profits or losses.

The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends. Following the cancellation of the interest rate derivatives during the year, the hedging reserve was nil at 31 December 2016.

**18 Operating lease commitments****Lessee**

The Company has entered into lease agreements with land owners expiring on 23 November 2037 such that the rent payable is contingent on certain conditions relating to gross income received by the Company.

At the reporting end date the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Within one year	24	24
Between two and five years	96	96
In over five years	381	405
	<u>          </u>	<u>          </u>
	<u>501</u>	<u>525</u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

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**19 Related party transactions**

No guarantees have been given or received.

As a wholly owned subsidiary of JLEAG Wind Limited, which is indirectly a wholly owned subsidiary of John Laing Environmental Assets Group (UK) Limited, the Company has taken advantage of the exemption under FRS 102 Section 33 not to provide information on related party transactions with other undertakings in the John Laing Environmental Assets Group (UK) Limited group. A copy of the published financial statements of John Laing Environmental Assets Group (UK) Limited can be obtained from Companies House.

**20 Controlling party**

The Company's ultimate parent and controlling entity is John Laing Environmental Assets Group Limited, a company incorporated in Guernsey, Channel Islands, with a registered address of Sarnia House, Le Truchot, St. Peter Port, Guernsey, GY1 4NA.

Copies of the financial statements of John Laing Environmental Assets Group Limited are available from the website [www.jlen.com](http://www.jlen.com).

The Company's immediate parent company at the balance sheet date is JLEAG Wind Limited, a company incorporated in Great Britain and registered in England and Wales. The smallest and largest group in which its results are consolidated is JLEAG Wind Holding Limited. Copies of the consolidated financial statements of JLEAG Wind Holding Limited are available from Companies House.