Registered number: 07342849

AMP ENERGY SERVICES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

COMPANIES HOUSE

COMPANY INFORMATION

Directors

Neil Eckert

Helene Crook Mark Tarry

Richard Burrell (appointed 6 December 2016)

Secretary

Lauren Paton

Company number

07342849

Registered office

5 Clifford Street

London

United Kingdom W1S 2LG

Auditors

BDO LLP

55 Baker Street

London

United Kingdom W1U 7EU

Bankers

Barclays Bank plc

1 Churchill Place

London E14 5HP

CONTENTS

	Page
Directors' Report	1
Directors' Responsibilities Statement	2
Independent Auditors' Report	3 - 4
Statement of Comprehensive Income	5
Statement of Financial Position	6
Statement of Changes in Equity	7 - 8
Notes to the Financial Statements	9 - 19

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2017

The directors present their report and the financial statements for the year ended 31 March 2017.

Principal activity

The business's principal activities include the development of renewable energy projects and the provision of associated services such as contract management, operation and maintenance and fuel supply.

Results and dividends

The loss for the year, after taxation, amounted to £1,370,808 (2016 - loss £3,878,064).

Directors

The directors who served during the year were:

Neil Eckert Helene Crook Mark Tarry Richard Burrell (appointed 6 December 2016)

Going concern

After reviewing the Company's operations, financial position and short and long term cash flow forecasts, the Directors have a reasonable expectation that the company has adequate resources to continue operating and meet its financial obligations. The parent company have provided letter of support for the loan, to support the company for a period of 12 months from signing of the financial statement.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of
 any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on and signed on its behalf.

Mark Tarry 25/09/2017

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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 AUDITORS' REPORT TO THE SHAREHOLDERS OF AMP ENERGY SERVICES LIMITED

We have audited the financial statements of AMP ENERGY SERVICES LIMITED for the year ended 31 March 2017, set out on pages 5 to 19. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 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 Directors' Responsibilities Statement on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

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 March 2017 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 matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the 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
- the directors' report has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AMP ENERGY SERVICES LIMITED (CONTINUED)

Matters on which we are required to report by exception

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.

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 prepare the directors' report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.

Marc Reinecke (Senior Statutory Auditor)

BOOLO

for and on behalf of BDO LLP

55 Baker Street London United Kingdom W1U 7EU

Date: 27-9-2017

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2017

	Note	Year ended 31 March 2017 £	15 month Period ended 31 March 2016
Turnover	3	4,000,684	1,160,137
Cost of sales		(1,413,705)	(718,087)
Exceptional cost of sales		-	(390,112)
Gross profit		2,586,979	51,938
Administrative expenses		(2,169,835)	(2,197,856)
Exceptional administrative expenses		-	(128,876)
Operating profit/(loss)	4	417,144	(2,274,794)
Interest payable and expenses	8	(1,787,952)	(1,603,270)
Loss before tax		(1,370,808)	(3,878,064)
Loss for the financial year		(1,370,808)	(3,878,064)
Total comprehensive income for the year/period		(1,370,808)	(3,878,064)

AMP ENERGY SERVICES LIMITED REGISTERED NUMBER: 07342849

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2017

	Note		31 March 2017 £		31 March 2016 £
Fixed assets					
Tangible assets	10		15,412		2,559
			15,412		2,559
Current assets					
Stocks	11	164,180		74,965	
Debtors: amounts falling due within one year	12	4,667,542		821,240	
Current asset investments	13	53,163		-	
Cash at bank and in hand	14	363,512		55,180	
		5,248,397		951,385	
Creditors: amounts falling due within one year	15	(18,400,098)		(12,719,425)	
Net current liabilities			(13,151,701)		(11,768,040)
Total assets less current liabilities			(13,136,289)		(11,765,481)
Net assets			(13,136,289)		(11,765,481)
Net liabilities			(13,136,289)		(11,765,481)
Net habilities			113,130,2091		<u>(11,705,461)</u>
Capital and reserves					
Called up share capital	16		1		1
Profit and loss account			(13,136,290)		(11,765,482)
			(13,136,289)		(11,765,481)

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

Mark Tarry 25/09/2017

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2017

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2016	1	(11,765,482)	(11,765,481)
Comprehensive income for the year			
Loss for the year	· -	(1,370,808)	(1,370,808)
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	(1,370,808)	(1,370,808)
Total transactions with owners	-	-	-
At 31 March 2017	1	(13,136,290)	(13,136,289)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2016

	Called up share capital		Total equity
	£	£	£
At 1 January 2015	1	(7,887,418)	(7,887,417)
Comprehensive income for the period			
Loss for the period	-	(3,878,064)	(3,878,064)
Other comprehensive income for the period	-	-	-
Total comprehensive income for the period	-	(3,878,064)	(3,878,064)
Total transactions with owners	-	-	-
At 31 March 2016	1	(11,765,482)	(11,765,481)

The notes on pages 9 to 19 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

1.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

1.3 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. Accounting policies (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures, fittings & equipments - 3-5 years straight line Computer equipment - 3-5 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

1.4 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which these are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

1.5 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted average basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

1.6 Financial assets

Financial assets, other than investments and derivatives, are initially measured at transaction price (Including transaction costs) and subsequently held at cost, less any impairment.

1.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. Accounting policies (continued)

1.8 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

1.9 Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

1.10 Reserves

The company's reserves are as follows:

- •Called up share capital reserve represents the nominal value of the shares issued.
- •Profit and loss account represents cumulative profit or losses, net of dividends paid and other adjustments.

1.11 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017 1.12 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

1.13 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Statement of Financial Position date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the Statement of Financial Position date.

1.14 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

1.15 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

1.16 Parent company disclosure exemptions

In preparing the separate financial statements of the parent company, advantages has been taken of the following disclosure exemptions available in FRS 102:

- •No cash flow statement has been prepared.
- •No disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the group as a whole.
- •Disclosures in respect of financial instruments have not been presented as equivalent disclosures have been provided in respect of the group as a whole.

1.17 Going Concern

After reviewing the Company's operations, financial position and short and long term cash flow forecasts, the Directors have a reasonable expectation that the company has adequate resources to continue operating and meet its financial obligations. The parent company have provided letter of support for the loan, to support the company for a period of 12 months from signing of the financial statement.

2. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The estimates and assumptions that have a significant risk of causing a material adjustment to the financial statements are:

• Determine whether there are indicators of impairment of the company's loans and investments. Factors taken into consideration in reaching such decision include the ability for the group company to settle its outstanding liabilities and performance of those entities invested in.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

3. Turnover

An analysis of turnover by class of business is as follows:

	Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
Sale of biomass boilers	-	765,373
Biomass boilers development fee	3,877,850	390,431
Other income	122,834	4,334
	4,000,684	1,160,138
Operating profit/(loss)		

4.

The operating profit/(loss) is stated after charging:

	Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
Depreciation of tangible fixed assets	4,800	3,224
Exchange differences	-	169
Provision expenses	-	128,876
	4,800	132,269
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

5. Auditors' remuneration

	Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	15,887	4,213

6. Employees

The average monthly number of employees, including the directors, during the year was as follows:

		15 month
	Year	Period
	ended	ended
	31	31
	March	March
	2017	2016
	No.	No.
	15	12
		15 month
		Period
	Year ended	ended
	31 March	31 March
	2017	2016
	£	£
Wages and salaries	1,110,900	1,261,394
Social security costs	128,593	168,506
Cost of defined contribution schemes	92,171	119,231
	1,331,664	1,549,131

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

7. Directors' remuneration

	Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
Gross salary	447,500	550,630
Medical Insurance	5,235	5,219
Company contributions to defined contribution pension schemes	34,500	38,000
	487,235	593,849

The highest paid director received remuneration of £208,531 (2016 - £256,250).

8. Interest payable and similar charges

	Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
Other loan interest payable	503	1,020
Loans from group undertakings	1,787,449	1,602,250
	1,787,952	1,603,270

9. Taxation

Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
(1,370,808)	(3,878,064)

Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20.8%)

(277,589) (806,637)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

Effects of:

Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	13,944	108,843
Unrelieved tax losses carried forward	•	•
Group relief	263,645	697,794
Total tax charge for the year/period		

Factors that may affect future tax charges

A number of changes to the UK corporation tax system were announced in the March 2015 Budget Statement. The Finance Act 2015 which was substantially enacted on 2 July 2015 includes legislation reducing the main rate of corporation tax from 21% to 20% from 1 April 2015 and further reducing the main rate of corporation tax from 20% to 19% from 1st April 2017.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

10.	Tangible fixed assets			
		Fixtures and fittings £	Computer equipment £	Total £
	Cost or valuation			
	At 1 April 2016	4,770	5,329	10,099
	Additions	-	17,653	17,653
	At 31 March 2017	4,770	22,982	27,752
	Depreciation			
	At 1 April 2016	4,319	3,221	7,540
	Charge owned for the period	451	4,349	4,800
	At 31 March 2017	4,770	7,570	12,340
	Net book value			
	At 31 March 2017		15,412	15,412
	At 31 March 2016	451	2,108	2,559
11.	Inventory			
			Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
	Work in progress (goods to be sold)		164,180	74,965
			164,180	74,965

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

12. Debt	ors

		Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
	Trade debtors	3,258,145	3,087
	Loan to third party	540,352	471,556
	Other debtors	5,296	27,739
	Prepayments and accrued income	863,749	318,858
		4,667,542	821,240
13.	Current asset Investment		
		Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
	Western Power Distribution	3,766	-
	Mulbrick	49,397	-
		53,163	_
14.	Cash and cash equivalents		
		Year ended 31 March 2017 £	15 month Period ended 31 March 2016 £
	Cash at bank and in hand	363,512	55,180
		363,512	55,180

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

15. Creditors: Amounts falling due within one year

	Year ended 31 March 2017	15 month Period ended 31 March 2016
	£	£
Trade creditors	7,918	150,885
Amounts owed to group undertakings	17,974,829	12,520,668
Other taxation and social security	291,017	32,009
Accruals and deferred income	126,334	15,863
	18,400,098	12,719,425

The whole or any part of the loan is payable on demand at any time but in any event by 18 March 2021. The parent company has provided a letter of support declaring not to request any payments unless the company has the cash funds available. The interest is charged at 12% per annum, accruing from day to day on the basis of a year of 365 days.

16. Share capital

Silare Capital	Year ended 31 March 2017	15 month Period ended 31 March 2016
	£	£
Shares classified as equity		
Allotted, called up and fully paid		
1- Ordinary share of £1	1	1

17. Related party transactions

The Company has taken advantage of the exemption conferred by FRS 102 not to disclose transactions with wholly owned subsidiary undertakings within the Aggregated Micro Power Holdings PLC group. For details of related parties with the company see note 24 of the group financial statements of Aggregated Micro Power Holdings PLC, the company's ultimate parent undertaking, whose financial statements are publicly available companies registered address 5 Clifford street, London, W1S 2LG or can be downloaded from www.ampplc.co.uk

18. Ultimate parent undertaking and Controlling party

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

The ultimate parent undertaking and controlling party is Aggregated Micro Power Holding Plc ('AMPPLC') by virtue of its shareholding.