

WIND 15 MIDCO LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018



WIND 15 MIDCO LIMITED

COMPANY INFORMATION

Directors K Aspinall (appointed 22 August 2014)
O Breidt (appointed 22 August 2014)
J Murphy (appointed 19 January 2015)
S Speight (appointed 23 October 2014)

Company secretary S Cruickshank

Registered number 09186429

Registered office White Hart House
High Street
Limpsfield
Surrey
RH8 0DT

Bankers Barclays Bank Plc
8 Hanover Square
London
W1S 1HH

WIND 15 MIDCO LIMITED

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WIND 15 MIDCO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report and the unaudited financial statements of Wind 15 Midco Limited ("the Company") for the year ended 31 December 2018.

Principal activity and place of business

The principal activity of the Company is that of a holding company for investments that operate renewable energy assets and generate electricity through operation of wind turbines in the UK.

Results and dividends

The profit for the year, after taxation, amounted to £2,108,815 (2017 - £6,518,750).

The directors consider the Company's performance during the year to be in line with expectations, and will continue to monitor the trading activities undertaken by the Company.

An interim dividend of £2,111,920 was declared and paid during the year (2017 - £5,180,000). The directors do not recommend the payment of a final dividend for the year ended 31 December 2018.

Directors

The directors who served during the year were:

K Aspinall (appointed 22 August 2014)
O Breidt (appointed 22 August 2014)
J Murphy (appointed 19 January 2015)
S Speight (appointed 23 October 2014)

Small companies' exemptions

The Directors' Report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006. The Company has taken advantage of the exemption for the requirement to disclose an enhanced business review and to prepare a strategic report in accordance with section 414B of the Companies Act 2006.

The Company is a qualifying entity taking advantage of the disclosure exemptions under FRS 102 Section 1A.

This report was approved by the Board of Directors and signed on its behalf by:



J Murphy
Director

Date: 29 November 2019

White Hart House
High Street
Limpsfield
Surrey
RH8 0DT

WIND 15 MIDCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors are responsible for preparing the Directors' Report and the financial statements of Wind 15 Midco Limited ("the Company") 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of 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 year.

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;
- 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.

WIND 15 MIDCO LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £	2017 £
Administrative expenses		(47)	(3,111)
Operating loss		(47)	(3,111)
Dividend income from fixed asset investments		2,108,862	6,280,000
Loan investments written off		-	(2,734)
Interest receivable and similar income	6	-	391,000
Interest payable and similar expenses	7	-	(146,405)
Profit on ordinary activities before taxation		2,108,815	6,518,750
Tax on profit	8	-	-
Profit for the financial year		2,108,815	6,518,750

There was no other comprehensive income for 2018 (2017 - £NIL).

The notes on pages 6 to 13 form part of these financial statements.

All of the Company's income is derived from continuing operations during the current and prior year.

WIND 15 MIDCO LIMITED
REGISTERED NUMBER: 09186429

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2018 £	2017 £	2017 £
Fixed assets					
Investments	10		1		1
			<u>1</u>		<u>1</u>
Current assets					
Debtors: amounts falling due within one year	11	4,000	-	-	-
Cash at bank and in hand	12	3,969	14,074		
		<u>7,969</u>	<u>14,074</u>		
Creditors: amounts falling due within one year	13	-	(3,000)		
Net current assets		<u>7,969</u>	<u>11,074</u>		
Total assets less current liabilities			<u>7,970</u>		<u>11,075</u>
Net assets			<u><u>7,970</u></u>		<u><u>11,075</u></u>
Capital and reserves					
Called up share capital	15		1		1
Profit and loss account	16		7,969		11,074
			<u>7,970</u>		<u>11,075</u>

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A – small entities.

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



J Murphy
Director

Date: 29 November 2019

The notes on pages 6 to 13 form part of these financial statements.

WIND 15 MIDCO LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2018	1	11,074	11,075
Profit for the year	-	2,108,815	2,108,815
Total comprehensive income for the year	-	2,108,815	2,108,815
Dividends: Equity capital	-	(2,111,920)	(2,111,920)
At 31 December 2018	1	7,969	7,970

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2017	1	(1,327,676)	(1,327,675)
Profit for the year	-	6,518,750	6,518,750
Total comprehensive income for the year	-	6,518,750	6,518,750
Dividends: Equity capital	-	(5,180,000)	(5,180,000)
At 31 December 2017	1	11,074	11,075

The notes on pages 6 to 13 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. Accounting policies

1.1 Basis of preparation of financial statements

The Company is incorporated in England and Wales under the Companies Act 2006. The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 Section 1A ("FRS 102") issued by the Financial Reporting Council.

The Company is a private company limited by shares. The address of the registered office is given in the company information page of these financial statements.

The Company's principal activity is as a holding company for investments that operate wind turbines.

The functional and presentational currency of the Company is considered to be pound sterling because that is the currency of the primary economic environment in which the Company operates. The financial statements are rounded to the nearest £.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The Company meets the definition of a small company under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. As such, the financial statements do not include a Cash Flow Statement.

The following principal accounting policies have been applied consistently throughout the current and prior year:

1.2 Investments

Investments are held at cost less impairment.

Investments in unlisted company shares, which have been classified as fixed asset investments as the Company intends to hold them on a continuing basis are remeasured to market value at each Balance Sheet date. Gains and losses on remeasurement are recognised in profit or loss for the year.

The Company considers investments in the underlying subsidiaries to be held as part of an investment portfolio. In accordance with FRS 102 9.9B they are excluded from consolidation and are measured at fair value with changes in fair value recognised in profit or loss.

1.3 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 DECEMBER 2018**

1. Accounting policies (continued)

1.4 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 related parties, loans to subsidiaries and investments in non-puttable ordinary shares.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a finance transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

All financial instruments, including 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.

1.5 Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Financial assets:

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

1.6 Finance costs

Finance costs of financial liabilities are recognised in the Statement of Comprehensive Income over the term of the instrument at a constant rate on the carrying amount.

1.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

1.8 Interest Income

Interest income is recognised in the Statement of Comprehensive Income over the term of the instrument at a constant rate on the carrying amount.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. Accounting policies (continued)

1.9 Current and deferred taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2. Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgments, estimates and assumptions about the carrying amounts 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Company considers investments in the underlying subsidiaries to be held as part of an investment portfolio.

There were no other critical accounting judgments or key sources of estimations during the year.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**
3. Operating loss

The operating loss is stated after charging:

	2018 £	2017 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	-	3,000
	<u>-</u>	<u>3,000</u>

During the year, no director received any emoluments (2017 - £NIL)

4. Employees

The Company has no employees nor associated employee costs (2017 - £NIL).

5. Income from investments

	2018 £	2017 £
Dividend income from fixed asset investments	2,108,862	6,280,000
	<u>2,108,862</u>	<u>6,280,000</u>

An interim dividend of £2,108,862 (2017 - £6,280,000) was received from the Company's subsidiary, AGR Wind 15 Limited.

6. Interest receivable and similar income

	2018 £	2017 £
Interest receivable from group companies	-	390,998
Other interest receivable	-	2
	<u>-</u>	<u>391,000</u>

7. Interest payable and similar expenses

	2018 £	2017 £
Interest payable to group companies	-	146,405
	<u>-</u>	<u>146,405</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

8. Taxation

	2018 £	2017 £
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	-

The standard rate of tax applied to reported profit on ordinary activities is 19.00%.

There is no expiry date on timing differences, unused tax losses or tax credits.

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2017 - *lower than*) the standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%). The differences are explained below:

	2018 £	2017 £
Profit on ordinary activities before tax	2,108,815	6,518,750
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%)	400,675	1,254,636
Effects of:		
Exempt dividend income	(400,684)	(1,208,686)
Group relief claimed	-	(45,950)
Group relief surrendered	9	-
Total tax charge for the year	-	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

WIND 15 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

9. Dividends

	2018 £	2017 £
Dividend paid on equity shares	2,111,920	5,180,000
	<u>2,111,920</u>	<u>5,180,000</u>

An interim dividend of £2,111,920 (2017 - £5,180,000) was declared and paid on 14 September 2018 to the Company's parent, Golden Square Energy Limited. The directors do not recommend the payment of a final dividend for the year ended 31 December 2018.

10. Fixed asset investments

	Investments in subsidiary companies £
Cost	
At 1 January 2018	1
At 31 December 2018	<u>1</u>
Net book value	
At 31 December 2018	<u>1</u>
At 31 December 2017	<u>1</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Address of registered office	Class of shares	Holding	Principal activity
AGR Wind 15 Limited	White Hart House High Street Limpsfield Surrey RH8 0DT United Kingdom	Ordinary	100 %	A holding company for renewable energy assets in the UK

WIND 15 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

10. Fixed asset investments (continued)

The aggregate of the share capital and reserves as at 31 December 2018 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £	Profit/(loss) £
AGR Wind 15 Limited	(84,556)	275,335
	<u>(84,556)</u>	<u>275,335</u>

11. Debtors

	2018 £	2017 £
Amounts owed by group undertakings	4,000	-
	<u>4,000</u>	<u>-</u>

12. Cash and cash equivalents

	2018 £	2017 £
Cash at bank and in hand	3,969	14,074
	<u>3,969</u>	<u>14,074</u>

13. Creditors: Amounts falling due within one year

	2018 £	2017 £
Accruals	-	3,000
	<u>-</u>	<u>3,000</u>

WIND 15 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

14. Financial instruments

	2018 £	2017 £
Financial assets		
Measured at undiscounted amount receivable (see note 11)	<u>4,000</u>	<u>-</u>
Financial liabilities		
Measured at undiscounted amount payable (see note 13)	<u>-</u>	<u>(3,000)</u>

15. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
100 (2017 - 100) Ordinary shares of £0.01 each	<u>1</u>	<u>1</u>

16. Reserves

Profit and loss account

The profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

17. Related party transactions

The Company has applied the exemption granted by Section 33.1A and Section 1AC.35 of FRS 102 Related Party Disclosures not to disclose transactions with the parent company on the basis that it is a wholly owned subsidiary or any transactions with other related parties that have been undertaken under normal market conditions.

18. Controlling party

As at year end, the Company's immediate parent company is Golden Square Energy Limited, a company registered in England and Wales, and the ultimate controlling parent is Ingenious AG JV LLP, a LLP registered in England and Wales.