

REGISTERED NUMBER: 09618620 (England and Wales)

Report of the Directors and
Financial Statements for the Year Ended 31st December 2018
for
SSR Comtown Limited



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for the Year Ended 31st December 2018

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SSR Corntown Limited

Company Information
for the Year Ended 31st December 2018

DIRECTORS:

A D K Brierley
T Rosser
Mrs K A Shenton

SECRETARY:

Octopus Company Secretarial Services Limited

REGISTERED OFFICE:

6th Floor 33 Holborn
London
England
United Kingdom
EC1N 2HT

REGISTERED NUMBER:

09618620 (England and Wales)

AUDITORS:

Ernst & Young LLP
Bedford House
Bedford Street
Belfast
BT2 7DT

SSR Corntown Limited

Report of the Directors for the Year Ended 31st December 2018

The directors present their report and the audited financial statements of the Company for the year ended 31st December 2018.

PRINCIPAL ACTIVITIES

The company is a wholly owned subsidiary of a group of companies of which the principal activities are that of construction and operation of solar plants and the generation of solar power.

GOING CONCERN

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for the twelve months from the date of approving these financial statements, which indicate the business can continue to trade for at least twelve months.

As at 31 December 2018, the company had net current liabilities of £1,931,484, which included loans from the parent company of £1,880,610. The financial statements have been prepared on a going concern basis as the parent company has pledged its continuing support for a minimum of 12 months from the date of issuing these financial statements.

DIRECTORS

The directors who have held office during the period from 1st January 2018 to the date of this report are as follows:

A D K Brierley - appointed 20th September 2018
D R Goodwin - resigned 20th September 2018
P S Latham - resigned 20th September 2018
S W Reynolds - resigned 11th August 2018
T Rosser - appointed 20th September 2018
Mrs K A Shenton - appointed 20th September 2018

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the director 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 the financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

SSR Corntown Limited

Report of the Directors
for the Year Ended 31st December 2018

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

SMALL COMPANY EXEMPTIONS

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



.....
T Rosser - Director

Date: 27 September 2019
.....

Report of the Independent Auditors to the Members of
SSR Corntown Limited

Opinion

We have audited the financial statements of SSR Corntown Limited (the 'company') for the year ended 31st December 2018 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on other matters 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of
SSR Corntown Limited

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 Report of the Directors.

- 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 financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

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 a Report of the Auditors 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.



Michael Kidd (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP
Bedford House
Bedford Street
Belfast
BT2 7DT

Date: 27 September 2019

SSR Corntown Limited

Statement of Income and Retained Earnings
for the Year Ended 31st December 2018

	Notes	Year Ended 31/12/18 £	Period 1/7/17 to 31/12/17 £
TURNOVER		340,868	118,578
Cost of sales		(136,908)	(100,488)
GROSS PROFIT		203,960	18,090
Administrative expenses		(80,781)	(17,496)
		123,179	594
Other operating income		-	38,805
OPERATING PROFIT		123,179	39,399
Interest payable and similar expenses		(88,833)	(31,125)
PROFIT BEFORE TAXATION		34,346	8,274
Tax on profit		10,333	(8,923)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		44,679	(649)
Retained earnings at beginning of year		(31,134)	(30,485)
RETAINED EARNINGS AT END OF YEAR		13,545	(31,134)

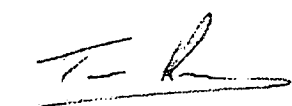
The notes form part of these financial statements

Statement of Financial Position
31st December 2018

	Notes	31/12/18 £	31/12/17 £
FIXED ASSETS			
Tangible assets	4	1,945,129	2,010,122
CURRENT ASSETS			
Debtors	5	82,287	121,423
Cash at bank		-	26,537
		<u>82,287</u>	<u>147,960</u>
CREDITORS			
Amounts falling due within one year	6	(2,013,771)	(2,180,193)
NET CURRENT LIABILITIES		<u>(1,931,484)</u>	<u>(2,032,233)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		13,645	(22,111)
PROVISIONS FOR LIABILITIES		-	(8,923)
NET ASSETS/(LIABILITIES)		<u>13,645</u>	<u>(31,034)</u>
CAPITAL AND RESERVES			
Called up share capital	7	100	100
Retained earnings		13,545	(31,134)
		<u>13,645</u>	<u>(31,034)</u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 27 September 2019 and were signed on its behalf by:



T Rosser - Director

The notes form part of these financial statements

1. GENERAL INFORMATION

SSR Corntown Limited is a private company, limited by shares, incorporated in and domiciled in the United Kingdom, registration number 09618620. The registered office is 6th Floor, 33 Holborn, London, EC1N 2HT.

The company is a wholly owned subsidiary of a group of companies of which the principal activities are that of construction and operation of solar plants and the generation of solar power.

2. ACCOUNTING POLICIES

2.1 Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention except for financial instruments which are held at fair value 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 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 accounting policies.

The financial statements are prepared in Sterling which is the functional currency of all entities in the group and are rounded to the nearest £. All amounts in the income statement relate to continuing operations. The company has no items of other comprehensive income for the current year or preceding financial period. Therefore no separate statement of other comprehensive income has been presented.

The financial statements present the results for the year ended 31 December 2018. The comparative amounts relate to a shorter period from 1 July 2017 to 31 December 2017 following change in accounting reporting date of the Company. Therefore, the comparative amounts presented in the financial statements (including the related notes) are not entirely comparable.

The following are the company's key sources of estimation uncertainty:

ROC Recycle Estimate

The company establishes accrued income in respect of the ROC recycle based on production for the period and apply externally available best estimates for the expected ROC recycle price for the period which is outstanding. Any difference between the estimate and the actual ROC recycle price is taken as revenue in the period in which the ROC recycle price is confirmed.

The following principal accounting policies have been applied:

2.2 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, required under Section 7 of FRS 102 and para 3.17(d), on the basis that it is a small company; and
- from disclosing the Company's key management personnel compensation as required by FRS 102 para 33.7.
- from disclosing related party transactions that are wholly owned within the same group under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 31st December 2018 it was a wholly owned subsidiary.

2.3 Going concern

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for the twelve months from the date of approving these financial statements, which indicate the business can continue to trade for at least twelve months.

As at 31 December 2018, the company had net current liabilities of £1,931,484, which included loans from the parent company of £1,880,610. The financial statements have been prepared on a going concern basis as the parent company has pledged its continuing support for a minimum of 12 months from the date of issuing these financial statements.

2. ACCOUNTING POLICIES - continued

2.4. Revenue recognition

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.

Revenue 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 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.

2.5 Tangible fixed assets

Tangible 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.

The Company adds to the carrying amount of an item of tangible assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

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:

- | | |
|------------------------------|--------------------------------|
| Long-term leasehold property | - over the period of the lease |
| Plant and machinery | - 4% and 10% 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.

2.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.7 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.

2.8 Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

2. ACCOUNTING POLICIES - continued

2.9 Share capital

Ordinary and deferred shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares, deferred shares or options are shown in equity as a deduction, net of tax, from proceeds.

2.10 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 and loans to related parties.

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.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

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.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an 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

2.11 Operating leases

Rentals under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2. ACCOUNTING POLICIES - continued

2.13 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.

2.14 Interest income

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

2.15 Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.16 Contingent liabilities

Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

2.17 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of income and retained earnings, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred taxation

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and

Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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

Notes to the Financial Statements - continued
for the Year Ended 31st December 2018

3. **EMPLOYEES AND DIRECTORS' REMUNERATION**

The Company has no employees other than the directors, who did not receive any remuneration (period ended 31st December 2017 - £nil).

4. **TANGIBLE FIXED ASSETS**

	Plant and machinery £
COST	
At 1st January 2018	2,079,323
Additions	19,571
At 31st December 2018	2,098,894
DEPRECIATION	
At 1st January 2018	69,201
Charge for year	84,564
At 31st December 2018	153,765
NET BOOK VALUE	
At 31st December 2018	1,945,129
At 31st December 2017	2,010,122

5. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31/12/18 £	31/12/17 £
Trade debtors	26,581	13,402
Other debtors	1,410	416
Prepayments and accrued income	54,296	107,605
	<u>82,287</u>	<u>121,423</u>

6. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31/12/18 £	31/12/17 £
Trade creditors	4,815	-
Amounts owed to group undertakings	1,880,610	2,107,214
Other creditors	118,593	14,400
Accruals and deferred income	9,753	58,579
	<u>2,013,771</u>	<u>2,180,193</u>

The amounts owed to group undertakings are unsecured loans with year end balances totalling £1,880,610 (31st December 2017: £2,107,214). The loans bear interest at 6.7% (31st December 2017: 3%) and are repayable on demand.

Notes to the Financial Statements - continued
for the Year Ended 31st December 2018

7. CALLED UP SHARE CAPITAL

	31/12/18	31/12/17
	£	£
Allotted, called up and fully paid		
100 (31st December 2017: 100) Ordinary share of £1	100	100

8. CONTINGENT LIABILITIES

The company has a constructive obligation to return the land on which solar sites are built to its original condition, at the end of the lease. The directors believe that given the nature of the assets, the lessor may wish to either take title of the assets for either continued use or to realise value through selling the assets and as such the directors do not believe that an outflow is probable to settle this restoration obligation. The directors will continue to monitor the situation at each balance sheet date.

9. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 31st December 2018 it was a wholly owned subsidiary.

10. COMMITMENTS UNDER THE OPERATING LEASES

The Company has future minimum lease payments under non-cancellable operating leases as follows:

	31/12/18	31/12/17
	£	£
No later than one year	12,252	11,795
Later than one year and no later than five years	49,008	47,180
Later than five years	226,668	229,995
Future minimum lease payments	287,928	288,970

11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking and the parent undertaking of the smallest and largest group of which this company is a member, and for which consolidated financial statements are prepared is Renewable Energy Income Partnership II Limited. Copies of the group financial statements of Renewable Energy Income Partnership Holdings II Limited can be obtained from 6th Floor, 33 Holborn, London, EC1N 2HT.

The immediate parent undertaking of Renewable Energy Income Partnership II Limited is Nonghyup Bank in its capacity as Trustee for and on behalf of KIAMCO UK Solar Fund II, an investment trust registered in South Korea. Korea Investment Holdings Co. Ltd. is the ultimate parent undertaking, having 99.79% interest in the Fund. No one individual holds more than 25% of the shares of Korea Investment Holdings Co. Ltd.