

# Third Energy EBT Trustee Limited

Annual Report and  
Financial Statements

for the year ended 30 April 2017



Company Registration No. SC446812

# Third Energy EBT Trustee Limited

## Contents of the Financial Statements

for the year ended 30 April 2017

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# Third Energy EBT Trustee Limited

## Company information

for the year ended 30 April 2017

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**Directors**

R Valand  
DJ Robottom

(resigned 28th March 2017)

**Secretary**

Pinsent Masons Secretarial Limited

**Registered office**

13 Queens Road  
Aberdeen  
AB15 4YL

**Registered number**

SC446812

**Independent auditor**

KPMG LLP  
15 Canada Square  
London  
E14 5GL

# Third Energy EBT Trustee Limited

## Directors' report

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The directors submit their report and the financial statements of Third Energy EBT Trustee Limited for the year ended 30 April 2017.

### Principal activities

The company is trustee of the Third Energy Employee Benefit Trust.

### Review of the business

The Company has taken advantage of the small companies exemption not to prepare a strategic report.

The results for the year are shown on page 6 and are summarised as follows:

	2017	2016
	£	£
Turnover	-	-
(Loss) for the financial year	(1,472)	(2,614)

These results are in line with the directors' expectations.

The directors do not recommend the payment of a dividend.

### Going concern

The financial statements have been prepared on the going concern basis, which assumes that the Company, and the Group of which it forms a part, will continue in operational existence for the foreseeable future.

The company forms part of an operating model that includes other entities within the Group to which the Company belongs so the Directors review the going concern of the Company as part of a review of the Group as a whole. As such, the directors have reviewed the Group's forecasts for the period to 31st January 2019 which incorporate all firm commitments in accordance with the Group's business plans and which confirm that the Company can rely on the support of its parent company, Third Energy Holdings Limited. The directors believe that, with the continued support of its parent company, the Company can continue as a going concern, and has the necessary funding available to ensure that it continues to trade on the going concern basis, for the reasonably foreseeable future.

### Directors

The directors who have held office since 1st May 2016 are set out below:

Mr R Valand

Mr DJ Robottom

(resigned 28th March 2017)

### Political contributions

The Company made no political donations and did not incur any political expenditure during the year.

# Third Energy EBT Trustee Limited

## Directors' report

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### **Disclosure of information to auditor**

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the Board:



Rasik Valand  
Director

29th January 2018  
13 Queens Road  
Aberdeen  
AB15 4YL

# Third Energy EBT Trustee Limited

## Statement of Directors' responsibilities in respect of the Directors' Report and the financial statements.

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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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 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 period.

In preparing these financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- d. 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect of fraud and other irregularities.

## Independent auditor's report to the members of Third Energy EBT Trustee Limited

We have audited the financial statements of Third Energy EBT Trustee Limited (the Company) for the year ended 30th April 2017 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and 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 auditors**

As explained more fully in the Director's Responsibilities Statement set out on page 4, 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**

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/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate)

### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2017 and 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 the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

- we have not identified material misstatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

### **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 from the requirement to prepare a strategic report.



**Mark Smith (Senior Statutory Auditor)**

**for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

15 Canada Square

London

E14 5GL

31/1/2018

# Third Energy EBT Trustee Limited

Profit and loss account and Other Comprehensive Income  
for the year ended 30 April 2017

	<i>Notes</i>	2017 £	2016 £
<b>Turnover</b>	<i>1</i>	-	-
Cost of sales		-	-
<b>Gross Profit</b>		<u>-</u>	<u>-</u>
Administration expenses		(1,449)	(2,618)
<b>Operating (loss)</b>	<i>2</i>	<u>(1,449)</u>	<u>(2,618)</u>
Interest receivable and similar income		-	4
<b>(Loss) on ordinary activities before taxation</b>		<u>(1,449)</u>	<u>(2,614)</u>
Tax on loss on ordinary activities	<i>3</i>	(23)	-
<b>(Loss) for the financial year</b>	<i>8</i>	<u><u>(1,472)</u></u>	<u><u>(2,614)</u></u>

The result for the period arises from the Company's continuing operations.

The Company has no items of other comprehensive income or expense in the periods being reported upon.

The notes on pages 9 to 13 form part of these financial statements.



# Third Energy EBT Trustee Limited

Balance Sheet

30 April 2017

Company Registration No. SC446812

	Notes	2017 £	2016 £
<b>Current Assets</b>			
Debtors	4	138	432
Investments	5	284	284
Cash at bank and in hand		30	10
		<u>452</u>	<u>726</u>
<b>Creditors: Amounts falling due within one year</b>	6	(4,950)	(3,752)
<b>Net Current Liabilities</b>		<u>(4,498)</u>	<u>(3,026)</u>
<b>Net Liabilities</b>		<u>(4,498)</u>	<u>(3,026)</u>
<b>Capital and reserves</b>			
Called up share capital	7	1	1
Profit and loss account	8	(4,499)	(3,027)
<b>Shareholder's deficit</b>	9	<u>(4,498)</u>	<u>(3,026)</u>

The notes on pages 9 to 13 form part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 29th January 2018 and are signed on its behalf by:



Rasik Valand  
Director

# Third Energy EBT Trustee Limited

## Statement of Changes in Equity

30 April 2017

	Called-up share capital	Profit and loss account	Total
	£	£	£
At 1 May 2015	1	(413)	(412)
(Loss) for the financial year	0	(2,614)	(2,614)
At 30 April 2016	<u>1</u>	<u>(3,027)</u>	<u>(3,026)</u>
(Loss) for the financial year	0	(1,472)	(1,472)
At 30 April 2017	<u><u>1</u></u>	<u><u>(4,499)</u></u>	<u><u>(4,498)</u></u>

# Third Energy EBT Trustee Limited

## Accounting policies

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Third Energy EBT Trustee Limited is a private company incorporated, domiciled and registered in Scotland. The registered number is SC446812 and the registered address is 13 Queens Road, Aberdeen, AB15 4YL.

### **Basis of preparation**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The Company's ultimate parent undertaking, Third Energy Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Third Energy Holdings Limited are available to the public and may be obtained from 4th Floor, 87-91 Newman Street, London W1T 3EY. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

### **Measurement convention**

The financial statements are prepared on the historical cost basis.

### **Going concern**

The company forms part of an operating model that includes other entities within the Group to which the Company belongs so the Directors review the going concern of the Company as part of a review of the Group as a whole. As such, the directors have reviewed the Group's forecasts for the period to 31st January 2019 which incorporate all firm commitments in accordance with the Group's business plans and which confirm that the Company can rely on the support of its parent company, Third Energy Holdings Limited. The directors believe that, with the continued support of its parent company, the Company can continue as a going concern, and has the necessary funding available to ensure that it continues to trade on the going concern basis, for the reasonably foreseeable future.

As with any company placing reliance on another group company for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The financial statements do not include any adjustments that might apply if this assumption were to prove to be incorrect.

### **Basic financial instruments**

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

# Third Energy EBT Trustee Limited

## Accounting policies

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### **Basic financial instruments (continued)**

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss.

### **Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met are not provided for. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

### **Turnover**

Turnover represents amounts receivable from the sale of shares to employees of the Group. Turnover is stated net of trade discounts and VAT and is recognised in the month that the shares are transferred to the employee.

# Third Energy EBT Trustee Limited

Notes to the financial statements  
for the year ended 30 April 2017

## 1 Turnover

Turnover is wholly attributable to the principal activity of the Company and is generated within the United Kingdom.

## 2 Operating (loss)

	2017	2016
	£	£
Operating (loss) is stated after charging/(crediting):		
Auditor's remuneration in respect of the Company	750	750

There were no employees during the year other than the directors (2016: None).

The directors' remuneration is borne by Third Energy Holdings Limited. Given the size of the Group and the interconnected nature of each subsidiary company's activities, the directors do not believe it is practical to apportion the remuneration between their services to this company and their services as directors of the parent company and fellow subsidiary companies. The directors believe that the expense of the directors' remuneration related to this Company would be trivial.

## 3 Taxation

	2017	2016
	£	£
<i>Analysis of charge in the period</i>		
Current tax - UK corporation tax on profits for the period	-	-
Adjustments in respect of prior periods	(23)	-
Deferred tax - origination and reversal of timing differences	-	-
Tax on profit on ordinary activities	(23)	-
<i>Factors affecting tax charge in the period</i>		
(Loss) on ordinary activities before taxation	(1,449)	(2,614)
(Loss) on ordinary activities before taxation multiplied by the standard rate of corporation tax in the UK of 20% (2016:20%).	(290)	(414)
Expenses not deductible for tax purposes	30	11
Losses generated in the period	260	403
Group relief adjustment re earlier years	(23)	-
Current tax charge	(23)	-

The company has a potential deferred tax asset of £887 (2016: £585) consisting of accumulated tax losses of £4,435 (2016: £3,081). This asset has not been recognised under FRS19 due to uncertainty that the Company will have sufficient taxable profits against which the asset can be utilised in the foreseeable future.

Reductions in the UK corporation tax rate were from 20% to 19% (effective from 1 April 2017) and 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015. A further reduction to the UK corporation tax rate was substantively enacted on 6 September 2016 to further reduce the tax rate to 17% (to be effective from 1 April 2020). This will reduce the company's future current tax charge accordingly. The deferred tax asset at the balance sheet date has been calculated based on the rate of 17% substantively enacted at the balance sheet date.

# Third Energy EBT Trustee Limited

Notes to the financial statements  
for the year ended 30 April 2017

4 Debtors	2017	2016
	£	£
Prepayments and other income	138	432
	<u>138</u>	<u>432</u>

5 Investments	2017	2016
	£	£
Investment in parent company shares	284	284
	<u>284</u>	<u>284</u>

The Company has purchased the ordinary shares of three individuals who have left the employment of fellow group companies. These shares were sold to employees on the agreement that, if they left the group, the shares would be purchased at cost, ie with no gain or loss to the employee. There is no open market for these shares and these shares are valued at cost.

6 Creditors: amounts falling due within one year	2017	2016
	£	£
Amounts owed to parent company	3,500	1,497
Accruals and deferred income	1,450	2,254
	<u>4,950</u>	<u>3,751</u>

The amounts owed to group companies are repayable on demand and no interest is charged on outstanding balances.

7 Called up share capital	2017	2016
Ordinary shares of £1 each	No	No
Authorised	1	1
	<u>£</u>	<u>£</u>
Allotted, issued and fully paid	1	1
	<u>1</u>	<u>1</u>

8 Statement of movement on reserves	Profit and loss account
	£
Deficit at 1st May 2016	(3,027)
(Loss) for the financial year	(1,472)
Deficit at 30th April 2017	<u>(4,499)</u>

9 Reconciliation of movement in shareholder's funds	2017	2016
	£	£
Opening deficit on shareholder's funds	(3,026)	(412)
(Loss) for the financial year	(1,472)	(2,614)
Closing deficit on shareholder's funds	<u>(4,498)</u>	<u>(3,026)</u>

# Third Energy EBT Trustee Limited

Notes to the financial statements  
for the year ended 30 April 2017

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## **10 Guarantees and other financial commitments**

The company is a member of a VAT group and the net potential liability under the group registration as of 30 April 2017 was £nil.

## **11 Related party transactions**

The Company has taken advantage of the exemption under FRS 102.33.1A not to disclose transactions between itself and other wholly owned Group companies.

## **12 Ultimate parent company**

The immediate parent is Third Energy Holdings Limited which is the smallest and largest group into which the Company is consolidated. Copies of the accounts of Third Energy Holdings Limited can be obtained from 4th Floor, 87-91 Newman Street, London W1T 3EY.

In the opinion of the directors, the ultimate parent company of Third Energy Holdings Limited is Barclays PLC. There is no ultimate controlling party.