DIRECTORS' REPORT AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

FOR

THAMESWEY SOLAR LIMITED

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

	Page
Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	. 3
Independent Auditor's Report	. 4
Income Statement	6
Other Comprehensive Income	7
Balance Sheet	8
Statement of Changes in Equity	9
Cash Flow Statement	10
Notes to the Financial Statements	11

THAMESWEY SOLAR LIMITED

COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2017

DIRECTORS:

Dr B M Maunders

D J Spinks P N Bryant

SECRETARY:

Clyde Secretaries Limited

REGISTERED OFFICE:

The St Botolph Building

138 Houndsditch

London London EC3A 7AR

REGISTERED NUMBER:

07679222 (England and Wales)

AUDITOR:

Hamlyns LLP

Statutory Auditor and Chartered Accountants

Sundial House High Street Horsell Woking Surrey GU21 4SU

BANKERS:

National Westminster Bank Plc

PO Box 358 1 High Street Woking Surrey GU21 1ZS

SOLICITORS:

Clyde & Co LLP

The St Botolph Building

138 Houndsditch

London EC3A 7AR

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of to own, operate and install solar photovoltaic panels.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2017 to the date of this report.

Dr B M Maunders D J Spinks P N Bryant

Other changes in directors holding office are as follows:

Cllr R J Kingsbury ceased to be a director after 31 December 2017 but prior to the date of this report.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

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 auditor is unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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:

Mandos.

Dr B M Maunders - Dirèctor

31 May 2018

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THAMESWEY SOLAR LIMITED

Opinion

We have audited the financial statements of Thameswey Solar Limited (the 'company') for the year ended 31 December 2017 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement 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).

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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 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.

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 Auditor 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 Directors' Report and the Statement of Directors' Responsibilities, but does not include the financial statements and our Auditor's Report thereon.

Our opinion on the financial statements does not cover the other information and 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, 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THAMESWEY SOLAR 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 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 take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities, 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.

Our 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 an Auditor's Report 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 Auditor's Report.

David Cooper (Senior Statutory Auditor)

for and on behalf of Hamlyns LLP

Statutory Auditor and Chartered Accountants

Sundial House High Street

Horsell

Woking

Surrey

GU21 4SU

Date: 31 May 20:8

Note:

The maintenance and integrity of the Thameswey Solar Limited website is the responsibility of the directors; the work carried out by the auditor does not involve consideration of these matters and, accordingly, the auditor accepts no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
TURNOVER		207,180	228,317
Cost of sales		31,325	20,030
GROSS PROFIT		175,855	208,287
Administrative expenses		98,071	106,239
		77,784	102,048
Other operating income		4,785	4,785
OPERATING PROFIT	6	82,569	106,833
Interest receivable and similar income		23	789
·		82,592	107,622
Interest payable and similar expenses	7	95,753	103,457
(LOSS)/PROFIT BEFORE TAXATIO	N	(13,161)	4,165
Tax on (loss)/profit	8	12,919	17,268
LOSS FOR THE FINANCIAL YEAR		(26,080)	(13,103)

OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

Notes	2017 £	2016 £
LOSS FOR THE YEAR	(26,080)	(13,103)
OTHER COMPREHENSIVE INCOME		
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(26,080) ===================================	(13,103)

BALANCE SHEET 31 DECEMBER 2017

		201	7	201	6
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	9		2,769,928		2,835,985
CURRENT ASSETS					
Debtors	10	33,691		51,259	
Cash at bank	10	141,561		204,205	
		155.050		255.464	
CREDITORS		175,252		255,464	
Amounts falling due within one year	11	208,580		191,768	
•					
NET CURRENT (LIABILITIES)/ASSET	S		(33,328)		63,696
TOTAL ASSETS LESS CURRENT			•		
LIABILITIES			2,736,600		2,899,681
CREDITORS					
Amounts falling due after more than one					
year	12		(1,389,396)		(1,532,338)
<i>y</i> 0	12		(1,00),000		(1,002,00)
ACCRUALS AND DEFERRED INCOMI	E 14	•	(166,725)		(160,784)
			1 100 470		1 206 550
NET ASSETS			1,180,479		1,206,559
CAPITAL AND RESERVES					٠
Called up share capital	15		1,182,688		1,182,688
Retained earnings	16		(2,209)		23,871
SHAREHOLDERS' FUNDS			1,180,479		1,206,559
MIRESTONIAN POLICE			=======================================		

The financial statements were approved by the Board of Directors on 31 May 2018 and were signed on its behalf by:

D J Spinks - Director -

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

	Called up share capital £	Retained earnings	Total equity £
Balance at 1 January 2016	1,182,688	36,974	1,219,662
Changes in equity Total comprehensive income		(13,103)	(13,103)
Balance at 31 December 2016	1,182,688	23,871	1,206,559
Changes in equity Total comprehensive income	· -	(26,080)	(26,080)
Balance at 31 December 2017	1,182,688	(2,209)	1,180,479

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

	* .	2017	2016
	Notes	£	£
Cash flows from operating activities Cash generated from operations	19	160,991	168,258
Interest paid		(95,753)	(103,457)
Net cash from operating activities		65,238	64,801
Cash flows from investing activities			
Purchase of tangible fixed assets Interest received		(14,226) 23	789
Net cash from investing activities		(14,203)	789
Cash flows from financing activities			
Loan repayments in year Grant received	,	(124,405) 10,726	(127,002)
Net cash from financing activities		(113,679)	(127,002)
,			
Decrease in cash and cash equivalents Cash and cash equivalents at beginning of		(62,644)	(61,412)
year .	20	204,205	265,617
Cach and each equivalents at and of year	20	141 541	204 205
Cash and cash equivalents at end of year	20	141,561 	204,205

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

1. STATUTORY INFORMATION

Thameswey Solar Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Turnover

Turnover comprises the sales value of electricity supplied to customers during the year and excludes sales tax, this is based on the value of units supplied during the year and includes estimates of the value of units supplied to customers between the date of thier last meter reading and the year end.

Tangible fixed assets

The company's tangible fixed assets are stated at cost and depreciated on a straight-line basis over the estimated operational lives of the assets. Reviews are undertaken annually of the estimated remaining lives and residual values of property, plant and equipment.

The depreciation period used by the company is set out below:

Plant and machinery - Straight line over 40 years

Financial instruments

Financial instruments are classified as accounted for according to the substance of the contractual arrangements as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the net assets of the company.

Basic financial instruments are recognised at amortised cost. The company has no non-basic financial instruments.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

2. ACCOUNTING POLICIES - continued

Grants

Grants relating to the Net Present Value of 75% of the maintenance fees lost are treated as deferred income and released to the profit and loss account over the expected useful life of the Photovoltaic Units that the maintenance fees relate to.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparing the accounts, the company is required to make estimates and assumptions that impact on the reported amounts of revenues, expenses, assets and liabilities of the company. Actual results may differ from these estimates. Estimates and judgements pertinent to the company are included below. These critical accounting judgement and key source of estimation uncertainty should be read in conjunction with the full statement of Accounting Policies at Note 2.

Revenue

The nature of the energy industry in which the company operates is such that the company's revenue recognition is subject to a degree of estimation. The assessment of energy sales to customers is based on meter readings, which are carried out on a systematic basis throughout the year. Whereby a meter reading is not undertaken before the year end an estimate of the value of units supplied to customers between the date of the last meter reading and the period end is recorded in revenue.

Unbilled revenue is included within accrued income in the balance sheet. At 31 December 2017 this amounted to £26,088 (2016: £19,146)

4. EMPLOYEES AND DIRECTORS

There were no staff or employees directly employed by the company for the year ended 31 December 2017 or for the year ended 31 December 2016. The independent director is remunerated by parent undertakings for the current and preceding financial years. The staff costs have been reallocated from parent undertakings.

5. DIRECTORS' EMOLUMENTS

	2017	2016
	£	£
Directors' remuneration	2,658	2,658
•		

Directors remuneration relates to fees paid to the independent non-executive director. An explanation of the composition of the board of directors can be found in the directors' report.

-6. OPERATING PROFIT

The operating profit is stated after charging:

		2017	2016
		£	£
	Depreciation - owned assets	80,283	86,962
	Auditors' remuneration	6,520	7,000
7.	INTEREST PAYABLE AND SIMILAR EXPENSES		
7.	INTEREST TATABLE AND SIMILAR EATENSES	2017	2016
1		£	£
	Loan interest	95,753	103,457

Page 12

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

8. TAXATION

9.

The tax charge on the loss for the year was as follows:	2017 £	2016 £
Current tax:	₩	~
UK corporation tax	12,919	17,268
Γax on (loss)/profit	12,919	17,268
Reconciliation of total tax charge included in profit and loss The tax assessed for the year is higher than the standard rate of explained below:	corporation tax in the UK. The	he difference
	2017 £	2016 £
Loss)/profit before tax	(13,161)	4,165
T. N. Gran Mattallands and J. C. G. C. C. C. C. C.		
Loss)/profit multiplied by the standard rate of corporation tax in the 9.250% (2016 - 20%)	UK of (2,533)	833
7.25070 (2010 - 2070)	(2,555)	,
Effects of:		
ncome not taxable for tax purposes	-	(957)
Depreciation in excess of capital allowances	15,452	17,392
Total tax charge	12,919	17,268
TANGIBLE FIXED ASSETS		
ANOIBLE FIXED ASSETS		Plant and machiner £
COST	•	2 200 450
At 1 January 2017 Additions		3,208,450 14,226
At 31 December 2017		3,222,676
DEPRECIATION	,	
At 1 January 2017		372,465
Charge for year		80,283
At 31 December 2017		452,748
NET BOOK VALUE		2,769,928
At 31 December 2017		2,107,740

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2017	2016
		£	£
	Trade debtors	267	24,776
	Amounts owed by group undertakings	6,936	6,936
	Prepayments and accrued income	26,488	19,547
		33,691	51,259
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		·
11.		2017	2016
		£	£
	Trade creditors	5,631	6,519
	Amounts owed to group undertakings	173,129	152,005
	VAT	125	1,803
	Accruals and deferred income	29,695	31,441
		208,580	191,768
			
12.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
	•	2017	2016
		£	£
	Amounts owed to group undertakings	1,389,396	1,532,338
		1	
13.	SECURED DEBTS		
	The following secured debts are included within creditors: .		
		2017	2016
٠	•	£	£
	Owed to group undertakings	1,532,338	1,667,075
		_	

Amounts owed to group undertaking comprise a loan from the ultimate parent undertaking Woking Borough Council. Interest is charged at the rate of 6% per annum and are secured by a debenture dated 23 March 2012 giving a fixed and floating charge over the company and on all property and assets of the company.

Amounts owed to group undertaking

		2017	2016
		£	£
	Repayable within one year	142,942	134,737
	Amounts falling due between one and two years	151,647	142,942
	Amounts falling due between two and five years	704,740	483,210
	Amounts falling due after more than five years	553,009	906,186
		1,532,338	1,667,075
14.	ACCRUALS AND DEFERRED INCOME		
		2017	2016
		£	£
	Grants from group undertakings	166,725	160,784

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

15. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

 Number:
 Class:
 Nominal value:
 2017
 2016

 1,182,688
 Ordinary
 £1
 1,182,688
 1,182,688

Each share is entitled to one vote in any circumstances and each share is also entitled pari passu to dividend payments or any other distribution, including a distribution arising from a winding up of the company. The shares are not redeemable.

16. RESERVES

	Retained earnings
At 1 January 2017 Deficit for the year	23,871 (26,080)
At 31 December 2017	(2,209)

17. ULTIMATE PARENT COMPANY

The company's immediate parent company is Thameswey Limited, a company incorporated in England and Wales

The company's ultimate parent undertaking is considered to be Woking Borough Council.

The largest group into which the company is consolidated is headed by Woking Borough Council, and the smallest group into which the company is consolidated is Thameswey Limited. Copies of both sets of group accounts are available from the Company Secretary, Clyde Secretaries Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AR.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

18. RELATED PARTY DISCLOSURES

The company's immediate parent company Thameswey Limited is 100% (2016 - 100%) owned by Woking Borough Council. Thameswey Limited owns the share capital of the following companies:

	2017	2016
on no results	1000/	1000/
Thameswey Energy Limited	100%	100%
Thameswey Housing Limited	100%	100%
Thameswey Sustainable Communities Limited	100%	100%
Thameswey Developments Limited	100%	100%
Thameswey Solar Limited	100%	100%
Thameswey Maintenance Services Limited	100%	100%
Woking Necropolis and Mausoleum Limited	0%	100%

Thameswey Energy Limited owns 100% (2016 - 100%) of Thameswey Central Milton Keynes Limited. Thameswey Housing Limited owns 100% (2016 - 100%) of Thameswey Guest Houses Limited and 50% (2015 - 50%) of Rutland Woking (Residential) Limited. Thameswey Developments Limited owns 50% (2016 - 50%) of Rutland (Woking) Limited and 50% (2016 - 50%) of Rutland Woking (Carthouse Lane) Limited. Rutland (Woking) Limited owns 50% (2016 - 50%) of Rutland Woking (Residential) Limited.

Therefore, no transactions with these related parties are to be disclosed for either year under the provisions of section 33 of Financial Reporting Standard 102.

19. RECONCILIATION OF (LOSS)/PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

2017	2016
£	£
(13,161)	4,165
80,283	86,962
(4,785)	(4,785)
95,753	103,457
(23)	(789)
158,067	189,010
17,568	(27,308)
(14,644)	6,556
160,991	168,258
	£ (13,161) 80,283 (4,785) 95,753 (23) 158,067 17,568 (14,644)

20. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2017

•	31.12.17 £	1.1.17 £
Cash and cash equivalents	. 141,561	204,205
Year ended 31 December 2016		
·	31.12.16	1.1.16
	£	£
Cash and cash equivalents	204,205	265,617
	11 - 11 - 12 - 13 - 14 - 14 - 15 - 15 - 15 - 15 - 15 - 15	