

Registered number: 04058825

## Greenergy Fuels Limited

Annual report and financial statements

For the year ended 14 April 2017.

THURSDAY



\*L6JS0NT4\*

LD3

23/11/2017

#90

COMPANIES HOUSE

# **Greenergy Fuels Limited**

## **Contents**

	<b>Page</b>
<b>Company information</b>	<b>1</b>
<b>Strategic report</b>	<b>2 - 7</b>
<b>Directors' report</b>	<b>8 - 10</b>
<b>Independent auditors' report</b>	<b>11 - 13</b>
<b>Statement of comprehensive income</b>	<b>14</b>
<b>Balance sheet</b>	<b>15</b>
<b>Statement of changes in equity</b>	<b>16</b>
<b>Statement of cash flows</b>	<b>17</b>
<b>Notes to the financial statements</b>	<b>18 - 36</b>

**Greenergy Fuels Limited**

**Company Information**

<b>Directors</b>	A Owens C Lombard P Bateson S McCaffrey
<b>Company secretary</b>	R W Clifton
<b>Registered number</b>	04058825
<b>Registered office</b>	198 High Holborn London WC1V 7BD
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH
<b>Bankers</b>	Lloyds Bank plc 25 Gresham Street London EC2V 7HN  ING Bank N.V. Bijlmerplein 888 1102 MG Amsterdam The Netherlands
<b>Solicitors</b>	Macfarlanes LLP 20 Cursitor Street London EC4A 1LT

## **Greenergy Fuels Limited**

### **Strategic report For the year ended 14 April 2017**

The directors present their strategic report together with the audited financial statements for the year ended 14 April 2017.

#### **Business review**

Greenergy Fuels Limited ("the Company") is the principal trading subsidiary of Greenergy Fuels Holdings Limited, which is the parent company of the Greenergy Group ("the Group"). The Greenergy Group is one of the major petrol and diesel oil suppliers in the UK, being both the UK's largest independent oil group and one of the largest privately owned groups in the UK. The Group is also a major supplier, manufacturer and trader of biofuels and has supporting supply and trading operations outside of the UK. The Company's principal activities during the year were the blending, supply and marketing of transportation fuels.

#### **Core purpose and strategy**

The Company's mission statement is to deliver long-term customer partnerships by being the fuel provider with the:

- Lowest cost;
- Highest reliability;
- Best systems and control;
- Easiest people to deal with; and
- Most transparency.

The Company's strategy to drive the business is based on the principles of the mission statement resolved into relevant action plans. The current strategic priorities set by the board are:

- Focus sales on long-term retail-related contracts that include the provision of haulage and other services to petrol stations, where Greenergy has particular expertise.
- Minimise our cost of product by purchasing globally, manufacturing our own fuel and developing further expertise in waste-derived biofuels.
- Improve our productivity by purchasing third party supply chain assets, such as terminals and distribution facilities, with the objective of modernising and reconfiguring them to suit current market needs.
- Automate our business processes to create efficiencies and cost reduction and to prepare for expansion into new areas.
- Consider opportunities for expansion into new markets and territories with potential for long-term growth.

During the year under review, the Company has continued to develop its business within this overall strategy.

The Company's customer base includes fuel retailers (supermarkets and major oil companies) and fleet users (leading bus companies, distribution companies and corporate users).

#### **Sales and marketing**

While refining margins have strengthened this year, UK and European refineries continue to face underlying demand constraints. They are caught between declining petrol demand in their domestic markets and increased competition from state-of-the-art overseas operations, as well as from US refineries fed with lower-cost oil and gas produced through fracking.

Demand for road fuel in the UK increased 1.3% overall in the financial year. Once again all of that growth was in diesel demand, up 2.1% (FY16: up 4.3%), with petrol demand falling by 1.2% (FY16: down 1.5%).

## **Greenergy Fuels Limited**

### **Strategic report For the year ended 14 April 2017**

#### **Sales and marketing (continued)**

Outside of the UK we have also seen growth in international markets, notably Brazil. In Brazil we have significantly expanded our diesel operations. The Brazilian market has historically been supplied predominantly by the national oil company. We have established ourselves as a reliable supplier early on, as the market begins to open to imports and move towards world prices. The uplift in the performance of our Brazil operations was greater than all other parts of the business combined and significantly exceeded our expectations.

As a result of the above, our global sales volumes have increased by 2.8% (FY16: up 15.3%).

#### **Infrastructure, manufacturing and tankage**

The Company blends the majority of the petrol it supplies, buying petrol components from a variety of oil companies, mostly outside the UK, for blending in its tanks. Since January 2015 we have operated three petrol blending facilities in the UK. This gives us additional economies of scale and, with petrol demand falling in the UK and elsewhere in Europe, we were able to source competitively priced petrol products for blending from European refiners which had limited alternative markets.

During the year, the Group has made ongoing investments into Thames Oilport, and we commenced diesel and gasoil supply here shortly after year end. The opening of Thames Oilport gives us a second significant import and supply location in the South East of England, an area of population and demand growth.

Elsewhere, the Group's participation in Navigator Terminals has facilitated a more integrated supply chain facility across the South and North East of England.

#### **Renewable Transport Fuel Obligation (RTFO)**

The UK Renewable Transport Fuel Obligation (RTFO) remains in place in the UK, requiring oil companies to include biofuel in the road transport fuel they supply at a percentage of 4.75% (2016: 4.75%). If any party fails to supply sufficient biofuel to meet their obligation, they can either buy Renewable Transport Fuel Certificates (RTFCs) from other obligated parties who have exceeded their obligation, or pay a 'buy-out' penalty of 30 pence/litre.

By purchasing globally and by manufacturing our own biodiesel, we were again able to generate certificates for a lower-cost than their market value, creating an important source of margin for the business.

#### **Compulsory Stock Obligation (CSO)**

As a member of the International Energy Agency, the UK is required to maintain emergency oil reserves. This international obligation is passed on to industry through a Compulsory Stock Obligation (CSO), which requires all refiners and importers of fuel in the UK to hold a minimum level of stock, either as physical oil in tank and/or as 'tickets'. This represents an ongoing cost for our business.

## **Greenergy Fuels Limited**

### **Strategic report For the year ended 14 April 2017**

#### **Health and safety**

The sectors in which the Company operates bring a significant level of risk to our daily operations. We move and store fuel internationally. In the UK we also deliver fuel by road to our customers' sites, bringing us into contact with other road users and members of the public at retail forecourts.

The Group of which the Company is a member seeks to minimise the risks inherent in the business through the following:

- Ensuring everyone working in our business is properly trained for the work they do.
- Encouraging all individuals to observe and report hazards, near misses or unwanted events.
- Maintaining a programme of safety, health and environment (SHE) auditing, with regularly safety tours by executive directors and senior managers to all operating sites and offices.
- Investigating each reported observation or event systematically, so that lessons can be learned and trends identified with review and updates to procedures.
- Carrying out detailed assessments of the facilities at customer sites and third party supply terminals. By ensuring that potential hazards are addressed appropriately and by disseminating site-specific information, we can ensure the continued safety and welfare of employees, contractors and customers.

#### **Principal risk factors**

The Company operates in a global industry exposed to risk from a variety of sources. These risk areas pose challenges to all parties involved in oil markets and supply. The Company invests heavily in the management of these risks and in identifying and implementing responses to those risks.

Those risks which management consider most important are identified below:

#### **Oil product price volatility**

Oil product prices are subject to international supply and demand, which are themselves particularly dependent on political climates throughout the world. The resulting risk of product price fluctuations impacting the Company's future cash flows is therefore high.

The Company has developed comprehensive internal control processes and hedging mechanisms to minimise this inherent risk. The objective of these mechanisms is to match the Company's priced physical positions (generated from spot and term contracts entered into with suppliers and customers) with equal and opposite derivative positions. In order to achieve this, the Company's risk management department analyses the priced position for each product type throughout each day. Traders use this information to identify the most appropriate derivative for hedging purposes. The risk committee sets limits around the structure of hedges. We are further extending our use of a Commodity Trading and Risk Management system across our product purchasing, risk and treasury functions, to reduce the potential for process errors and create an ever tighter control environment.

In response to global supply and demand risk, the Company maintains an active forward purchasing and sales activity, hedged with appropriate market mechanisms. Pricing terms in sales and purchase contracts also often include floating elements which are linked to market prices, which reduces exposure to fuel product price rises.

## **Greenergy Fuels Limited**

### **Strategic report For the year ended 14 April 2017**

#### **Credit risk**

The Company is exposed to credit risk from its operating activities (primarily trade receivables and derivative instruments) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

In respect of trade receivables, the Company operates a strict policy of applying credit limits to all new customers prior to entering into a transaction. These limits are then subject to regular review throughout the term of the contractual relationship. The Company also uses third-party credit referencing agencies as an input into this process and monitors all trade receivable balances on a daily basis. Exposure to debt default is managed by use of credit insurance where the cost of acquiring cover is considered commensurate with the risk incurred.

#### **Counterparty risk**

All of the Company's counter-parties are set value limits or other relevant key indicators that define the maximum level of trade, and form of trade, with the counterparty. The Company has strengthened its existing policy of applying counterparty limits to all non-oil major or vegetable oil major suppliers prior to entering into a first transaction. These limits are then subject to regular review throughout the term of the contract. Similar risk and response considerations apply to customers. The risk committee sets trading limits and ensures procedures are continually assessed to ensure that they remain appropriate in mitigating the risk to the Company.

#### **Foreign currency exchange risk**

The Company purchases fuel products mainly in US Dollars and Euros. Because the international oil markets generally price in US Dollars, and the majority of the Company's UK customers wish to purchase fuel products in Pounds Sterling, there can be a significant foreign currency exchange risk inherent in this aspect of the Company's business. Biofuel feedstocks are also often priced in Euros which adds a further dimension of risk to manage.

In order to minimise the financial effect of this risk, the Company looks to ensure that at all times, the financial assets denominated in a particular currency match the financial liabilities denominated in the same currency. Where product is purchased and sold in the same currency, no foreign exchange exposure exists.

Where the Company's stock is denominated in US Dollars and a sale is priced in Pounds Sterling, a net US Dollar financial liability is generated, resulting in a potential foreign exchange exposure. Where purchases and sales are priced in different currencies, the Company's treasury department buys or sells currency to balance the assets and liabilities by currency, thus eliminating this transactional foreign exchange risk.

As a further control, balance sheets for each of the Company's major currencies are prepared on a monthly basis and any surplus assets or liabilities are hedged as appropriate.

In response to market and exchange risks, the Company continues to develop and implement comprehensive internal control processes, hedging mechanisms and IT systems including increased automation of price and risk-related processes such as customer invoicing.

#### **Operational risk**

As for any company, management are reliant on internal systems, processes and controls to enable the company to continue to operate and report accurately and in a timely fashion. A failure of these systems and processes, or an external event which interrupts business operations, could have an adverse effect on the Company.

The Company regularly reviews its systems, processes and controls framework in order to safeguard against operational risk. This framework is constantly evolving to take account of changes to the business, industry guidance and best practice.

#### **Operational risk (continued)**

## **Greenergy Fuels Limited**

### **Strategic report For the year ended 14 April 2017**

The Company also has a disaster recovery plan to address situations that could lead to an extended interruption in business. This includes a detailed written procedure to follow with clearly identified responsibilities, and the provision of backup computer systems, hardware and remote access facilities should any of the Company's operational offices become inaccessible.

#### **Reputation risk**

Non-performance by third parties of their legal obligations damages the commercial reputation of the Company. Failings by ship owners, inland hauliers, storage facility operators or other similar ancillary service providers has a knock-on negative effect on the Company's reputation, including the risk associated with ensuring the Company's biofuels are sourced from sustainable suppliers. Company staff must refrain from unlawful practices and report any inappropriate commercial practices. In addition Company staff must observe and adhere to Company principles and policies.

The Company endeavours to develop and maintain excellent relationships with all of its service providers and carries out sustainability and carbon audits of its biofuel suppliers where it considers this necessary. However, where unavoidable incidents occur, the Company's communications department is available to manage public relations. The Company has adopted an appropriate policy pursuant to the UK Bribery Act.

#### **Government risk**

Globally, governments' attitudes to fiscal support for biofuels, previously revealed in the form of duty incentives within the UK, can have a significant effect on market structures, ultimately impacting on profitability.

In response to legislative and political risk, the Company maintains its position at the forefront of the UK biofuels industry through membership of relevant trade associations and by providing direct advice to government on its fuel policies. The Company also trades internationally rather than solely domestically and maintains active representation in various international trade organisations.

#### **Fiscal risk**

The Company is a major excise duty and VAT payer in the UK. Cash flows of the Company are impacted by changes in UK Government fiscal policy. The fuel supply chain could be impacted by unforeseen changes made by the Government.

The mitigants applicable to Government risk are applicable to Fiscal risk.

#### **Sustainability**

We blend biofuel into the petrol and diesel we supply in order to cut greenhouse gas emissions from our fuel and meet our biofuel supply obligations. We work to ensure that we only supply biofuels that use the world's resources appropriately.

We appreciate that the production of biofuel crops has the potential for environmental and social impact and requires land and water that could have alternative uses. Our company-wide commitment is to use biofuels from wastes wherever possible and, where we do need to use biofuels made from crops, to choose those delivering the greatest carbon benefit.

Greenergy has sought to set standards of best practice on biofuel sourcing by:

- Maximising the carbon savings from the biofuels we use, so that the carbon footprint of our fuels is as low as possible.
- Use biofuels made from wastes wherever possible, to minimise the demands that our biofuels place on the world's resources;
- Ensure that any crops used in our biofuels are produced in a sustainable way;
- Provide total transparency on the source and impact of our biofuels.



## Greenergy Fuels Limited

### Strategic report For the year ended 14 April 2017

#### Key performance indicators

The Company uses a number of key performance indicators to evaluate the overall performance of the Company from a financial, operations, social and environmental perspective. The Company's key financial and other performance indicators during the year were as follows:

	<u>14 April</u> <u>2017</u>	<u>14 April</u> <u>2016</u>	<u>Change</u> <u>%</u>
Gross profit (£'000)	192,039	124,799	+53.9%
Volume of fuel supplied (CBM)	18,255,691	17,112,615	+13%
Haulage performance - on time deliveries (%)	98.70%	98.97%	
Accurate invoices (%)	99.24%	99.57%	

This report was approved by the board on 11 August 2017

and signed on its behalf.

  
**S. McCaffrey**  
Director

## **Greenergy Fuels Limited**

### **Directors' report For the year ended 14 April 2017**

The directors present their annual report together with the audited financial statements for the year ended 14 April 2017.

#### **Results and dividends**

The Company made a profit for the financial year of £59,893,000 (2016 - £26,320,000).

Dividends paid in the year were £nil (2016 - £17,250,000, £12.94 per share). The Directors propose a final dividend of £nil (2016 - £nil), to be paid after the balance sheet date.

#### **Going concern**

At 14 April 2017, the Company has a net current asset position of £111,265 (2016 - £48,986). The Directors believe it is appropriate to prepare the financial statements of the Company on the going concern basis.

In preparing the financial statements on the going concern basis the directors have considered the reliance the group has on the \$800 million working capital facility provided by a syndicate of banks which is due to expire in April 2020, and involving elements of both committed and uncommitted facilities. Given the long standing nature of these banking relationships, the bankers' willingness to renew and extend credit lines in the recent past, and verbal assurances received from the bankers, the directors are satisfied that both the uncommitted and committed facilities will continue to be available to the Group for the foreseeable future.

#### **Research and development**

The Company continued to invest in technology through IT development projects across the business.

#### **Political and charitable contributions**

The Company made no charitable donations during the year (2016 - £nil). No political donations were made and no political expenditure was incurred during the year (2016 - £nil).

#### **Suppliers**

Individual terms and conditions for business transactions are agreed with suppliers. Payment is then made on these terms, subject to the terms and conditions being met by the suppliers including the timely submission of satisfactory invoices. For the year ended 14 April 2017 the average trade payables days for the Company was 2 days (2016 - 2 days).

#### **Future developments**

The future developments of the Company are detailed within the Strategic report.

#### **Financial risk management**

The directors have identified the following types of risk which may arise from the use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

These risks are discussed in further detail in the Strategic Report to the financial statements.

## **Greenergy Fuels Limited**

### **Directors' report (continued) For the year ended 14 April 2017**

#### **Directors**

The directors who served during the year and up to the date of this report were as follows:

A Owens  
C Lombard  
P Bateson  
S McCaffrey

#### **Post balance sheet events**

##### **Change of control**

On 10 May 2017 Brookfield Business Partners (NYSE: BBU; TSX: BBU.UN), together with institutional partners, acquired an 83.64% controlling stake in Greenergy Fuels Holdings Ltd, the ultimate parent undertaking.

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Strategic Report and 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 Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 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.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Greenergy Fuels Limited**

**Directors' report (continued)  
For the year ended 14 April 2017**

**Disclosure of information to auditors**

In the case of each of the persons who are directors at the time when the report is approved, the following applies:

- As far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- The director has taken all the steps that he/she ought to have taken as a director in order to make him/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the board on 11 August 2017

and signed on its behalf.



**S McCaffrey**  
Director

## **Greenergy Fuels Limited**

### **Independent auditors' report to the members of Greenergy Fuels Limited**

#### **Report on the financial statements**

---

##### **Our opinion**

In our opinion Greenergy Fuels Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 14 April 2017 and of its profit and cash flows 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.
- 

##### **What we have audited**

The financial statements, included within the Annual report and financial statements (the "Annual Report"), comprise:

- the Balance sheet as at 14 April 2017;
- the Statement of comprehensive income for the year then ended;
- the Statement of cash flows for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

---

##### **Opinions 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 Strategic Report and the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Director's Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Director's Report. We have nothing to report in this respect.

---

##### **Other matters on which we are required to report by exception**

---

###### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

## **Greenergy Fuels Limited**

### **Independent auditors' report to the members of Greenergy Fuels Limited**

---

#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report if, in our opinion, certain disclosures of directors' remuneration specified by law have not been made. We have no exceptions to report arising from this responsibility.

---

#### **Responsibilities for the financial statements and the audit**

---

##### **Our responsibilities and those of the directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 9, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

---

##### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

**Greenergy Fuels Limited**

**Independent auditors' report to the members of Greenergy Fuels Limited**

**What an audit of financial statements involves (continued)**

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Nicholas Stevenson (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

Date: 11 August 2017

## Greenergy Fuels Limited

### Statement of comprehensive income For the year ended 14 April 2017

	Note	2017 £	2016 £000
Revenue	4	14,393,892	13,524,042
Cost of sales		(14,201,853)	(13,399,243)
<b>Gross profit</b>		<b>192,039</b>	<b>124,799</b>
Distribution costs		(72,948)	(59,162)
Administrative expenses		(40,777)	(35,712)
Exceptional operating income	5	-	7,500
Other operating income		465	473
<b>Operating profit</b>	6	<b>78,779</b>	<b>37,898</b>
Finance income	8	4,413	4,222
Finance costs	9	(8,629)	(9,004)
<b>Profit before income tax</b>		<b>74,563</b>	<b>33,116</b>
Income tax expense	10	(14,670)	(6,796)
<b>Profit for the financial year</b>		<b>59,893</b>	<b>26,320</b>

The results relate to continuing activities

There was no other comprehensive income for 2017 (2016 - £nil).

The notes on pages 18 to 36 form part of these financial statements.




**Greenery Fuels Limited**  
**Registered number: 04058825**

**Balance sheet**  
**As at 14 April 2017**

	Note	2017 £000	2016 £000
<b>Fixed assets</b>			
Intangible assets	11	19,185	20,295
Tangible assets	12	27,289	28,820
Investments	13	34,359	34,359
		<u>80,833</u>	<u>83,474</u>
<b>Current assets</b>			
Inventory	14	445,632	341,240
Trade and other receivables	15	1,081,316	1,068,690
Cash and cash equivalents		50,387	77,937
		<u>1,577,335</u>	<u>1,487,867</u>
Creditors: amounts falling due within one year	16	(1,466,070)	(1,438,881)
<b>Net current assets</b>		<u>111,265</u>	<u>48,986</u>
<b>Total assets less current liabilities</b>		<u>192,098</u>	<u>132,460</u>
<b>Provisions for liabilities</b>			
Deferred taxation	19	(3,037)	(3,292)
		<u>(3,037)</u>	<u>(3,292)</u>
<b>Net assets</b>		<u>189,061</u>	<u>129,168</u>
<b>Capital and reserves</b>			
Called up share capital	21	1,333	1,333
Share premium account		1,715	1,715
Retained earnings		186,013	126,120
<b>Total shareholders' funds</b>		<u>189,061</u>	<u>129,168</u>

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

 11 August 2017

**S McCaffrey**  
 Director

The notes on pages 18 to 36 form part of these financial statements.

**Greenergy Fuels Limited**

**Statement of changes in equity  
For the year ended 14 April 2017**

	<b>Called up share capital £000</b>	<b>Share premium account £000</b>	<b>Retained earnings £000</b>	<b>Total equity £000</b>
<b>At 1 April 2015</b>	<b>1,333</b>	<b>1,715</b>	<b>117,050</b>	<b>120,098</b>
<b>Comprehensive income for the year</b>				
Profit for the year	-	-	26,320	26,320
Dividends paid	-	-	(17,250)	(17,250)
<b>Total transactions with owners</b>	<b>-</b>	<b>-</b>	<b>(17,250)</b>	<b>(17,250)</b>
<b>At 15 April 2016</b>	<b>1,333</b>	<b>1,715</b>	<b>126,120</b>	<b>129,168</b>
<b>Comprehensive income for the year</b>				
Profit for the year	-	-	59,893	59,893
<b>At 14 April 2017</b>	<b>1,333</b>	<b>1,715</b>	<b>186,013</b>	<b>189,061</b>

The notes on pages 18 to 36 form part of these financial statements.

**Greenergy Fuels Limited**

**Statement of cash flows  
For the year ended 14 April 2017**

	2017 £000	2016 £000
<b>Cash flows from operating activities</b>		
Profit for the financial year	59,893	26,320
<b>Adjustments for:</b>		
Amortisation	4,763	4,440
Depreciation	2,307	3,190
Revaluation of financial instruments	7,604	13,684
Interest paid	8,629	9,004
Interest receivable	(4,413)	(4,222)
Taxation charge	14,670	6,796
(Increase) in stocks	(87,863)	(5,113)
(Increase) in debtors	(75,613)	(113,427)
(Decrease) in creditors	(35,773)	(141,505)
Corporation tax paid	(10,179)	(2,971)
Foreign exchange gains/(losses)	8,583	(3,141)
<b>Net cash used in operating activities</b>	<b>(107,392)</b>	<b>(206,945)</b>
<b>Cash flows from investing activities</b>		
Purchase of intangible fixed assets	(3,823)	(199)
Purchase of tangible fixed assets	(1,034)	(18,920)
Sale of tangible fixed assets	429	153
<b>Net cash from investing activities</b>	<b>(4,428)</b>	<b>(18,966)</b>
<b>Cash flows from financing activities</b>		
Dividends paid	-	(17,250)
Interest paid	(8,629)	(9,004)
Interest receivable	4,413	4,222
<b>Net cash used in financing activities</b>	<b>(4,216)</b>	<b>(22,032)</b>
<b>Net (decrease) in cash and cash equivalents</b>	<b>(116,036)</b>	<b>(247,943)</b>
Cash and cash equivalents at beginning of year	(18,028)	229,915
<b>Cash and cash equivalents at the end of year</b>	<b>(134,064)</b>	<b>(18,028)</b>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	50,387	77,937
Bank overdrafts	(184,451)	(95,965)
	<b>(134,064)</b>	<b>(18,028)</b>

## **Greenergy Fuels Limited**

### **Notes to the financial statements For the year ended 14 April 2017**

#### **1. General information**

Greenergy Fuels Limited (the "Company") is a company domiciled and incorporated in the UK.

The address of the registered office is 198 High Holborn, London, WC1V 7BD. The Company is one of the major petrol and diesel oil suppliers in the UK.

#### **2. Accounting policies**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework (FRS 101)' and the Companies Act 2006.

Information on the impact of first time adoption of FRS 101 is given in note 25.

The preparation of financial statements in compliance with FRS 101 requires the use of certain accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

The following principal accounting policies have been applied:

##### **2.2 Basis of consolidation**

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group accounts. The company is included in the consolidated accounts of Greenergy Fuels Holdings Limited, a company incorporated in the United Kingdom. The registered address of Greenergy Fuels Holdings Limited is 198 High Holborn, London, WC1V 7BD.

##### **2.3 Financial reporting standard 101 - reduced disclosure exemptions**

The following exemptions from the requirement of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraph 17 and 18A of IAS 24 'Related Party Disclosures' (key management);
- the requirements in IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group, provided that an subsidiary which is a party to the transaction is wholly owned by such a member;
- the requirements of paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of paragraph 73(e) of IAS 16 Property, Plant and Equipment and paragraph 118(e) of IAS 38 Intangible Assets; and
- the requirement to present new standards, amendments and interpretations that have not yet been adopted.

**Notes to the financial statements  
For the year ended 14 April 2017**

**2. Accounting policies (continued)**

**2.4 Going concern**

At 14 April 2017, the Company has a net current asset position of £111,265,000 (2016 - £48,986,000). The Directors believe it is appropriate to prepare the financial statements of the Company on the going concern basis.

In preparing the financial statements on the going concern basis the directors have considered the reliance the group has on the \$800 million working capital facility provided by a syndicate of banks which is due to expire in April 2020, and involving elements of both committed and uncommitted facilities. Given the long standing nature of these banking relationships, the bankers' willingness to renew and extend credit lines in the recent past, and verbal assurances received from the bankers, the directors are satisfied that both the uncommitted and committed facilities will continue to be available to the Group for the foreseeable future.

**2.5 Foreign currency**

*a) Functional and presentation currency*

The financial statements are presented in Pounds sterling, which is the company's functional and presentational currency.

*b) Transactions and balances*

Transactions in foreign currencies are initially recorded using the current prevailing rate of exchange.

Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on transactions are included in the income statement within cost of sales or administrative

**2.6 Investments in subsidiaries**

Investments in subsidiary companies' and joint ventures are held by the company and are stated at cost less impairment.

**2.7 Investments in joint arrangements**

The Company applies IFRS 11 to all joint arrangements. A joint arrangement is a contractual arrangement whereby the Company and other parties undertake an economic activity that is subject to joint control; that is, when the strategic financial and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control. Under IFRS 11, investments in joint arrangements are classified as joint operations as the Company has rights to the assets and obligations for the liabilities of these arrangements. As such, the Company has accounted for its share of the assets, liabilities, revenue and expenses on a line by line basis.

Unrealised gains on transactions between the Company and its joint operations are eliminated to the extent of the Company's interest in the joint arrangement. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred..

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### 2. Accounting policies (continued)

##### 2.8 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Branding rights	-	1 to 10 years
Internally generated software	-	1 to 10 years

##### 2.9 Tangible assets

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation on tangible assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Plant and machinery	-	2 to 20 years
Office equipment	-	2 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other income' in the income statement.

**Notes to the financial statements  
For the year ended 14 April 2017**

**2. Accounting policies (continued)**

**2.10 Financial assets**

*(i) Classification*

The company classifies its financial assets in the following categories: at fair value through profit or loss, and loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

*(a) Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current investments.

*(b) Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period, these are classified as non-current assets. The company's loans and receivables comprise receivables, cash and commercial paper in the balance sheet.

*(ii) Recognition and measurement*

Regular way purchases and sales of financial assets are recognised on the the trade date - the date on which the company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair through profit or loss.

Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the company has transferred substantially all risks and rewards of ownership. Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in fair value of the financial assets at fair value through profit or loss' category are presented in the income statement within interest income or expenses in the period in which they arise. except in the case of commodity derivatives, where the gains or losses are presented in the income statement within cost of sales in the period in which they arise.

**2.11 Impairment of financial assets**

*Assets carried at amortised cost*

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is a objective evidence of impairment as a result of one or more event that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

**Notes to the financial statements  
For the year ended 14 April 2017**

**2. Accounting policies (continued)**

**2.12 Financial liabilities**

When a financial liability is recognised initially, the Company measures it at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue of the financial liability. Financial liabilities include trade payables, other payables, borrowings and derivative financial instruments. Subsequent measurement depends on its classification as follows:

*Financial liabilities at fair value through profit or loss*

Financial liabilities classified as held for trading and derivative liabilities that are not designated as effective hedging instruments are classified as financial liabilities at fair value through profit or loss. Such liabilities are carried on the balance sheet at fair value with gains or losses being recognised in the income statement.

*Other*

All other financial liabilities not classified as fair value through profit or loss are measured at amortised cost using the effective interest method.

**2.13 Derivative financial instruments and hedging activities**

The company has not applied hedge accounting and all derivatives are measured at fair value through profit or loss.



**Notes to the financial statements  
For the year ended 14 April 2017**

**2. Accounting policies (continued)**

**2.14 Inventory**

Fuel products are traded in active markets and are purchased with a view to resale in the near future, generating a profit from fluctuations in prices or margins. As a result, stocks of fuel products are carried at market value by reference to quoted market prices at year-end, in accordance with the broker/ trader exemption granted by IAS 2. Changes in fair value are recognised in the income statement through cost of sales. Used cooking oil and other products and chemicals used in the production of biofuels are valued at the lower of cost and net realisable value. Duty paid on stock is valued at cost.

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

**Renewable Transport Fuel Obligation (RTFO)**

Since 1 April 2008 the Group has been part of the Renewable Transport Fuel Obligation (RTFO) Scheme under which it is required to meet annual targets for the supply of biofuels. The obligations which arise are either settled by cash or through the delivery of certificates which are generated by the Group through the blending of biofuels. To the extent that the Group generates certificates in excess of its current year obligation, these can either be carried forward to offset up to 25% of the next year's obligation of the Group or sold to other parties.

The liability associated with the Group's obligations under the scheme are recognised in the year in which the obligation arises and is valued by reference to either the cost of generating the certificates which will be surrendered to meet the obligation or the expected future cash outflow where cash settled.

Certificates generated or purchased during the year which will be used to settle the current obligation are recognised at the lower of cost and net realisable value. Where certificates are generated cost is deemed to be the average cost of blending biofuels during the year in which the certificates are generated.

Certificates held for sale to third parties are recognised at fair value by reference to year end market prices. Changes in market prices of the certificates and the quantity of tickets considered to be realisable through external sales are recognised immediately in the income statement.

Certificates for which no active market is deemed to exist are not recognised.

**2.15 Trade and other receivables**

Trade receivables are amounts due from customers for fuel products sold or services performed in the ordinary course of business. If collection is expected in one year or less they are classified as current assets, otherwise they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently at amortised cost, less provision for impairment.

**2.16 Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

## **Greenergy Fuels Limited**

### **Notes to the financial statements For the year ended 14 April 2017**

#### **2. Accounting policies (continued)**

##### **2.17 Share capital**

Ordinary shares are classified as equity.

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

##### **2.18 Creditors**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### **2.19 Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it related.

Bank overdrafts are included within the current borrowings on the balance sheet.

##### **2.20 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**Notes to the financial statements  
For the year ended 14 April 2017**

**2. Accounting policies (continued)**

**2.21 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. 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 balance sheet date in the countries where the Company operates and generates income.

Deferred tax 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 tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**2.22 Employee benefits**

**Defined contribution pension plan**

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

The contributions are recognised as an expense in the Profit and loss account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

**2.23 Provisions for liabilities**

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

## **Greenergy Fuels Limited**

### **Notes to the financial statements For the year ended 14 April 2017**

#### **2. Accounting policies (continued)**

##### **2.24 Revenue**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is recognised when the significant risks and rewards of ownership have passed to the buyer and the value can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable for goods provided in the normal course of business, net of discounts, rebates, VAT and after eliminating sales within the Group.

The following criteria must also be met before revenue is recognised:

##### **Sale of goods**

Revenue from the sale of goods represents net invoiced sales of fuel products and RTFO certificates, excluding value added tax and including excise duty. Revenue is recognised at the point that title passes to the customer.

##### **2.25 Leases**

Leases in which substantially all of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in Creditors – amounts falling due after more than one year. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

##### **2.26 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.

##### **2.27 Dividends**

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

##### **2.28 Interest income**

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

##### **2.29 Exceptional items**

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

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

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

Estimates and judgements applied within the business are continually evaluated and are based on historical experience, current issues and events, and expectations of future events.

##### Valuation of Inventory

The Company's inventories which include fuel products and RTFO certificates are subject to fluctuations in value as a result of changes in their market price. Both fuel products and RTFO certificates held for sale to third parties are recognised at market value in the financial statements. Where there is no quoted market for certain fuel products or vintages of RTFO certificates, a period end market value is assigned based on relevant comparative market data and recent realised prices. Inventories used in production are valued at cost.

#### 4. Revenue

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

	2017 £000	2016 £000
Sale of goods	<u>14,393,892</u>	<u>13,524,042</u>

All revenue arose within the United Kingdom.

#### 5. Exceptional items

	2017 £000	2016 £000
Tankage rebate	<u>-</u>	<u>7,500</u>
	<u>-</u>	<u>7,500</u>

##### Tankage rebate

During the financial year ended 14 April 2016 it was agreed with a supplier that a rebate was owed to the Group in respect of tankage costs which had been overcharged from the supplier in the previous 3 financial years. The amount shown within exceptional items is the value of the rebate received from the supplier in the year but relating to previous financial years.

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### 6. Operating profit

The operating profit is stated after charging:

	2017 £000	2016 £000
Operating lease rentals:		
Other	45,841	33,086
Depreciation of tangible fixed assets	2,307	3,190
Amortisation of intangible assets, including goodwill	4,763	4,440
Foreign exchange loss/(gain)	8,583	(3,141)
Auditor's remuneration	83	83
Auditor's remuneration- taxation compliance services	31	31
Auditor's remuneration- all other taxation advisory services	31	31
	<u>8,629</u>	<u>9,004</u>

#### 7. Employees

During the year, all members of staff were employed by Greenergy International Limited and the appropriate costs recharged by way of management fees.

During the year, directors received no emoluments in respect of qualifying services to the Company. All emoluments paid to or receivable by, directors are paid by the company's parent company, Greenergy International Limited in respect of their services as either directors or employees of that company.

#### 8. Finance income

	2017 £000	2016 £000
Interest receivable from group companies	4,315	3,728
Bank interest receivable	98	494
	<u>4,413</u>	<u>4,222</u>

#### 9. Finance costs

	2017 £000	2016 £000
Bank interest payable	568	76
Working capital facilities	8,061	8,928
	<u>8,629</u>	<u>9,004</u>

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### 10. Taxation

	2017 £000	2016 £000
<b>Corporation tax</b>		
Current tax on profits for the year	14,993	6,562
Adjustments in respect of previous periods	(68)	711
<b>Total current tax</b>	<u>14,925</u>	<u>7,273</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	200	61
Effect of changes in tax rates	(198)	(336)
Effects of group relief	-	264
Adjustments in respect of previous periods	(257)	(466)
<b>Total deferred tax</b>	<u>(255)</u>	<u>(477)</u>
<b>Taxation on profit on ordinary activities</b>	<u>14,670</u>	<u>6,796</u>

#### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2016 - higher than) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £000	2016 £000
Profit on ordinary activities before tax	<u>74,563</u>	<u>33,116</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%)	14,913	6,623
<b>Effects of:</b>		
Adjustments in respect of prior periods	(325)	(336)
Income not taxable	-	245
Effects of group relief/other reliefs	280	264
Tax rate changes	(198)	-
<b>Total tax charge for the year</b>	<u>14,670</u>	<u>6,796</u>

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates.

**Greenergy Fuels Limited**

**Notes to the financial statements  
For the year ended 14 April 2017**

**11. Intangible assets**

	<b>Branding rights £000</b>	<b>Internally generated software £000</b>	<b>Total £000</b>
<b>Cost</b>			
At 15 April 2016	8,975	20,535	29,510
Additions	2,944	879	3,823
Disposals	-	(172)	(172)
Reclassifications	2	-	2
At 14 April 2017	<u>11,921</u>	<u>21,242</u>	<u>33,163</u>
<b>Amortisation</b>			
At 15 April 2016	5,105	4,110	9,215
Charge for the year	2,758	2,005	4,763
At 14 April 2017	<u>7,863</u>	<u>6,115</u>	<u>13,978</u>
<b>Net book value</b>			
At 14 April 2017	<u>4,058</u>	<u>15,127</u>	<u>19,185</u>
At 14 April 2016	<u>3,870</u>	<u>16,425</u>	<u>20,295</u>

Branding rights relate to the costs associated with the Company becoming a branded wholesaler within the UK market.

Intangible assets amortisation is recorded in administrative expenses in the income statement.



**Greenergy Fuels Limited**

**Notes to the financial statements  
For the year ended 14 April 2017**

**12. Tangible assets**

	Plant and machinery £000	Office equipment £000	Assets under construction £000	Total £000
<b>Cost or valuation</b>				
At 15 April 2016	37,540	2,622	301	40,463
Additions	159	62	813	1,034
Disposals	(24)	-	(232)	(256)
Reclassifications	58	-	(60)	(2)
At 14 April 2017	<u>37,733</u>	<u>2,684</u>	<u>822</u>	<u>41,239</u>
<b>Depreciation</b>				
At 15 April 2016	9,932	1,711	-	11,643
Charge for the year	1,621	686	-	2,307
At 14 April 2017	<u>11,553</u>	<u>2,397</u>	<u>-</u>	<u>13,950</u>
<b>Net book value</b>				
At 14 April 2017	<u>26,180</u>	<u>287</u>	<u>822</u>	<u>27,289</u>
At 14 April 2016	<u>27,608</u>	<u>911</u>	<u>301</u>	<u>28,820</u>

**13. Investments**

	Investments in group undertakings £000
<b>Cost or valuation</b>	
At 15 April 2016	<u>34,359</u>
At 14 April 2017	<u>34,359</u>
<b>Net book value</b>	
At 14 April 2017	<u>34,359</u>
At 14 April 2016	<u>34,359</u>

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### Direct subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Holding	Address	Principal activity
Greenergy Biofuels Limited	England and Wales	100%	198 High Holborn, London, WC1V 7BD	Operation of biofuel production plants and distribution of resultant products
Greenergy Brazil Trading SA	Brazil	100%	Rua Gomes de Carvalho, 1069, cj 181 and 182 Advance Tower Vila Olimpia, São Paulo - SP Brazil 04547 - 004	Support entity working to sustainable bioethanol
Greenergy Bioethanol SA	Switzerland	100%	Hinterbergstrasse 24, 6330 Cham Switzerland	Procurement of sustainable bioethanol

#### Principal joint arrangements

At 14 April 2016, the Company had the following interests in joint arrangements carrying on businesses which affect its profits and assets. Unless otherwise stated the Company's principal joint arrangements have share capital consisting solely of ordinary shares, which are indirectly held, and the country of incorporation or registration is also their principal place of operation.

Name	Country of incorporation	Holding	Address	Principal activity
North Cave Limited	England and Wales	50%	198 High Holborn, London, WC1V 7BD	Construction and operation of waste processing plant and distribution of resultant products

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### 14. Inventories

	2017 £000	2016 £000
Raw materials	10,513	4,871
Fuel products	303,882	236,009
RTFO certificates - own use	109,219	84,106
RTFO certificates - held for trading	22,018	16,254
	<u>445,632</u>	<u>341,240</u>

Fuel products are carried at fair value which is classified as a level 2 valuation as it is based on observable market inputs other than quoted market prices. RTFO certificates held for trading are classified as a level 3 valuation as they are valued using observable market inputs which require significant judgements based on unobservable inputs.

During the year £12,605,715,000 of inventory was expensed through cost of sales (2016: £13,399,243,000).

Inventories with a carrying amount of £256,035,573 were pledged as security for certain of the Company's borrowings (2016: £145,257,000) at the balance sheet date.

There is currently no externally quoted market for the valuation of RTFO certificates. In order to value these contracts, management have adopted a pricing methodology, combining both observable inputs based on market data and assumptions developed internally based on observable market activity.

The anticipated market premia above the calculated cost of creation of RTFO certificates is the most significant input. Assuming other inputs remain unchanged, if the premia was decreased by 1ppl, pre-tax profit would decrease by £1,147,000 (2016: decrease by £814,000).

#### 15. Trade and other receivables

	2017 £000	2016 £000
Trade receivables	678,607	655,978
Amounts owed by group undertakings	243,385	194,586
Other receivables	14,635	-
Prepayments and accrued income	113,777	124,227
Derivative financial instruments	30,912	93,899
	<u>1,081,316</u>	<u>1,068,690</u>

A provision of £1,732,000 (2016 - £1,822,000) has been made against trade receivables.

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### 16. Creditors: Amounts falling due within one year

	2017 £000	2016 £000
Bank overdrafts (note 18)	184,451	95,965
Trade creditors	59,638	67,451
RTFO - current year obligation	109,220	84,106
Amounts owed to Group undertakings	19,964	26,589
Corporation tax	8,401	3,656
Other taxation and social security	823,469	881,050
Other creditors	568	31,000
Accruals and deferred income	221,265	154,587
Derivative financial instruments	39,094	94,477
	<u>1,466,070</u>	<u>1,438,881</u>

#### 17. Dividends

	2017 £000	2016 £000
Dividends paid in year	-	17,250
	<u>-</u>	<u>17,250</u>

#### 18. Borrowings

	2017 £000	2016 £000
Bank overdraft (note 16)	184,451	95,965
	<u>184,451</u>	<u>95,965</u>

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### 19. Deferred taxation

	2017 £000
At beginning of year	(3,292)
Adjustment in respect of prior periods	257
Origination and reversal of timing differences	(200)
Effective of changes in tax rates	198
<b>At end of year</b>	<b>(3,037)</b>

The provision for deferred taxation is made up as follows:

	2017 £000
Fixed assets	(1,635)
Intangible assets	(1,402)
	<b>(3,037)</b>

#### 20. Operating leases commitments

At 14 April 2017 the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases as follows:

	2017 £000	2016 £000
Within one year	34,077	27,032
Within two to five years	94,534	80,175
In over 5 years	174,460	199,834
	<b>303,071</b>	<b>307,041</b>

#### 21. Called up share capital

	2017 £000	2016 £000
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
1,333,334 (2016 - 1,333,334) Ordinary shares of £1 each	<b>1,333</b>	<b>1,333</b>

## Greenergy Fuels Limited

### Notes to the financial statements For the year ended 14 April 2017

#### 22. Related party transactions

The company has taken advantage of the exemption under IAS 24 'Related party Disclosures' to disclose related party transactions entered into between two or more members of a group provided that any subsidiary which is party to the transaction is wholly owned by such a member.

The company has also taken advantage of the exemption under paragraph 17 and 18A of IAS 24 'Related Party Disclosure' (key management compensation).

The following transactions were carried out with related parties:

	14 April 2017 £000	14 April 2016 £000
<b>Purchase of services</b>		
Related parties - joint arrangements	(6,041)	(8)
	<u>(6,041)</u>	<u>(8)</u>

The company has identified no further transactions which fall to be disclosed under the terms of IAS 24. The transactions disclosed above are with a joint arrangement of the Company's immediate parent company.

#### 23. Controlling party

The immediate parent undertaking is Greenergy International Limited. The ultimate parent undertaking and controlling party is Greenergy Fuels Holdings Limited, a company incorporated in the UK. Greenergy Fuels Holdings Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 14 April 2017. The consolidated financial statements of Greenergy Fuels Holdings Limited can be obtained from the address stated on page 1 of these financial statements.

#### 24. First time adoption of FRS 101

This is the first year that the company has presented its results under FRS 101 'Reduced Disclosures Framework'. The last financial statements under IFRS were for the year ended 14 April 2016. The date of transition to FRS 101 was 15 April 2015. The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not impacted on equity or profit or loss.

#### 25. Post balance sheet events

##### Change of control

On 10 May 2017 Brookfield Business Partners (NYSE: BBU; TSX: BBU.UN), together with institutional partners, acquired an 83.64% controlling stake in Greenergy Fuels Holdings Ltd, the ultimate parent undertaking.