

**Report of the Directors and
Financial Statements
for the Year Ended 31 December 2018
for
Amber Infrastructure Holdings Two Limited**



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for the year ended 31 December 2018**

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Amber Infrastructure Holdings Two Limited

**Company Information
for the year ended 31 December 2018**

DIRECTORS:	H L Blaney G J Frost
SECRETARY:	Ms A E Woods
REGISTERED OFFICE:	3 More London Riverside London SE1 2AQ
REGISTERED NUMBER:	06763339 (England and Wales)
SENIOR STATUTORY AUDITOR:	Daniel Saunders
INDEPENDENT AUDITOR:	Ernst & Young LLP Statutory Auditor London

**Report of the Directors
for the year ended 31 December 2018**

The directors present their report with the financial statements of Amber Infrastructure Holdings Two Limited ("the Company") for the year ended 31 December 2018.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a holding company.

REVIEW OF BUSINESS

The profit for the year of £3.6m (2017: £3.6m) has been transferred to reserves. The level of business and the year end position were in line with expectations.

The Report of the Directors has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

FUTURE DEVELOPMENTS

The directors are not aware of any current activities of the company that are expected to impact the future development of the company in the foreseeable future.

DIVIDENDS

The directors authorised payment of a final dividend of £3.6m for the year ended 31 December 2018 (2017: £3.6m).

GOING CONCERN

After making enquiries, having considered the expected forecast cashflows and the current balance sheet position, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence by meeting its liabilities as they fall due for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

H L Blaney
G J Frost

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

**Report of the Directors
for the year ended 31 December 2018**

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's 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.

ON BEHALF OF THE BOARD:

.....
G J Frost - Director

Date: 03 April 2019

Independent Auditor's Report to the Members of Amber Infrastructure Holdings Two Limited

Opinion

We have audited the financial statements of Amber Infrastructure Holdings Two Limited (the 'Company') for the year ended 31 December 2018 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 11, 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. 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 other information comprises the information included in the annual report, other than the financial statements and our Auditor's Report thereon. The directors are responsible for the other information.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters in relation to which 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;
- the directors were not entitled to take advantage of the small companies exemptions in preparing the Report of the Directors and from the requirement to prepare the Strategic Report.

**Independent Auditor's Report to the Members of
Amber Infrastructure Holdings Two Limited**

Responsibilities of directors

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

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

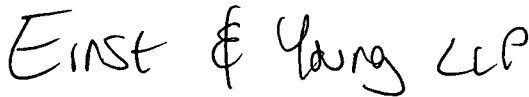
Auditor's responsibilities for the audit of the financial statements

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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our Auditor's Report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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.

A handwritten signature in black ink that reads "Ernst & Young LLP". The signature is written in a cursive, flowing style.

Daniel Saunders (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP
Statutory Auditor
London

Date: 5 April 2019

Amber Infrastructure Holdings Two Limited (Registered number: 06763339)

**Statement of Comprehensive Income
for the year ended 31 December 2018**

	Notes	2018 £'000	2017 £'000
TURNOVER		<u>-</u>	<u>-</u>
OPERATING PROFIT	4	-	-
Income from shares in group undertakings		<u>3,600</u>	<u>3,600</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		3,600	3,600
Tax on profit on ordinary activities	5	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		3,600	3,600
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u><u>3,600</u></u>	<u><u>3,600</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

Statement of Financial Position
31 December 2018

	Notes	2018 £'000	2017 £'000
FIXED ASSETS			
Investments	7	3,556	3,556
CURRENT ASSETS			
Cash in hand		14	11
CREDITORS			
Amounts falling due within one year	8	<u>(8)</u>	<u>(5)</u>
NET CURRENT ASSETS		<u>6</u>	<u>6</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>3,562</u></u>	<u><u>3,562</u></u>
CAPITAL AND RESERVES			
Called up share capital	9	3,556	3,556
Retained earnings	10	<u>6</u>	<u>6</u>
SHAREHOLDER'S FUNDS		<u><u>3,562</u></u>	<u><u>3,562</u></u>

The financial statements were approved by the Board of Directors on 03 April 2019 and were signed on its behalf by:

.....
G J Frost - Director

**Statement of Changes in Equity
for the year ended 31 December 2018**

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2017	3,556	6	3,562
Changes in equity			
Dividends	-	(3,600)	(3,600)
Total comprehensive income	<u>-</u>	<u>3,600</u>	<u>3,600</u>
Balance at 31 December 2017	<u>3,556</u>	<u>6</u>	<u>3,562</u>
Changes in equity			
Dividends	-	(3,600)	(3,600)
Total comprehensive income	<u>-</u>	<u>3,600</u>	<u>3,600</u>
Balance at 31 December 2018	<u>3,556</u>	<u>6</u>	<u>3,562</u>

**Notes to the Financial Statements
for the year ended 31 December 2018**

1. STATUTORY INFORMATION

Amber Infrastructure Holdings Two Limited is a private company, limited by shares, registered in England and Wales. The Registered Office is 3 More London Riverside, London, SE1 2AQ.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared under the historical cost convention and in accordance with UK Accounting Standards, and are presented in pound sterling which is the presentational and functional currency of the company.

Statement of compliance

The financial statements have been prepared in compliance with FRS 102 and the Companies Act 2006 for the year ended 31 December 2018.

Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Preparation of consolidated financial statements

The financial statements contain information about Amber Infrastructure Holdings Two Limited as an individual Company and do not contain consolidated financial information as the parent of a group. The Company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Amber Infrastructure Group Holdings Limited.

Taxation

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

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

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the statement of comprehensive income in administrative expenses.

Income from group undertakings

Income from shares in group undertakings represents dividend income from investments recognised when shareholder's right to receive payment is established.

Investments

Investments are stated at cost less provision for any impairment in value.

3. STAFF COSTS

There were no staff costs for the year ended 31 December 2018 nor for the year ended 31 December 2017.

The directors received no salary, fees or other benefits in respect of performance of their duties and services to the company for the year ended 31 December 2018 nor for the year ended 31 December 2017.

Notes to the Financial Statements - continued
for the year ended 31 December 2018

4. **OPERATING PROFIT**

Audit fees of £2,900 in respect of the year ended 31 December 2018 (2017: £2,700) will be borne by another group company.

5. **TAXATION**

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 31 December 2018 nor for the year ended 31 December 2017.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2018 £'000	2017 £'000
Profit on ordinary activities before tax	<u>3,600</u>	<u>3,600</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	684	693
Effects of:		
Permanent differences – UK dividend	<u>(684)</u>	<u>(693)</u>
Total tax charge	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

The UK corporation tax rate reduced to 19% from April 2017. The rate will further reduce to 17% from April 2020, and as at the balance sheet date, this future rate reduction had been substantively enacted. The rate changes will impact the amount of future tax payments to be made by the company.

There is no deferred tax, provided or un-provided, within these financial statements (2017: £Nil).

6. **DIVIDENDS**

	2018 £'000	2017 £'000
Ordinary shares of 1 each - final	<u>3,600</u>	<u>3,600</u>

7. **FIXED ASSET INVESTMENTS**

	Interest in other participating interests £'000
COST	
At 1 January 2018 and 31 December 2018	<u>3,556</u>
NET BOOK VALUE	
At 31 December 2018	<u>3,556</u>
At 31 December 2017	<u>3,556</u>
Investments	Ownership
Amber Infrastructure Holdings Limited	100%
	Nature of Business Holding company

Notes to the Financial Statements - continued
for the year ended 31 December 2018

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018	2017
	£'000	£'000
Amounts owed to group undertakings	<u>8</u>	<u>5</u>

Amounts owed to group undertakings are non-interest bearing and repayable on demand.

9. CALLED UP SHARE CAPITAL

Class:	Number	2018	£	Number	2017	£
		Nominal Value			Nominal Value	
Ordinary A Shares	19,652,781	0.0625p	1,228,298	19,652,781	0.0625p	1,228,298
Ordinary B Shares	19,652,781	0.0625p	1,228,298	19,652,781	0.0625p	1,228,298
Ordinary C Shares	4,721,382	0.0625p	295,087	4,721,382	0.0625p	295,087
Ordinary D Shares	12,861,936	0.0625p	803,872	12,861,936	0.0625p	803,872
Total	<u>56,888,880</u>		<u>3,555,555</u>	<u>56,888,880</u>		<u>3,555,555</u>

There are four separate classes of ordinary share and each class of share has equal rights as set out in the Company's Articles of Association.

10. RESERVES

	Retained earnings £'000
At 1 January 2018	6
Profit for the year	3,600
Dividends	<u>(3,600)</u>
At 31 December 2018	<u>6</u>

11. ULTIMATE CONTROLLING PARTY

The directors regard Amber Infrastructure Group Holdings Limited, a company registered in England and Wales as the ultimate controlling party. Copies of the consolidated financial statements of Amber Infrastructure Group Holdings Limited can be obtained from 3 More London Riverside, London, SE1 2AQ.