

ACCORD POWER LIMITED

Annual Report

for the year ended

31 December 1995



Registered No: 2877397

ACCORD POWER LIMITED

Annual Report

for the year ended

31 December 1995

| | <u>Pages</u> |
|--|--------------|
| Directors' Report | 1 - 2 |
| Statement of Directors' Responsibilities | 3 |
| Profit and Loss Account | 4 |
| Balance Sheet | 5 |
| Notes to the Financial Statements | 6 - 7 |

ACCORD POWER LIMITED

Directors' Report for the year ended 31 December 1995

The Directors present their report and financial statements for the year ended 31 December 1995.

Principal Activities

The Company has not commenced to trade and is not expected to commence trading in the near future.

Financial Results and Dividends

The financial results are set out on pages 4 to 7. The Directors do not recommend the payment of a dividend.

Directors

The Directors who served during the period covered by this report are:-

| <u>Name</u> | <u>Date Appointed</u> | <u>Date Resigned</u> |
|--------------|-----------------------|----------------------|
| MJ Blaxall | 02 December 1993 | 01 December 1995 |
| A Garrihy | 28 September 1995 | |
| MB Jones | 02 December 1993 | 28 September 1995 |
| DWJ Patience | 01 December 1995 | |

Directors' Interests

At no time during the year did any Director still holding office on 31 December 1995 have any beneficial interest in the shares of the Company or any other company within the Group except for the interests in the shares of the ultimate parent company, British Gas plc, as stated below:-

| | <u>Beneficial Holdings</u> | |
|--------------|----------------------------|-------------------------|
| | <u>1 January 1995</u> | <u>31 December 1995</u> |
| A Garrihy | 633 | 633 |
| DWJ Patience | 4,448 | 4,933 |

Options to purchase fully paid ordinary shares were granted under the Long Term Incentive or Executive Share Option Schemes as follows:-

Long Term Incentive Scheme

| | <u>At 1 January 1995</u> | <u>Granted</u> | <u>Exercised</u> | <u>At 31 December 1995</u> |
|--------------|--------------------------|----------------|------------------|----------------------------|
| DWJ Patience | Nil | 7,060 | Nil | 7,060 |

Executive Share Option Scheme

| | | | | |
|--------------|--------|-----|-----|--------|
| DWJ Patience | 19,159 | Nil | Nil | 19,159 |
|--------------|--------|-----|-----|--------|

All options were granted under the terms of the parent company's Long Term Incentive Scheme or Executive Share Option Scheme, details of which are given in that company's report and accounts for the year ended 31 December 1995.

Directors' insurance

The Company has through its ultimate parent company, British Gas plc, maintained insurance for the Directors in respect of their duties as Directors of the Company.

Share Capital

The company is a wholly owned subsidiary of Accord Energy Limited, a company registered in England.

Auditors

As the Company is dormant within the meaning of Section 250 of the Companies Act 1985, a special resolution was passed at the Annual General Meeting held on 30 May 1995 whereby the Company became exempt from its obligation to appoint auditors as required by Section 384 of that Act.

By Order of the Board



Mark Edwards
Company Secretary

Registered Office:

100 Rochester Row
London SW1P 1JP

Registered in England
No 2877397

Date: 14 March 1996

Statement of Directors' Responsibilities

The Directors are required by UK company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for that period.

In preparing the financial statements, appropriate accounting policies have been used and applied consistently. Reasonable and prudent judgements and estimates have been made and applicable accounting standards have been followed.

The Directors are responsible for maintaining adequate accounting records, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

Accord Power Limited

Profit and loss account for the year ended 31 December 1995

The Company has not traded during the period and has received no income and incurred no expenditure. Consequently, during the period the Company has made neither a profit nor a loss.

The accompanying notes on page 6 to 7 form part of these accounts.

Accord Power Limited

Balance sheet at 31 December 1995

| | Notes | 1995 £ | 1994 £ |
|--|-------|-----------|-----------|
| Debtors (amounts falling due after more than one year) | 3 | 1 | 1 |
| | | <hr/> | <hr/> |
| Net assets | | 1 | 1 |
| | | <hr/> | <hr/> |
| Capital and reserves | | | |
| Called up share capital | 4 | 1 | 1 |
| | | <hr/> | <hr/> |
| Shareholders' funds | | 1 | 1 |
| | | <hr/> | <hr/> |

The Company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the accounting period ending on the date of this balance sheet.

The financial statements on pages 4 to 7 were approved by the Board of Directors on 14 March 1996 and were signed on its behalf by:-



DWJ Patience
Director

The accompanying notes on page 6 to 7 form part of these accounts.

Accord Power Limited

Notes to the financial statements

1. Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies which have been applied consistently is set out below.

Basis of accounting

The financial statements are prepared in accordance with the historical cost convention.

2. Directors and employees

(a) Directors' remuneration

None of the Directors received any remuneration in respect of their services to the Company.

(b) Employee information

The Company had no employees during the period.

3. Debtors

Amounts falling due after more than one year:-
- Amounts owed by parent undertaking

£

1

4. Called up share capital

Authorised

100 ordinary shares of £1 each

£

100

Allotted and fully paid

1 ordinary share of £1 each

1

5. **Ultimate parent company**

Accord Energy Limited, a company registered in England, is the parent undertaking of the smallest group of undertakings to consolidate the company's accounts.

The Directors regard British Gas plc, a company registered in England, as the ultimate parent company and British Gas plc also consolidates the accounts of this Company. Copies of the ultimate parent company's consolidated financial statements may be obtained from British Gas plc, Rivermill House, 152 Grosvenor Road, London SW1V 3JL.