

REPORTS AND FINANCIAL STATEMENTS
CONSERVATION ENGINEERING LIMITED
FOR THE YEAR ENDED 31 DECEMBER 2016

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FOR THE YEAR ENDED 31 DECEMBER 2016

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CONSERVATION ENGINEERING LIMITED

DIRECTORS AND OTHER INFORMATION

DIRECTORS

C. McCarthy
M.G. O'Sullivan

SECRETARY

L. O'Riordan

REGISTERED OFFICE

Webworks
Eglinton Street
Cork

SOLICITORS

O'Flynn Exhams & Partners
58 South Mall
Cork

BANKERS

Ulster Bank
51 Castle Street
Dalkey
Co. Dublin

INDEPENDENT AUDITOR

Deloitte
Chartered Accountants and Statutory Audit Firm
Deloitte & Touche House
Earlsfort Terrace
Dublin 2

COMPANY NUMBER

201751

CONSERVATION ENGINEERING LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements of Conservation Engineering Limited ('the Company') for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

This Company is a subsidiary of Ervia. The principal activity of the business was the creation of combined heat and power which has now ceased. The Company is dormant and currently there are no plans for future activity.

PRINCIPAL RISKS AND UNCERTAINTIES

Information concerning the principal risks and uncertainties facing the Company as required under the terms of the European Accounts Modernisation Directive (2003/51/EEC) (implemented in Ireland by the European Communities (International Financial reporting Standards and Miscellaneous Amendments) Regulations 2005), is set out in note 3 to the financial statements.

RESULTS

The statement of comprehensive income for the year ended 31 December 2016 and balance sheet as at 31 December 2016 are set out on pages 9 and 10 respectively.

ACCOUNTING RECORDS

To ensure that proper books and accounting records are kept in accordance with Sections 281-285 of the Companies Act 2014, the directors have employed appropriately qualified accounting personnel and have maintained appropriate computerised accounting systems. The accounting records are located at Webworks, Eglinton Street, Cork.

DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES

The names of the persons who were directors and secretary at any time during and since the year ended 31 December 2016 are set out below:

C. McCarthy
M.G. O'Sullivan
L. O'Riordan - Secretary

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CONSERVATION ENGINEERING LIMITED

DIRECTORS' REPORT

DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES - continued

In accordance with the Articles of Association, the directors are not required to retire by rotation. The directors and secretary had no interest in the share capital of the Company at any time during the year. M.G. O'Sullivan and the company secretary are beneficiaries of the Employee Share Ownership Plan of Ervia, the ultimate parent undertaking.

GOING CONCERN

The company has ceased trading and the intention is to wind up the company since the balance sheet date. The financial statements have been prepared on a basis other than that of a going concern. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such were committed at the balance sheet date.

SUBSEQUENT EVENTS

At the date of approval of the financial statements the directors are not aware of any post balance sheet events that require adjustment or disclosure to be made in the financial statements.

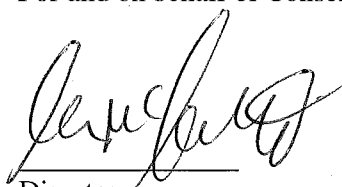
STATEMENT ON RELEVANT AUDIT INFORMATION


In accordance with Section 330 of the Companies Act 2014, the Directors confirm that, in so far as the Directors are aware, there is no relevant audit information of which the Company's statutory auditors are unaware, and the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's statutory auditors are aware of that information.

INDEPENDENT AUDITOR

The Independent Auditor, Deloitte, Chartered Accountants and Statutory Audit Firm, continues in office in accordance with Section 383(2) of the Companies Act 2014.

For and on behalf of Conservation Engineering Limited:


Director
C. MCCARTHY


Director
M.G. O'SULLIVAN

27/07/2017
Date of Approval

CONSERVATION ENGINEERING LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the directors' report and the financial statements in accordance with the Companies Act 2014 and the applicable regulations.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union ("relevant financial reporting framework"). 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 assets, liabilities and financial position of the Company as at the financial year end date and of the profit or loss of the Company for the financial year and otherwise comply with the Companies Act 2014.

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

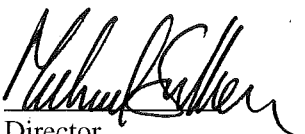
- select suitable accounting policies for the Company Financial Statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with the applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; 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 ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. 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.

For and on behalf of:



Director
C. MCCARTHY



Director
M.G. O'SULLIVAN

27/07/2017
Date of Approval

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONSERVATION ENGINEERING LIMITED

We have audited the financial statements of Conservation Engineering Limited for the financial year ended 31 December 2016 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes 1 to 10. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2014 and International Financial Reporting Standards (IFRS) as adopted by the European Union ("relevant financial reporting framework").

This report is made solely to the company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014. Our responsibility is to audit and express an opinion on the financial statements in accordance with the Companies Act 2014 and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Reports and Financial Statements for the year ended 31 December 2016 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.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2016 and of the result for the year then ended; and
- have been properly prepared in accordance with the relevant financial reporting framework and, in particular, with the requirements of the Companies Act 2014.

Emphasis of matter – Financial statements prepared on a basis other than that of going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Matters on which we are required to report by the Companies Act 2014

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.
- In our opinion the information given in the Directors' Report is consistent with the financial statements.

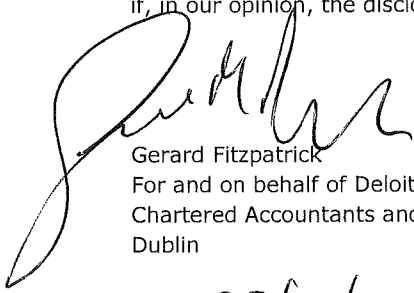
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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
CONSERVATION ENGINEERING LIMITED**

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.



Gerard Fitzpatrick
For and on behalf of Deloitte
Chartered Accountants and Statutory Audit Firm
Dublin

Date: 27/7/2017

CONSERVATION ENGINEERING LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

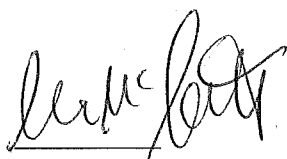
The Company did not trade during the financial year or the preceding financial year and received no income and incurred no expenditure. Consequently during these years the Company made neither a profit nor a loss.

CONSERVATION ENGINEERING LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2016

	Note	2016 €'000	2015 €'000
TOTAL ASSETS		<u>-</u>	<u>-</u>
EQUITY			
Called up share capital presented as equity	4	(800)	(800)
Capital conversion reserve fund		(13)	(13)
Retained Earnings	5	<u>813</u>	<u>954</u>
TOTAL EQUITY		<u>-</u>	<u>141</u>
LIABILITIES			
Current liabilities			
Trade and other payables	6	<u>-</u>	<u>(141)</u>
TOTAL LIABILITIES		<u>-</u>	<u>(141)</u>
TOTAL EQUITY AND LIABILITIES		<u>-</u>	<u>-</u>

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



Director
C. MCCARTHY



Director
M.G. O'SULLIVAN

27/07/2017

Date of Approval

CONSERVATION ENGINEERING LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2016**

The Company did not trade during the financial year or the preceding financial year and received no income and incurred no expenditure. Consequently during these years there were no cash flows in the Company.

CONSERVATION ENGINEERING LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Share capital	Capital conversion reserve fund	Retained earnings	Total
	€'000	€'000	€'000	€'000
Balance at 31 December 2015	<u>(800)</u>	<u>(13)</u>	<u>954</u>	<u>141</u>
Capital Contribution	<u>-</u>	<u>-</u>	<u>(141)</u>	<u>(141)</u>
Balance at 31 December 2016	<u>(800)</u>	<u>(13)</u>	<u>813</u>	<u>-</u>

CONSERVATION ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

1. STATEMENT OF ACCOUNTING POLICIES

The significant accounting policies adopted by the Company are as follows:

1.1. Basis of preparation

Conservation Engineering Limited ('the Company') is a wholly owned subsidiary of Ervia. In common with other subsidiaries, the financial statements of the Company reflect the effect of such group membership.

The financial statements are presented in euro and are prepared on a historical cost basis.

i. Statement of Compliance:

The financial statements are prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the EU ('EU IFRS'), International Financial Reporting Interpretations Committee ('IFRIC') and in accordance with the Companies Act 2014.

The financial statements have been prepared in accordance with those IFRSs and IFRIC interpretations issued and effective for accounting periods ending on or before 31 December 2016.

ii. Use of estimates and judgements:

The preparation of the financial statements, in conforming with IFRS, requires the use of judgements, estimates and assumptions in determining the value of assets and liabilities, income and expenses recorded for the year and positive and negative contingencies at year-end. Actual results in future financial statements may differ from current estimates due to changes in these assumptions or economic conditions.

The principal estimates and judgments are described below. Given their importance in the Company's financial statements, the impact of any change in assumption in these areas could be significant.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which these estimates are revised and in any future periods affected.

iii. Going Concern:

The company has ceased trading and the intention is to wind up the company since the balance sheet date. The financial statements have been prepared on a basis other than that of a going concern. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such were committed at the balance sheet date.

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CONSERVATION ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. STATEMENT OF ACCOUNTING POLICIES - continued

1.2 New accounting standards and interpretations

In the current financial year, the company has applied a number of new and revised IFRS, as set out below, that are mandatorily effective under IFRS, as endorsed by the EU, for accounting periods beginning on or after 1 January 2016. The application of these amendments to standards did not have a material impact on the Conservation Engineering Limited financial statements for 2016.

Standard/Amendment	Effective Date (as endorsed by the EU)	Endorsed by the EU
Annual Improvements to IFRS 2010-2012	1 February 2015	December 2014
Amendment to IAS 19 Defined Benefit Plans: Employee Contributions	1 February 2015	December 2014
Amendments to IAS 16 and IAS 41: Bearer Plants	1 January 2016	November 2015
Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations	1 January 2016	November 2015
Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016	December 2015
Annual Improvements to IFRSs 2012-2014 Cycle	1 January 2016	December 2015
Amendments to IAS 1: Disclosure Initiative	1 January 2016	December 2015
Amendments to IAS 27: Equity Method in Separate Financial Statements	1 January 2016	December 2015
Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception	1 January 2016	December 2015
IFRS 14 Regulatory Deferral Accounts	1 January 2016	n/a

A number of new standards, amendments to standards and interpretations are not yet effective for the financial year ended 31 December 2016 and have not been applied in preparing these financial statements. The application of these new standards, amendments and interpretations is either not expected to have a material impact on the financial statements or is still under assessment.

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CONSERVATION ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. STATEMENT OF ACCOUNTING POLICIES - continued

1.2 New accounting standards and interpretations – continued

IFRS 16 Leases was issued on 13 January 2016 with an IASB effective date of 1 January 2019 (not yet endorsed by the EU). This new standard will replace IAS 17 Leases (and associated interpretative guidance), and offers a new comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors.

The most significant change will be to lessee accounting, where the distinction between operating and finance leases is removed, and will effectively bring onto the balance sheet the accounting for assets and liabilities associated with operating leases. There will be no significant changes in respect of lessor accounting.

Standard/Amendment	IASB Effective Date¹	Endorsed by the EU
IFRS 15 Revenue from Contracts with Customers	1 January 2018	September 2016
IFRS 9 Financial Instruments	1 January 2018	November 2016
Amendments to IAS 40: Transfers of Investment Property	1 January 2018	(Outstanding)
IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration	1 January 2018	(Outstanding)
Annual Improvements to IFRS Standards 2014-2016 Cycle	1 January 2017/ 1 January 2018	(Outstanding)
Amendments to IFRS 4: Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts	1 January 2018	(Outstanding)
Amendments to IFRS 2: Classification and Measurement of Share-based Payment Transactions	1 January 2018	(Outstanding)
Amendments to IAS 7: Disclosure Initiative	1 January 2017	(Outstanding)
Amendments to IAS 12: Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2017	(Outstanding)
Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred indefinitely	n/a
IFRS 16 Leases	1 January 2019	(Outstanding)

¹ IASB date provided if not yet endorsed by the EU

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CONSERVATION ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. STATEMENT OF ACCOUNTING POLICIES - continued

1.3 Financial liabilities

Non-derivative financial liabilities

Trade and other payables

Trade and other payables are initially recorded at fair value, which is usually the original invoiced amount, and subsequently carried at amortised cost using the effective interest rate method. The carrying value of trade payables is approximately equal to fair value.

2. STATUTORY INFORMATION

The directors did not receive remuneration from the Company in either the current or prior year. The Company does not have any employees.

3. RISK MANAGEMENT

The financial risk management of the Company is fully integrated with the risk management function of the Group. As a result the policies and procedures used to manage the risk have been incorporated within those of the Group. The Directors consider that the Company's credit risk is minimal, as its exposure is limited to its holding company. The Directors consider that the Company's business is not exposed to any foreign exchange risk, market risk or liquidity risk. The Company's income and operating cash flows are substantially independent of changes in market interest rates.

4. CALLED UP SHARE CAPITAL PRESENTED AS EQUITY	2016 €'000	2015 €'000
Authorised:		
3,750,000 A ordinary shares of €1.25 each	4,688	4,688
1,250,000 B ordinary shares of €1.25 each	<u>1,563</u>	<u>1,563</u>
	<u>6,251</u>	<u>6,251</u>
Allotted, called up and fully paid:		
480,000 A ordinary shares of €1.25 each	600	600
160,000 B ordinary shares of €1.25 each	<u>200</u>	<u>200</u>
	<u>800</u>	<u>800</u>

The A and B ordinary shares rank pari passu.

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CONSERVATION ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

5. RETAINED EARNINGS

€'000

Balance at 31 December 2015	<u>954</u>
Capital Contribution (note 8)	(141)
Balance at 31 December 2016	<u>813</u>

6. TRADE AND OTHER PAYABLES

**2016
€'000**

**2015
€'000**

Current:

Amounts due to parent company

-

141

7. PARENT COMPANY

The ultimate parent undertaking and controlling party for which group financial statements are drawn up is Ervia. Copies of the group financial statements may be obtained from The Secretary, Ervia, Webworks, Eglinton Street, Cork.

8. RELATED PARTY TRANSACTIONS

At the year end the Company had the following balance with its parent company. This balance arose due to the transfer of contracts and a funding requirement. On 5 December 2016, this intercompany liability was forgiven by Ervia.

The following balances were outstanding at the end of the reporting year:

	2016 €'000	2015 €'000
Ervia (parent company)	<u>-</u>	<u>141</u>

9. SUBSEQUENT EVENTS

There have been no significant events affecting the company since the financial year end requiring disclosure in the financial statements.

10. APPROVAL OF FINANCIAL STATEMENTS

The directors approved the financial statements on 27/07/2017