

ENGIE Supply Holding UK Limited

Registered Number: 02706333

Report and Financial Statements

31 December 2016

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Directors

W J Petrie S D Pinnell P E Rawson

Secretary

S Gregory

Auditor

Ernst & Young LLP 2 St. Peter's Square Manchester M2 3EY

Bankers

Barclays Bank PLC 50 Pall Mall London SW1A 1QF

Registered Office

No 1 Leeds 26 Whitehall Road Leeds LS12 1BE

Directors' Report

The directors present their report and the company financial statements for the year ended 31 December 2016.

Principal activity

The principal activity of the company is that of a holding company.

Results and dividends

The results for the year, after taxation, amounted to a profit of £15,015,000 (2015: £39,244,000) a decrease in the year due to the level of dividend receipts. Of this, all is attributable to the members of the company.

Dividends are recognised in the accounts in the year in which they are paid, or in the case of a final dividend when approved by the shareholders.

Post Balance Sheet Events

A dividend of £8,000,000 was received on 14 June 2017. A dividend of £8,000,000 was paid on 14 June 2017 to Stopper Finance BV.

Going concern

The directors have considered the going concern basis and concluded that it is appropriate. In performing this assessment the directors have considered the forecasts for the company and its subsidiaries, together with the balance sheet strength of the company which includes cash and short term deposits of £34,367,000.

Directors

The directors who served during the year ended 31 December 2016 and subsequently were:

S D Pinnell

H S Berger (Resigned 1 January 2016)
A J Weiss (Resigned 1 January 2016)
W J Petrie (Appointed 1 January 2016)
P E Rawson (Appointed 1 January 2016)

Directors' and officers' liability insurance

The Company has made qualifying third party indemnity provisions for the benefit of its Directors, which were made during the year and remain in force at the date of this report, to indemnify them against certain liabilities which they may incur in their capacity as directors or officers of the Company, including liabilities in respect of which the Company is itself unable to provide an indemnity by virtue of Section 232 of the Companies Act 2006. These arrangements were in place in the previous reporting year.

Employees

The company has no employees. Activities of the company are performed by employees of its subsidiary company ENGIE Power Limited and the costs of such activities are not recharged to ENGIE Supply Holding UK Limited. These arrangements were in place in the previous reporting year.

Directors' Report (continued)

Auditor

Deloitte LLP resigned as auditor of the company on 9 November 2016. Ernst & Young LLP was appointed as the company's statutory auditor for 2016. The auditor will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

Directors' statement as to disclosure of information to the auditor

The directors who were members of the board at the time of approving the directors' report are listed on page 2.

Each of the persons who is a director at the date of approval of this report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

By order of the Board,

P E Rawson

Director

29 September 2017

Directors' Responsibilities Statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure 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 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 Financial Reporting Standard 101 Reduced Disclosure Framework has 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 corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Strategic Report

The directors present their Strategic report for the year ended 31 December 2016.

Business Review

ENGIE Supply Holding UK Limited's main activity is that of a holding company for six companies (see note 9). The three trading subsidiaries of ENGIE Supply Holding UK Limited, being ENGIE Power Limited, ENGIE Gas Limited and ENGIE Gas Shipper Limited, supply Gas and Electricity to industrial and commercial end-users.

The combined business trades in the UK B2B energy market as ENGIE. ENGIE aims to operate a friendly, customer-focused service, with a transparent approach to building commercial relationships that last. The business offers a portfolio of gas and electricity products suitable for all businesses, large and small. In addition to supplying energy ENGIE is a market leader in demand-side services and a growing provider of export contracts and Power Purchase Agreements (PPAs).

The results for the year, after taxation, amounted to a profit of £15,015,000 (2015: £39,244,000) a decrease in the year due to the dividend receipts. The company has not traded in the period.

The below data reflects the performance of the combined ENGIE Supply Holding UK business.

	Units	2016	2015	Movement
Electricity Revenues	£'000	840 _, 179	800,956	4.9%
Gas Revenues	£'000	286,275	343,970	(16.8)%
Reported Gross Margin Percentage	%	3.6	3.6	
Headcount	x 1	271	235	15.3%

ENGIE Supply Holding UK delivered higher electricity revenue in 2016 compared to 2015 due to increased volumes sold, and lower gas revenue driven by downward pressure on wholesale prices

The portfolio of customers remains strong and provides a firm foundation for the forthcoming year.

The net assets of the company at the end of 2016 were £53,350,000 (2015: £53,335,000). The year on year movement on net assets was due to the profits for the year.

Future Developments

Based on the results achieved this year, the directors are confident that the future prospects of the business are good.

The business is constantly developing the services and products to meet the changing needs of our customers and the evolving energy environment.

Strategic Report (continued)

Principal Risks and Uncertainties

The key risks are to the performance of the combined ENGIE Supply Holding UK Limited's subsidiary companies. The principal risks of the subsidiary companies are energy price volatility, credit risk, non-performance of information systems, political or regulatory change, reputation risk, business disruption, project risk and non-compliance.

Exposure to energy price risk is minimised by restricting quotation validity to limited underlying market price movements and by hedging sales with purchases at the point of contract acceptance. Electricity forward contracts are used to fix the price of future physical flows and thus provide greater certainty on future revenues and costs.

Credit risk is attributable to trade debtors and accrued income. The risk is controlled by review of customer creditworthiness and is mitigated through the use of credit insurance, customer prepayments, letters of credit and customer deposits.

The impact of systems failure is mitigated by ensuring system and application requirements are approved and managed in an appropriate manner and maintaining a disaster recovery solution. The group's Regulatory Affairs team monitor and provide active participation in consultation on legislative changes within the industry and the ensuring compliance with all relevant legislation.

There is a business continuity plan ready to be implemented in response to a critical business event.

There is a defined process relating to recruitment, selection and appraisal and seeks to invest in the future of employees by ensuring their development needs are identified through a personal development plan. Succession planning is in place identifying where our areas of risk exist and how we would bridge roles at risk

An Internal Control Review Project combined with a Continuous Improvement Programme was in place throughout the year. The combination of these two initiatives is the documentation of policies, procedures and key processes throughout the business with the objective of achieving a greater level of control, process consistency, efficiency and improvement

Treasury policies seek to reduce and minimise financial risk and ensure sufficient liquidity for foreseeable needs. The majority of transactions are in £ sterling, however where appropriate the group hedges foreign exchange transactions to minimise exposure to foreign exchange movements.

Strategic Report (continued)

Principal Risks and Uncertainties (continued)

There is a comprehensive budgeting system in place with an annual budget approved locally by the leadership team and also centrally by ENGIE SA. Management information systems provide the leadership team and directors with relevant and timely reports that identify significant deviations from approved plans and include regular re-forecasts for the year, in order to facilitate timely analysis and appropriate decisions and actions.

ENGIE SA group instruction manuals set out the policies and procedures with which the UK subsidiaries are required to comply. The leadership team are responsible for ensuring that the UK companies observe and implement the policies and procedures set out in the manual which is regularly reviewed and updated.

By order of the Board,

P E Rawson

Director

29 September 2017

Independent Auditor's Report

to the members of ENGIE Supply Holding UK Limited

We have audited the financial statements of ENGIE Supply Holding UK Limited for the year ended 31 December 2016 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, set out on page 5, 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). 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 Directors' Report and Strategic 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.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Independent Auditor's Report (continued)

Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have identified no material misstatements in the Strategic Report or Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

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Jennifer Hazlehurst (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor Manchester

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Profit and Loss Account

for the year ended 31 December 2016

	Note	2016 £'000	2015 £'000
Turnover Cost of sales		-	-
Gross profit		-	-
Administrative expenses	•	0	20
Operating profit		0	20
Interest receivable and similar income	5	23	226
Interest payable and similar charges Other operating income	6 8	(2) 15,000	39,000
Profit before taxation		15,021	39,246
Tax charge	7 '	(6)	(2)
Profit for the financial year		15,015	39,244

All amounts relate to continuing activities.

Statement of Comprehensive Income

at 31 December 2016

There was no other comprehensive income attributable to the shareholders of the company other than the profit for the year ended 31 December 2016 of £15,015,000 (2015: £39,244,000).

Balance Sheet at 31 December 2016

The Lands	Note	2016 £'000	2015 £'000
Fixed assets Investments in subsidiaries	9	4,604	4,604
		4,604	4,604
Current assets Debtors due within one year Intercompany Cash Sweep	10	38,852 34,367	20,343 28,439
Total current assets		73,219	48,782
Current liabilities Creditors due within one year Current tax liability	11 11	24,469 4	51
Total liabilities		24,473	51
NET CURRENT ASSETS		48,746	48,731
Total assets less current liabilities		53,350	53,335
NET ASSETS		53,350	53,335
Capital and reserves Called up share capital Profit and loss account	12	51,901 1,449	51,901 1,434
TOTAL SHAREHOLDERS' FUNDS	·	53,350	53,335

The financial statements with a registration number of 02706333 were approved by the board of directors and authorised for issue on 28 September 2017. They were signed on its behalf by:

P E Rawson

Director 1

29 September 2017

Statement of Changes in Equity

for the year ended 31 December 2016 and 31 December 2015

	Share capital (note 12)	Profit and loss account	Total
	£'000	£'000	£'000
At 1 January 2015	51,901	1,190	53,091
Total comprehensive profit for the year	-	39,244	39,244
Dividend paid		(39,000)	(39,000)
At 31 December 2015	51,901	1,434	53,335
Total comprehensive profit for the year	-	15,015	15,015
Dividend paid	-	(15,000)	(15,000)
At 31 December 2016	51,901	1,449	53,350

Notes to the Financial Statements

at 31 December 2016

1. Authorisation of financial statements and statement of compliance with IFRSs

The financial statements of ENGIE Supply Holding UK Limited (the 'company') for the year ended 31 December 2016 were authorised for issue by the board of the directors on 28 September 2017 and the balance sheet was signed on the board's behalf. ENGIE Supply Holding UK Limited is a private limited company incorporated and domiciled in England & Wales.

Basis of Preparation

No new and revised Standards and Interpretations have had a significant impact on the accounts during the current year.

The financial statements have been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council. This transition has not had a material effect on the financial statements..

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to cashflow statements, share-based payment, financial instruments, capital management, presentation of comparative information in respect of certain assets, standards not yet effective, impairment of assets, related party transactions, and compensation of key management personnel.

Where required, equivalent disclosures are given in the group accounts of ENGIE SA. The group accounts of ENGIE SA are available to the public and can be obtained as set out in note 14.

The principal accounting policies adopted by the company are set out in note 2.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

The company financial statements are presented in Pounds Sterling because that is the currency of the primary economic environment in which the company operates and all values are rounded to the nearest thousand Pounds Sterling (£'000) except when otherwise indicated.

The company is a subsidiary of its ultimate parent ENGIE SA. It is included within the consolidated financial statements of ENGIE SA which are publicly available and is therefore exempt from the requirement to prepare consolidated accounts.

Going concern

The directors have considered the going concern basis and concluded that it is appropriate. In performing this assessment the directors have considered the forecasts for the company and its subsidiaries, together with the balance sheet strength of the company which includes cash and short term deposits of £34,367,000.

2. Accounting Policies

Significant accounting policies

Impairment of non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimate of future cash flows have not been adjusted. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses on continuing operations are recognised in the profit and loss account in those expense categories consistent with the function of the impaired asset.

For assets where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined, net of depreciation, had no impairment losses been recognised for the asset or cash generating unit in prior years. A reversal of impairment loss is recognised immediately in the profit and loss account.

Management consider the impairment of non-financial assets to be a critical accounting judgement.

Cash at bank and in hand

Cash at bank and in hand deposits in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less.

Income taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- Where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the profit and loss account.

2. Accounting Policies (continued)

Revenue recognition

Interest income

Interest income is recognised as interest accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

Operating Profit

Operating profit is stated before investment income, interest income and interest payable.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less, where appropriate, provisions for impairment.

Dividends Paid

Dividends are recognised in the accounts in the year in which they are paid, or in the case of a final dividend when approved by the shareholders.

3. Auditor's Remuneration

Fees payable to the auditor and their associates for the audit of the company's annual accounts were £1,000 (2015: £1,000 paid to Deloitte). Fees are paid on the company's behalf by a group undertaking.

There were no fees payable to the auditor for non-audit services (2015: Nil).

4. Staff costs

Staff who perform services for the company are employed by ENGIE Power Limited and their costs are not recharged to ENGIE Supply Holding UK Limited.

This arrangement was in place for the previous financial year

5. Interest receivable and similar income

	2016 £'000	2015 £'000
Interest receivable on deposits with group undertakings Other interest income	23	226 -
	23	226
6. Interest payable and similar charges		
	2016 £'000	2015 £'000
On loans from group undertakings 'Other Interest Paid	2	- -
	2	-

7. Tax on profit on ordinary activities

Tax charge	2016 £'000	2015 £'000
- in a state of the state of th	•	
Current income tax:		
UK corporation tax on profits of the year	-	-
Group relief payable	4	50 (48)
Adjustments in respect of previous periods	2	(48)
Total current income tax	6	2
Deferred tax:		
Deferred income tax relating to the origination and reversal of temporary differences	· -	
Tax charge in the profit and loss account	, 6	2
Reconciliation of tax charge		
•	2016 £'000	2015 £'000
Profit before tax	15,021	39,246
Profit multiplied by standard rate of corporation tax 20% (2015: 20.25%)	3,004	7,947
Adjustments in respect of prior periods – current tax	2	(48)
Tax effect of non-deductible or non-taxable items Change in deferred tax rate	(3,000) -	(7,897) -
Tax charge in the profit and loss account	6	2

The standard rate of UK corporation tax reduced from 21% to 20% from 1 April 2015 in accordance with the Finance Act 2013.

Changes to UK corporation tax rates were substantively enacted as part of the Finance Bill 2015 (on 26 October 2015) and the 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

8. Dividends

•	2016 £'000	2015 £'000
Dividend received from subsidiary (29p per share; 2015: 74p per share).	15,000	39,000
	15,000	39,000
Amounts recognised as distributions to equity shareholders in the period:	· .	
Final dividend for the year ended 31 December 2015 declared on 15/03/2016 and paid on 18/03/2016 (equivalent to 29p per share, 2015: 74p per share)	15,000	39,000

An interim dividend of £8,000,000 for the year ended 31 December 2016 was declared and authorised on 13 June 2017 and paid on 14 June 2017

9. Investments in subsidiaries

Shares in subsidiary undertakings	Total £'000
Cost At 1 January 2016 and 1 January 2015	4,604
31 December 2016 and 31 December 2015	4,604
•	

The company's subsidiary undertakings at 31 December 2016 are listed below:

Held directly	Country of incorporation	Class of shares held	Proportion held by the company
ENGIE Gas Shipper Limited (1) ENGIE Gas Limited (2) ENGIE Power Limited (2) ENGIE Home Limited (3) Engie Shotton Limited (4) International Power Retail Supply Company (UK) Limited (5)	England and Wales England and Wales England and Wales England and Wales England and Wales England and Wales	Ordinary Ordinary Ordinary Ordinary Ordinary Ordinary	100% 100% 100% 100% 100% 100%
Held Indirectly	Country of incorporation	Class of shares held	Proportion held indirectly by the company
IPM Energy Retail Limited (6)	England and Wales	Ordinary	100%

- (1) The principal activity is as an agent in the purchase and management of gas distribution costs for Engie Gas Limited
- (2) The principal activities of the subsidiaries are the purchase, supply and management of natural gas and electricity to industrial and commercial customers.
- (3) The subsidiary is dormant.
- (4) The principal activity of the subsidiary was the generation of electricity, operations ceased during 2012.
- (5) The subsidiary is a holding company.
- (6) The subsidiary is wholly owned by International Power Retail Supply Company (UK) Limited.

10. Debtors due within one year

	2016 £'000	2015 £'000
Amounts owed by subsidiary undertakings Other tax and social security debtors	38,852	10,006 10,337
- -	38,852	20,343
11. Creditors due within one year		
	2016 £'000	2015 £'000
Other creditors	-	2
Amounts owed to subsidiary undertakings	2,101	-
Other tax and social security creditors Current tax liability	22,368 .4	49
-		
=	24,473	51
12. Share capital		
	2016 £'000	2015 £'000
Authorised	2 000	
52,500,000 ordinary shares of £1 each	52,500	52,500
Called up; allotted and fully paid		
51,900,792 ordinary shares of £1 each	51,901	51,901

13. Related party transactions

Director's Remuneration

No remuneration was paid by ENGIE Supply Holding UK Limited to directors during the years ended 31 December 2016 and 31 December 2015 in respect of services to the company. Directors who perform services for the company are employed by other group companies and their costs are not recharged to the company.

14. Controlling party

The company's immediate parent undertaking is Stopper Finance BV, a company registered in The Netherlands and subsidiary undertaking of ENGIE SA. The accounts of ENGIE Supply Holding UK Limited are consolidated within the Financial Statements of ENGIE SA which is the smallest and largest set of consolidated accounts to include this entity.

The ultimate controlling parent undertaking of the group of undertakings for which group financial statements are drawn up, and of which the company is a member, is ENGIE SA, a company registered in France. Copies of ENGIE SA's group financial statements can be obtained from ENGIE SA, Tour T1, 1 place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense, France.