ENGIE Supply Holding UK Limited

Registered Number: 02706333

Reports and Financial Statements

31 December 2020

Directors

G R Leith (appointed 8 February 2022)
R J Wells (appointed 1 July 2021)
V Verbeke (appointed 1 July 2021)

Auditor

Ernst & Young LLP
20 Chapel Street
Liverpool
L3 9AG

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 2020.

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 £3,775,000 (2019: £163,000) an increase in the year due to a dividend received from its subsidiary company ENGIE Shotton Limited. During the year the Company neither made, declared or paid any dividends (2019 – same). Of the results for the year, all is attributable to the members of the Company.

Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the period to 31 May 2023. They therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

Base case projections were prepared and reviewed at a divisional level including the Company and its subsidiaries as it is this group which collectively transacts the energy supply activities for ENGIE S.A. in the UK. Cash balances are maintained at a divisional level and cash is held both within bank accounts and on reserve at ENGIE S.A. subsidiary ENGIE Treasury Management.

Most cash held by the Company at the balance sheet date, and at the time of the financial statements being approved, is held on reserve at ENGIE Treasury Management under a current account agreement. ENGIE Treasury Management is a 100% owned subsidiary of the Company's ultimate parent company ENGIE S.A.

The directors consider the cash held by ENGIE Treasury Management readily accessible when required by the Company. The obligation of ENGIE Treasury Management to provide this access is unconditionally guaranteed by the ultimate parent company ENGIE S.A. The directors have obtained written confirmation that this guarantee remains in place at the time of the financial statements being approved and that, should it be revoked in the period to 31 May 2023, the guarantee will remain in place indefinitely for any liabilities which exist at the point of revocation.

Both the Company and the division have no external debt. An internal divisional overdraft facility provided by ENGIE Treasury Management for up to £20m is uncommitted, and so has not been considered further within the assessment.

The Company has, in 2022, arranged a letter of support of £366m available for the division up to 30th June 2023 provided by the ultimate parent company ENGIE S.A. This facility is not currently in use and is regarded as readily available cash by the directors for the purpose of the going concern assessment.

Certain trade debtors within ENGIE Power Limited and ENGIE Gas Limited are factored through an external debt factoring agreement with Banco Santander, S.A. This agreement is committed for a period of 30 days, with both parties able to terminate the agreement with 30 days' notice. The agreement has an aggregate limit of £150m. The cash flow projections have been modelled assuming the debt factoring facility remains in place. In order to ensure this is valid, the directors have obtained a letter of support from ENGIE S.A, that notes that, should the external debt factor withdraw the facility, the facility aggregate limit be reached, or one or more customer approval limits be reached, it will provide them with access to any necessary working capital facility up to a maximum aggregate amount of £263m but only to the extent that money is not otherwise available to the Company to meet such liabilities. Such support can take the form of intra-group lending, overdraft facilities, credit support or other support, whether directly or through other subsidiaries of the ENGIE group, in each case as ENGIE S.A. sees appropriate to meet the Company's working capital requirements. This confirmation is in place until 30 June 2023.

Directors' Report (continued)

Going concern (continued)

The division trades gas and electricity with ENGIE Global Markets, a wholly owned subsidiary of ENGIE S.A. A margin call agreement is in place between ENGIE Global Markets and the division to cover both parties from exposures resulting from unsettled trades. The margin call operates in both directions, i.e. the cash balance could favour either party depending on the polarity of the aggregate exposure. Whenever the margin call favours ENGIE Global Markets, the division is required to place cash with ENGIE Global Markets. The division has a facility provided by its ultimate parent company ENGIE S.A. to assist the division in meeting the cash requirements of the facility up to a value of £235m which is committed up to and including 30th June 2023. The directors are confident this will enable the division to continue to meet its obligations. The directors have calculated the plausible worst case cash requirement for the margin call for the going concern review period as £170m, the committed facility of £235m therefore provides a headroom of 38%. The plausible worst case assumes the supply portfolio remains stable and assumes the prevailing energy prices persist to the end of 2022 and then fall to the lowest levels seen for the last five years.

Base case projections were approved in September 2021 and are still considered relevant. These forecasts have been applied from the 31st December 2021 position. Actual cash at 30th April 2022 was lower than the base case projections due to working capital variances, predominantly due to delays in debtor receipts and increased security requests, driven in part by the increased energy prices. The directors consider that these variances will reverse over the going concern period and that the £366m letter of support provides sufficient headroom to enable these cash outflow risks to be adequately covered. It was concluded that no changes were required to the base case projections prepared in August 2021.

The directors have considered the forecast period to 31 May 2023, with the key assumptions being:

Operating cashflows: Operating cashflows have been projected on the assumption that the division will continue its existing commercial activities over the review period with no material changes to the division's systems, processes and people. Consumption levels of supply customers and divisional sales performance are assumed to have materially recovered to levels observed before Covid 19.

Working capital cashflows: Working capital cashflows have been projected on the assumption that the division will maintain its existing credit terms with both customers and suppliers. The timing of ongoing indirect tax cashflows including VAT and Climate Change Levy are assumed to remain unchanged. It is assumed that no Covid 19 related governmental support will be obtained by the division during the review period.

Financing cashflows: the division has no external debt at the present date and is assumed to remain debt free over the review period.

Investment cashflows: a modest level of capital investment equivalent to 2 months' worth of operating costs is assumed during the review period. The investments assumed relates to maintenance of the division's IT systems. It is assumed that no disposals will take place during the period. No dividend payments are forecast in the going concern period.

Consideration has been given to climate change impacts and the current geopolitical circumstances in respect of Russia and Ukraine, and these are not considered to impact the company during the going concern period.

The base case indicates the division has a substantial level of headroom liquidity to continue its operations for the period to 31 May 2023. The level of headroom liquidity in the base case is equivalent to 174 months' worth of operating costs.

The directors have reviewed a downside projection which represents a plausible worst-case scenario. This downside projection assumes a sixfold increase in bad debts, removes projected new business wins, assumes 20% fall in renewal performance, assumes a 25% increase in mid-month working capital requirements, includes an allowance for expected mutualisation costs, where they cannot be recharged to customers, created from the failure of other suppliers and assumes the working capital timing impacts observed at 30th April 2022 persist over the review period. In this downside scenario the headroom liquidity is equivalent to 17 months' worth of operating costs. This ignores the liquidity provided by the newly arranged £366m letter of support, which is assumed to cover those working capital timing impacts observed at 30th April 2022 and any similar cash outflow risks that might arise during the going concern period.

Directors' Report (continued)

Going concern (continued)

The directors have also performed a reverse stress test to assess the level of unforeseen cash requirements that the division could withstand before it would experience liquidity issues over the period to 31 May 2023. The directors consider the level of unforeseen cash requirements necessary to create liquidity issues for the company as implausible. Assuming they materialise evenly over the review period, the unforeseen cash impact required to create liquidity issues, including utilisation of the £366m letter of support, is equivalent to 188 months of operating costs or a 610% fall in gross margins over the review period.

Having carefully considered the base case, downside projection, current trading and trends since the year end, and the letter of support and confirmations received from ENGIE S.A., the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the period to 31 May 2023. Therefore, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors

The Directors who served during the year ended 31 December 2020 and subsequently were:

G R Leith (appointed 8 February 2022)
K A Dibble (resigned 7 February 2022)
R J Wells (appointed 1 July 2021)
V Verbeke (appointed 1 July 2021)
A M Pollins (appointed 1 April 2020, resigned 30 June 2021)
N E Lovett (resigned 30 June 2021)
S D Pinnell (resigned 31 March 2020)

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.

Financial Instruments

The company does not have any financial instruments other than cash and short-term debtors and creditors (2019 – same).

Auditor

The auditor will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

Directors' Report (continued)

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,

DocuSigned by:

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R J Wells

Director

27th May 2022

Directors' Responsibilities Statement

The Directors are responsible for preparing the Directors' Report, Strategic 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 2020.

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 2017 the Company's subsidiary undertaking ENGIE Power Limited began trading in the Home Energy market however, Engie Power Limited sold its UK residential gas and electricity supply business to Octopus Energy Limited in January 2020 and as such will no longer be active in this market place.

The Directors do not feel that the financial position of the business will be materially affected by the decision to sell its UK residential gas and electricity supply business. Total Revenue generated from the Home Energy portion of the business offering constituted £65.3 million, £86.5 million and, £10.1 million in the year ended 31 December 2018, 2019 and 2020 respectively.

The results for the year, after taxation, amounted to a profit of £3,775,000 (2019: £163,000) an increase in the year due to a dividend received from its subsidiary ENGIE Shotton Limited following its liquidation. The Company has not traded in the period.

The Director's have taken careful consideration over the impact of COVID-19 on the Group's portfolio of customers, and remain confident that although the results for the Group for the year ended 31 December 2020 were adverse against other years, there is still a firm foundation for the years to follow.

The net assets of the Company at the end of 2020 were £57,393,000 (2019: £53,618,000). 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 and with careful consideration of the impact of COVID-19 on the year ended December 2021 and recovery of supply customers consumption levels coinciding with the easing of government restrictions, the Directors remain confident in the future prospects of the Group.

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

Statement of corporate governance arrangements

The company is part of the ENGIE Retail group, and report to the ENGIE Global Energy Management (GEM) Management team and Board. ENGIE Retail incorporates ENGIE Supply Holding UK Limited, ENGIE Power Limited, ENGIE Gas Limited, ENGIE Gas Shipper Limited, IPM Energy Retail Limited and International Power Retail Supply Company (UK) Limited.

Purpose and leadership

All ENGIE Retail companies share the common purpose 'to act to accelerate the transition towards a carbon-neutral economy', under the leadership of ENGIE Group Executive Committee. ENGIE's ambition is to become the world leader in the zero-carbon transition "as a service" for our customers. In the UK, this purpose and ambition is articulated as 'making zero carbon happen' for customers which is achieved through combining energy, services and regeneration activities for the benefit of individuals, businesses and communities.

Strategic Report (continued)

Statement of corporate governance arrangements (continued)

Directors responsibilities

Whilst the boards of directors do not apply any specific code of corporate governance, the directors are confident that the alternative arrangements, which have been in place and were operational throughout the financial year, are sufficient to ensure effective management of the company and the ENGIE Retail group and interaction with its members and stakeholders. These alternative arrangements consist of a combination of the following:

- a board of directors, composed of directors with in-depth knowledge of the company and the sectors it operates in;
- clearly documented delegations of authorities governing the performance of both day to day and key activities;
- oversight and guidance by an "Executive Team" of which all the officers of the company form part, that oversees ENGIE's activities in the UK and which sets the strategy for the long-term success of the group;

Opportunity and risk

Risk and opportunity management is owned at the highest level of the business; the directors have an Energy Supply UK risk committee which reviews UK risks and the measures taken to mitigate these. The committee identifies environmental and societal issues and transforms them into opportunities for the business as well as managing environmental, social and governance (ESG) risks associated with the company's activities that relate to the environment, local and international acceptability, health and safety, human resources management, ethics and governance.

Within the company, individual contracts are required to produce contract-specific aspects and impacts registers which identify risks and opportunities and include mitigation measures. Any activities that are deemed significant post-mitigation must have further actions identified and implemented to manage the associated risks.

Remuneration

The ENGIE board of directors renumeration is reviewed by the remuneration committee and was deemed to be fair, proportionate and timely in relation to corporate performance, in comparison with peers and in ratio with employees' pay and benefits.

The salary of all Executives in the UK is set by the parent company, ENGIE S.A., and aims to support long-term success by linking in bonus, salary increases and long-term incentives to a set number of financial and managerial targets, along with a view on market positioning. The same approach to bonus and salary is used for employees below the executive level (where eligible).

Stakeholder relationships and engagement

When managing stakeholder relationships, all activity adheres to ENGIE's Ethics Policy and Gifts and Hospitality Policy, with governance from a ENGIE Retail level Ethics Officer.

Directors' statement of compliance with duty to promote the success of the company (under section 172 (1) of the companies act 2006)

The directors view the company's key stakeholders to be the environment and community, customers, employees, regulators, government, and suppliers.

The directors' actions are also guided by ENGIE's core values: Bold, Open, Caring and Demanding, which help define the ENGIE Retail companies' strategies and targets.

The directors monitor the performance of ENGIE Retail Group against annual objectives.

Strategic Report (continued)

Statement of corporate governance arrangements (continued)

Directors' statement of compliance with duty to promote the success of the Company (under section 172 (1) of the companies act 2006) (continued)

The directors utilise a full range of communication channels managed at the ENGIE Retail level to engage with stakeholders. These include face to face meetings, forums and events, reports and other written materials, as well as through public relations activity, targeted digital content and social media.

Environment and Community

The directors see benefit in reducing the direct environmental impacts of its operations, as well as in supporting its customers in efforts to drive lower carbon outcomes. In 2020 ENGIE Retail took steps to improve its corporate environmental performance an example of which was the move to increase the usage of video conferencing to reduce the amount of employee travel.

The directors recognised that the global action taken to limit the spread of COVID-19 has provided a glimpse of a greener future, with lower energy consumption and carbon emissions significantly reducing pollution levels, improving air quality, and improving air quality during the first lockdown period. They supported the steps taken by ENGIE to endorse a CBI letter to the Prime Minister regarding Sustainable and Resilient Recovery post COVID-19 supporting business action on green revolution.
Work was carried out in 2020 to develop the ENGIE Zero Carbon Roadmap to support the delivery of their purpose Making Zero Carbon Happen.

Customers

The directors recognise that maintaining positive relationships with customers is a major driver to performance in the sector, ensuring strong levels of retention and providing broader business opportunities. The directors directly engage with ENGIE Retail key customers at a strategic level in order to build partnerships, understand changing requirements and help to improve ENGIE Retail's products and services. The directors also work to ensure that the culture of ENGIE Retail has a strong customer focused ethos, investing in its systems and people to continually improve the customer experience.

Providing excellent customer service is a key focus for ENGIE Retail. Industrial and Commercial customers have a designated account manager who ensures the customers are on an appropriate product and ensure that bills are understood. Advice is also provided to customers directly and via webinars, on industry and regulatory developments.

The main ENGIE Retail Customer Service team is situated in Newcastle and consists of frontline advisors, team leaders and an operations manager. All teams have their own individual targets and objectives whilst across Customer Service there are "Customer First KPI's" which are monitored and measured throughout each month.

Strategic Report (continued)

Directors' statement of compliance with duty to promote the success of the Company (under section 172 (1) of the companies act 2006) (continued)

Employee involvement and engagement

The directors believe in the importance of an engaged and well-motivated employee base in achieving our overall business objectives. Employee involvement in ENGIE Retail is encouraged, and engagement levels are tracked through regular employee surveys. Achieving a shared purpose and common awareness on the part of all employees of the financial and economic factors affecting the company plays a material role in improving its performance.

The directors regularly communicate with ENGIE Retail employees on matters of concern to them, and consult with them or their representatives, in order that their views are considered where company developments may affect their interests. This is achieved through regular meetings between management and elected employee representatives, company-wide web presentations, leadership blogs, intranet news articles and mails to employees' home addresses.

ENGIE Retail also encourages the involvement of employees to optimise company and ENGIE group performance through wider employee share ownership utilising the group's Link Employee Share Purchase Plan.

ENGIE Retail offers and actively promotes development opportunities at all levels. There are focussed programmes for the highest potential talent, which are aligned to the succession planning process. Succession plans and pools for business-critical roles are regularly reviewed, developing internal and external development plans to ensure a sustainable pipeline of talent.

Regulators and Government

ENGIE Retail operates in a highly regulated market, which is subject to a regular flow of government policy consultations, and regulatory developments. Depending on their nature, policy and regulatory changes may provide opportunities or pose risk to ENGIE Retail's operations.

The directors place strong emphasis on compliance with regulations, including with the terms of its relevant licences, and understands the need to demonstrate good performance to, and foster good relationships with, Ofgem, the industry regulator, government, and industry code administrators.

ENGIE Retail has a designated Regulation Director who is responsible for a proactive engagement plan with these stakeholders to facilitate those relationships and understand the expectations that are critical to the business.,

This includes regular meetings with the Department for Business, Energy & Industrial Strategy investor relations, direct involvement in key industry change proposals, responses to policy and regulatory consultations, and engagement with relevant trade associations. The directors regularly attend senior level meetings with BEIS and Ofgem.

Suppliers

ENGIE's suppliers are fundamental to the running of the business from both an operational and regulatory perspective. ENGIE Retail complies with the payment policies and performance regulations introduced by the government in April 2017 which involves submitting supplier payment data on a half-yearly basis.

Although this is the regulatory requirement, the results of the payment performance are monitored by the directors and used to set objectives to encourage ongoing improvement.

The ENGIE Retail directors maintain high standards of business conduct by ensuring that activities of the ENGIE Retail companies of ENGIE are in line with ENGIE's Ethics Charter, policies and codes of conduct. The overarching Ethics Charter includes a zero tolerance for all forms of corruption and is supplemented with a range of more specific policies and practical guidelines which deal with areas such as supplier relationships, conflicts of interest and gifts and hospitality. All Board members have received training in this respect.

Strategic Report (continued)

Directors' statement of compliance with duty to promote the success of the Company (under section 172 (1) of the companies act 2006) (continued)

Long term consequences of decisions made in year

In 2020 the business exited the UK B2C supply market and disposed its residential gas and electricity supply business. No other material principal decisions were taken in 2020 that impact either the strategic direction of the business or the major stakeholders of the business.

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 COVID-19, energy price volatility, credit risk, non-performance of information systems, political or regulatory change and non-compliance, climate change, reputation risk, business disruption, failing to attract, retain and motivate staff, Brexit and project risk.

COVID-19

With regard to the COVID-19 pandemic, being a non-trading holding company, the Company's business has not been significantly impacted by government restrictions on its own working practices however the pandemic has had an adverse impact upon the Engie Retail UK Group's main trading entities (being Engie Gas Limited and Engie Power Limited) revenues, profits and cash flows for the financial year ended 31 December 2020 as a result of customers being affected by either full or partial shutdown of operations.

Government regulations have continued to change as the pandemic has evolved over time and any further impacts on future cash flows or the carrying value of assets is being closely monitored by the Directors and with the forecasts that have been prepared in order to assess the future results of the business.

Energy price volatility

Exposure within Engie Retail 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

The company's credit and liquidity risk is principally attributed to amounts owed from fellow group and subsidiary companies. The Group operates a cash pooling facility which allows the company to draw down funds against these balances when required to meet its obligations.

Non-performance of information systems

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.

Political or regulatory change and non-compliance

Engie Retail operates in a highly regulated market, which is subject to a continuous flow of government policy interventions, and regulatory developments. Depending on their nature, policy and regulatory changes may provide opportunities or pose risk to Engie Retail's operations.

The group's Regulatory Affairs team monitor and provide active participation in consultation on legislative changes within the industry and the company ensures compliance with all relevant legislation.

Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Climate change risk

In order to help the company monitor and manage its exposure to climate change risk, the company includes a climatic component to our stress tests looking at our downstream risks, as well as an increased focus on monitoring our intermittency risk from our solar and wind upstream contracts

Reputation risk

ENGIE SA Group instruction manuals set out the policies and procedures with which the UK subsidiaries are required to comply. The directors' 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.

Business disruption

The Company has a business continuity plan ready to be implemented in response to a critical business event.

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.

Failing to attract, retain and motivate staff

Engie Retail has 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.

Project risk

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.

Brexit

On the 31 December 2020 the UK withdrew from the EU Single Market and Customs Union and this poses a risk due to changes to the activities of customers which may be affected by the withdrawal. However, to date the company has not observed any material adverse impacts to customer activities as a result of the withdrawal. The company engages directly with customers, and employs a Regulation Director who has regular contact with government bodies, to ensure that any impacts, both direct and indirect, on the business is known as soon as possible and necessary steps are taken to mitigate potential risk.

By order of the Board,

DocuSigned by:

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R J Wells

Director

27th May 2022

Independent Auditor's Report

to the members of ENGIE Supply Holding UK Limited

Opinion

We have audited the financial statements of ENGIE Supply Holding UK Limited for the year ended 31 December 2020 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, 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 101 "Reduced Disclosure Framework (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 2020 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. 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.
Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 31 May 2023.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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 contained within the annual report.

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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have 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 Strategic Report or Directors' Report.

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.

Responsibilities of directors
As explained more fully in the Directors' Responsibilities Statement set out on page 7, 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 is 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.

Independent Auditor's Report (continued)

to the members of ENGIE Supply Holding UK Limited

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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are those that relate to the reporting framework (United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework") and the relevant direct and indirect tax compliance regulations in the United Kingdom.
- We understood how the company is complying with those frameworks by making enquiries of management. We corroborated our enquiries through our review of board minutes and consideration of the results of our audit procedures across the company.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by assessing the risk of fraud absent of controls, and then identifying controls which are in place at an entity level and whether the design of these controls is sufficient for the prevention and detection of fraud, utilising internal and external information to perform our fraud risk assessment. We considered the risk of fraud through management override and considered the design and implementation of controls at the financial statement level to prevent this, as well as incorporating data analytics across manual journal entries into our audit approach.
- Based on this understanding we designed our audit procedures to identify non-compliance with the laws and regulations identified in the paragraphs above. Our procedures involved: journal entry testing, with a focus on journals meeting our defined risk criteria based on our understanding of the business; enquiries of company management; and challenging the assumptions and judgements made by management by reading third party evidence wherever possible. We also involved internal specialists as appropriate.

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.

Independent Auditor's Report (continued)

to the members of ENGIE Supply Holding UK Limited

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.

Ernst + Young LLP

Jennifer Hazlehurst (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Liverpool
27 May 2022

Profit and Loss Account
for the year ended 31 December 2020

	Note	2020 £'000	2019 £'000
Administration expenses		(2)	(1)
Operating loss	3	(2)	(1)
Interest receivable and similar income	6	43	202
Dividends received	7	3,738	-
Profit before taxation		3,779	201
Tax charge	8	(4)	(38)
Profit for the financial year		3,775	163

All amounts relate to continuing activities.

Statement of Comprehensive Income
at 31 December 2020

There was no other comprehensive income attributable to the shareholders of the Company other than the profit for the year ended 31 December 2020 of £3,775,000 (2019: £163,000). Accordingly a separate Statement of Comprehensive Income has not been prepared.

Balance Sheet
at 31 December 2020

	Note	2020 £'000	2019 £'000
Fixed assets			
Investments in subsidiaries	9	4,604	4,604
		4,604	4,604
Current assets			
Debtors due within one year	10	57,055	33,743
Intercompany Cash Sweep		26,297	26,935
Total current assets		83,352	60,678
Current liabilities			
Creditors due within one year	11	30,497	11,602
Current tax liability		66	62
Total liabilities		30,563	11,664
NET CURRENT ASSETS		52,789	49,014
Total assets less current liabilities		57,393	53,618
NET ASSETS		57,393	53,618
Capital and reserves			
Called up share capital	12	51,901	51,901
Profit and loss account	13	5,492	1,717
TOTAL SHAREHOLDERS' FUNDS		57,393	53,618

The financial statements with a registration number of 02706333 were approved by the board of Directors and authorised for issue on 27 May 2022. They were signed on its behalf by:

DocuSigned by:

BDBA95524A46441...

R J Wells

Director

27th May 2022

Statement of Changes in Equity

for the year ended 31 December 2020

	Share capital (note 12) £'000	Profit and loss account £'000	Total £'000
At 1 January 2019	51,901	1,554	53,455
Total comprehensive profit for the year	-	163	163
At 31 December 2019	51,901	1,717	53,618
Total comprehensive profit for the year	-	3,775	3,775
At 31 December 2020	51,901	5,492	57,393

Notes to the Financial Statements

at 31 December 2020

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 2020 were authorised for issue by the board of the Directors on 27 May 2022 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

The financial statements have been prepared in accordance with FRS101 "Reduced Disclosure Framework" and interpretations in force at the reporting date.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, in the year ended 31 December 2012 the Company underwent transition from reporting under IFRSs adopted by the European Union to FRS 101 as issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

(a) the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based Payment, because:

(i) the share based payment arrangement concerns the instruments of another Group entity;

(b) the requirements of IFRS 7 Financial Instruments: Disclosures

(d) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:

(i) paragraph 79(a)(iv) of IAS 1;

(e) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements;

(f) the requirements of IAS 7 Statement of Cash Flows;

(g) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;

(h) 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 any subsidiary which is a party to the transaction is wholly owned by such a member; and

(i) the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

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, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the period to 31 May 2023. They therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

Notes to the Financial Statements (continued)

At 31 December 2020

1. Basis of Preparation (continued)

Going concern (continued)

Base case projections were prepared and reviewed at a divisional level including the Company and its subsidiaries as it is this group which collectively transacts the energy supply activities for ENGIE S.A. in the UK. Cash balances are maintained at a divisional level and cash is held both within bank accounts and on reserve at ENGIE S.A. subsidiary ENGIE Treasury Management.

Most cash held by the Company at the balance sheet date, and at the time of the financial statements being approved, is held on reserve at ENGIE Treasury Management under a current account agreement. ENGIE Treasury Management is a 100% owned subsidiary of the Company's ultimate parent company ENGIE S.A.

The directors consider the cash held by ENGIE Treasury Management readily accessible when required by the Company. The obligation of ENGIE Treasury Management to provide this access is unconditionally guaranteed by the ultimate parent company ENGIE S.A. The directors have obtained written confirmation that this guarantee remains in place at the time of the financial statements being approved and that, should it be revoked in the period to 31 May 2023, the guarantee will remain in place indefinitely for any liabilities which exist at the point of revocation.

Both the Company and the division have no external debt. An internal divisional overdraft facility provided by ENGIE Treasury Management for up to £20m is uncommitted, and so has not been considered further within the assessment.

The Company has, in 2022, arranged a letter of support of £366m available for the division up to 30th June 2023 provided by the ultimate parent company ENGIE S.A. This facility is not currently in use and is regarded as readily available cash by the directors for the purpose of the going concern assessment.

Certain trade debtors within ENGIE Power Limited and ENGIE Gas Limited are factored through an external debt factoring agreement with Banco Santander, S.A. This agreement is committed for a period of 30 days, with both parties able to terminate the agreement with 30 days' notice. The agreement has an aggregate limit of £150m. The cash flow projections have been modelled assuming the debt factoring facility remains in place. In order to ensure this is valid, the directors have obtained a letter of support from ENGIE S.A, that notes that, should the external debt factor withdraw the facility, the facility aggregate limit be reached, or one or more customer approval limits be reached, it will provide them with access to any necessary working capital facility up to a maximum aggregate amount of £263m but only to the extent that money is not otherwise available to the Company to meet such liabilities. Such support can take the form of intra-group lending, overdraft facilities, credit support or other support, whether directly or through other subsidiaries of the ENGIE group, in each case as ENGIE S.A. sees appropriate to meet the Company's working capital requirements. This confirmation is in place until 30 June 2023.

The division trades gas and electricity with ENGIE Global Markets, a wholly owned subsidiary of ENGIE S.A. A margin call agreement is in place between ENGIE Global Markets and the division to cover both parties from exposures resulting from unsettled trades. The margin call operates in both directions, i.e. the cash balance could favour either party depending on the polarity of the aggregate exposure. Whenever the margin call favours ENGIE Global Markets, the division is required to place cash with ENGIE Global Markets. The division has a facility provided by its ultimate parent company ENGIE S.A. to assist the division in meeting the cash requirements of the facility up to a value of £235m which is committed up to and including 30th June 2023. The directors are confident this will enable the division to continue to meet its obligations. The directors have calculated the plausible worst case cash requirement for the margin call for the going concern review period as £170m, the committed facility of £235m therefore provides a headroom of 38%. The plausible worst case assumes the supply portfolio remains stable and assumes the prevailing energy prices persist to the end of 2022 and then fall to the lowest levels seen for the last five years.

Notes to the Financial Statements (continued)

At 31 December 2020

1. Basis of Preparation (continued)

Going concern (continued)

Base case projections were approved in September 2021 and are still considered relevant. These forecasts have been applied from the 31st December 2021 position. Actual cash at 30th April 2022 was lower than the base case projections due to working capital variances, predominantly due to delays in debtor receipts and increased security requests, driven in part by the increased energy prices. The directors consider that these variances will reverse over the going concern period and that the £366m letter of support provides sufficient headroom to enable these cash outflow risks to be adequately covered. It was concluded that no changes were required to the base case projections prepared in August 2021.

The directors have considered the forecast period to 31 May 2023, with the key assumptions being:

Operating cashflows: Operating cashflows have been projected on the assumption that the division will continue its existing commercial activities over the review period with no material changes to the division's systems, processes and people. Consumption levels of supply customers and divisional sales performance are assumed to have materially recovered to levels observed before Covid 19.

Working capital cashflows: Working capital cashflows have been projected on the assumption that the division will maintain its existing credit terms with both customers and suppliers. The timing of ongoing indirect tax cashflows including VAT and Climate Change Levy are assumed to remain unchanged. It is assumed that no Covid 19 related governmental support will be obtained by the division during the review period.

Financing cashflows: the division has no external debt at the present date and is assumed to remain debt free over the review period.

Investment cashflows: a modest level of capital investment equivalent to 2 months' worth of operating costs is assumed during the review period. The investments assumed relates to maintenance of the division's IT systems. It is assumed that no disposals will take place during the period. No dividend payments are forecast in the going concern period.

Consideration has been given to climate change impacts and the current geopolitical circumstances in respect of Russia and Ukraine, and these are not considered to impact the company during the going concern period.

The base case indicates the division has a substantial level of headroom liquidity to continue its operations for the period to 31 May 2023. The level of headroom liquidity in the base case is equivalent to 174 months' worth of operating costs.

The directors have reviewed a downside projection which represents a plausible worst-case scenario. This downside projection assumes a sixfold increase in bad debts, removes projected new business wins, assumes 20% fall in renewal performance, assumes a 25% increase in mid-month working capital requirements, includes an allowance for expected mutualisation costs, where they cannot be recharged to customers, created from the failure of other suppliers and assumes the working capital timing impacts observed at 30th April 2022 persist over the review period. In this downside scenario the headroom liquidity is equivalent to 17 months' worth of operating costs. This ignores the liquidity provided by the newly arranged £366m letter of support, which is assumed to cover those working capital timing impacts observed at 30th April 2022 and any similar cash outflow risks that might arise during the going concern period.

The directors have also performed a reverse stress test to assess the level of unforeseen cash requirements that the division could withstand before it would experience liquidity issues over the period to 31 May 2023. The directors consider the level of unforeseen cash requirements necessary to create liquidity issues for the company as implausible. Assuming they materialise evenly over the review period, the unforeseen cash impact required to create liquidity issues, including utilisation of the £366m letter of support, is equivalent to 188 months of operating costs or a 610% fall in gross margins over the review period.

Having carefully considered the base case, downside projection, current trading and trends since the year end, and the letter of support and confirmations received from ENGIE S.A., the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the period to 31 May 2023. Therefore, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Notes to the Financial Statements (continued)

At 31 December 2020

2. Accounting Policies

Critical Accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Investments

Fixed asset Investments are shown at cost less provision for impairment. Impairment reviews assess whether the investment amount is fully recoverable from the subsidiary at each reporting date with regard to the expected discounted future cash flows of the entity together with any net assets held.

Taxation

The Company is subject to routine tax audits and also a process whereby tax computations are discussed and agreed with the appropriate authorities. Whilst the ultimate outcome of such tax audits and discussions cannot be determined with certainty, management estimates the level of provisions required for both current and deferred tax on the basis of professional advice and the nature of current discussions with the tax authority concerned.

Intercompany Receivables – Expected Credit Losses

For receivables from fellow Group and subsidiary companies, expected credit losses are calculated in accordance with the simplified approach permitted by IFRS9, using a provision matrix applying historical credit loss experience to these intercompany receivables. The expected credit loss rate varies depending on whether and the extent to which settlement of the intercompany receivables is overdue and it is also adjusted as appropriate to reflect current economic conditions. The key drivers of the loss rate are the nature of the business unit and the type of receivable in question.

When an intercompany receivable is determined to have no reasonable expectation of recovery it is written off, firstly against any expected credit allowance available and then to the income statement.

Subsequent recoveries of amounts previously provided for or written off are credited to the income statement. Long term receivables are discounted where the effect is material.

As at 31 December 2020, the Company recognised intercompany receivables of £57,055,000 (2019: £33,743,000), these amounts remain unsettled and deemed repayable on demand. Having undertaken an assessment, management have concluded that these amounts could be repaid if requested and any expected credit loss would be immaterial for both the current year and prior year; and therefore, no adjustments have been made in relation to recognise an expected credit loss provision.

Significant accounting policies

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at cost plus directly attributable transaction costs. The measurement basis is determined by reference to the contractual cash flow characteristics of the financial asset.

Notes to the Financial Statements (continued)

At 31 December 2020

2. Accounting Policies (continued)

Significant accounting policies (continued)

Financial Assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance revenue in the income statement. The losses arising from impairment are recognised in the profit and loss in other operating expenses.

For receivables from fellow Group and subsidiary companies, a 12-month expected credit loss (ECL) allowance is recorded on initial recognition. If there is subsequent evidence of a significant increase in the credit risk of an asset, the allowance is increased to reflect the full lifetime ECL. If there is no realistic prospect of recovery, the asset is written off.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments.

De-recognition of financial assets

The financial assets (or, where applicable a part of a financial asset or part of a Group of similar financial assets) is derecognised when (i) the rights to receive cash flows from the asset have expired or (ii) the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

IFRS 9 requires an expected credit loss (ECL) model to be applied to the financial assets. The expected credit loss model requires the Company to account for expected losses as a result of credit risk on initial recognition of financial assets and to recognise changes in those expected credit losses at each reporting date.

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.

Notes to the Financial Statements (continued)

At 31 December 2020

2. Accounting Policies (continued)

Significant accounting policies (continued)

Financial Assets (continued)

Impairment of non-financial assets (continued)

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.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at cost and in the case of loans and borrowings, plus directly attributable transaction costs.

Purchases or sales of financial liabilities that require delivery of liabilities within a time frame established by regulation or convention in the marketplace are recognised on the trade i.e., the date that the Company commits to purchase or sell the liabilities.

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term.

Interest bearing loans and borrowings

Obligations for loans and borrowings are recognised when the Company becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost.

De-recognition of financial liabilities

A liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised as profit or loss.

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.

Notes to the Financial Statements (continued)

At 31 December 2020

2. Accounting Policies (continued)

Significant accounting policies (continued)

Income taxes (continued)

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.

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.

Investments in subsidiaries

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

Dividends received

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established

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. Operating loss

The operating loss is stated after charging:

Fees payable to the auditor and their associates for the audit of the Company's annual accounts were £1,444 (2019: £1,070). Fees are paid on the Company's behalf by a Group undertaking.

There were no fees payable to the auditor for non-audit services (2019: 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.

Notes to the Financial Statements (continued)

At 31 December 2020

5. Director's remuneration

No remuneration was paid by ENGIE Supply Holding UK Limited to Directors during the years ended 31 December 2020 and 31 December 2019 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.

6. Interest receivable and similar income

	2020 £'000	2019 £'000
Interest receivable on deposits with Group undertakings	43	202
	43	202

7. Dividend income

	2020 £'000	2019 £'000
Dividend income received from subsidiary	3,738	0
	3,738	0

8. Tax on profit on ordinary activities

	2020 £'000	2019 £'000
Tax Charge		
Current Income Tax:		
UK corporation tax on profits of the year	4	38
Total Current Income Tax	4	38
Deferred Tax:		
Deferred income tax relating to the origination and reversal of temporary differences	-	-
Tax charge in the profit and loss account	4	38

Notes to the Financial Statements (continued)

At 31 December 2020

8. Tax on profit on ordinary activities (continued)

Reconciliation of tax charge

	2020 £'000	2019 £'000
Profit before tax	3,779	201
Profit multiplied by standard rate of corporation tax 19% (2019: 19%)	718	38
Adjustments in respect of prior periods – current tax	-	-
Tax effect of non-deductible or non-taxable items	(714)	-
Tax charge in the profit and loss account	4	38

Factors that may affect future current and total tax charges
The standard rate of UK corporation tax is 19% and this took effect from 1 April 2017. In the 2021 Budget, the government included an announcement to increase the standard rate of corporation tax rate from 19% to 25% from 1 April 2023 and was substantively enacted in 2021. Since the rate increase was not substantively enacted at the balance sheet date, deferred tax has been provided at 19%. The maximum impact on deferred tax balances of the rate increase is estimated to be immaterial.

Notes to the Financial Statements (continued)

At 31 December 2020

9. Investments in subsidiaries

Shares in subsidiary undertakings	Total £'000
Cost	
At 1 January 2020 and 1 January 2019	4,604
31 December 2020 and 31 December 2019	**4,604**

The Company's subsidiary undertakings at 31 December 2020 are listed below:

Held directly	*Country of registered office*	*Class of shares held*	*Proportion held by the Company*
ENGIE Gas Shipper Limited (1)	England(6)	Ordinary	100%
ENGIE Gas Limited (2)	England(6)	Ordinary	100%
ENGIE Power Limited (2)	England(6)	Ordinary	100%
ENGIE Home Limited (3)	England(6)	Ordinary	100%
International Power Retail Supply Company (UK) Limited (4)	England(6)	Ordinary	100%

Held Indirectly	*Country of registered office*	*Class of shares held*	*Proportion held indirectly by the Company*
IPM Energy Retail Limited (5)	England(6)	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 these two subsidiaries are the purchase, supply and management of natural gas and electricity to industrial and commercial customers.

(3) The subsidiary is dormant.

(4) The subsidiary is a holding Company.

(5) The subsidiary is wholly owned by International Power Retail Supply Company (UK) Limited. The principal activity of the Company was the generation of electricity, operations ceased during 2012.

(6) The registered office is No. 1 Leeds, 26 Whitehall Road, Leeds, LS12 1BE

On 2 December 2020, ENGIE Shotton Limited the company's dormant subsidiary was dissolved. Prior to dissolution, the company held an investment in ENGIE Shotton Limited of £1.

10. Debtors due within one year

	2020 £'000	2019 £'000
Amounts owed by subsidiary undertakings	57,055	33,743
	57,055	33,743

The above Intercompany balances owed by both group undertakings and by fellow subsidiaries have not had an interest charge applied to them. They are deemed repayable within 12 months (2019 – same).

The book value of these assets equates to their fair values (2019 – same).

Notes to the Financial Statements (continued)

At 31 December 2020

11. Creditors due within one year

	2020 £'000	2019 £'000
Other tax and social security creditors	26,195	11,599
Amounts owed to subsidiary undertakings	4,297	-
Accruals and Deferred Income	5	3
	30,497	11,602

The book value of these liabilities equates to their fair values (2019 – same).

12. Share Capital

	2020 £'000	2019 £'000
Authorised		
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. Reserves

Issued share capital
Issued share capital represents the nominal value of shares that have been issued.

Profit and loss account
The profit and loss account includes all current and prior period realised and retained profits and losses.

14. Controlling party

The Company's immediate parent undertaking is Stopper Finance BV, a Company registered in The Netherlands and a 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.