

Registered number: 03184309

NATIONAL POWER (KOT ADDU) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016



NATIONAL POWER (KOT ADDU) LIMITED

COMPANY INFORMATION

DIRECTORS

P J B Guiollot (resigned 31 March 2017)
P D Ash (resigned 31 March 2017)
M Proudlove (resigned 31 March 2017)
J S Sandhu (appointed 31 March 2017)
S F F Mingham (appointed 31 March 2017)
S D Pinnell (appointed 31 March 2017)

REGISTERED NUMBER

03184309

REGISTERED OFFICE

Level 20
25 Canada Square
London
E14 5LQ

NATIONAL POWER (KOT ADDU) LIMITED

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NATIONAL POWER (KOT ADDU) LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

INTRODUCTION

The Directors present the Strategic Report of National Power (Kot Addu) Limited (the Company) for the year ended 31 December 2016.

PRINCIPAL ACTIVITY

The Company is a finance company. The Company is a private company limited by shares.

BUSINESS REVIEW

The Company did not receive any revenue or incur any expenses during the current or preceding financial year and consequently had no profit or loss.

The statement of financial position on page 7 of the financial statements show the Company's financial position at the end of the current and preceding financial year. There has been no movement in the net asset position from the prior year.

The Directors do not monitor the performance of the Company through the use of key performance indicators (KPIs). The ENGIE group manages its business and measures the delivery of its strategic objectives through the application of KPIs at both an ENGIE division and group level.

PRINCIPAL RISKS AND UNCERTAINTIES

Credit risk

The largest receivables relate to amounts lent to undertakings within the ENGIE group for which the Company can demand repayment at any time. The Company continually reviews its receivable position and the credit risk associated with this position. The Directors believe that payment default remains a low risk and have assessed this exposure as acceptable.

This report was approved by the Board on 6 September 2017 and signed on its behalf.



J S Sandhu
Director

NATIONAL POWER (KOT ADDU) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

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

MATTERS COVERED IN THE STRATEGIC REPORT

The following information has been disclosed in the Strategic Report:

- Principal activity
- Business review
- Principal risks and uncertainties

DIVIDENDS

The Directors do not recommend the payment of a dividend in respect of the year ended 31 December 2016 (2015: €nil).

DIRECTORS

The Directors who served during the year and up to the date of this report were:

P J B Guiollot (resigned 31 March 2017)
P D Ash (resigned 31 March 2017)
M Proudlove (resigned 31 March 2017)
J S Sandhu (appointed 31 March 2017)
S F F Mingham (appointed 31 March 2017)
S D Pinnell (appointed 31 March 2017)

SHARE CAPITAL

On 8 September 2016 the share capital of the Company was reduced by £69,329,865 (€83,000,000) by the cancellation of 69,329,865 shares issued by the Company with an amount equal to the cancellation amount credited to the profit and loss account.

The Company's share capital comprises 1 ordinary share of £1.00 (€1.20).

GOING CONCERN

The Company's activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report. The Company's Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the financial statements.

FUTURE DEVELOPMENTS

The Company has no significant future development to report.

EMPLOYEES

The Company had no employees (2015: none) and incurred no related costs during the financial year (2015: €nil).

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed 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 ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

POST BALANCE SHEET EVENTS

There have been no significant events affecting the Company since the year end.

NATIONAL POWER (KOT ADDU) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2016**

AUDITOR

Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the Board and signed on its behalf.



J S Sandhu
Director
Date: 6 September 2017

NATIONAL POWER (KOT ADDU) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2016

The Directors are responsible for preparing the Strategic Report, the Directors' 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS101). 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 to 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.

NATIONAL POWER (KOT ADDU) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF NATIONAL POWER (KOT ADDU) LIMITED

We have audited the financial statements of National Power (Kot Addu) Limited for the year ended 31 December 2016, which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 on page 4, 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 Practice 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 Strategic Report and the Directors' 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 result 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.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements and such reports have been prepared in accordance with applicable legal requirements.

In the light of our 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 and the Directors' Report.

NATIONAL POWER (KOT ADDU) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF NATIONAL POWER (KOT ADDU) LIMITED (CONTINUED)

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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.



Makhan Chahal ACA (Senior Statutory Auditor)
for and on behalf of
Deloitte LLP
Statutory Auditor
London
United Kingdom

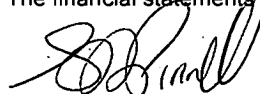
Date: 11 September 2017

NATIONAL POWER (KOT ADDU) LIMITED
REGISTERED NUMBER: 03184309

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2016

	Note	2016 €'000	2015 €'000
Current assets			
Debtors: amounts falling due within one year	6	105,478	105,478
Total current assets and net assets		<u>105,478</u>	<u>105,478</u>
Capital and reserves			
Called up share capital	7	-	83,000
Profit and loss account	8	105,478	22,478
		<u>105,478</u>	<u>105,478</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf by:



S D Pinnell
Director

Date: 6 September 2017

NATIONAL POWER (KOT ADDU) LIMITED

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

	Called up share capital €'000	Capital reserve €'000	Profit and loss account €'000	Total equity €'000
At 1 January 2015	-	83,000	22,478	105,478
Shares issued	83,000	(83,000)	-	-
At 1 January 2016	83,000	-	22,478	105,478
Share capital reduction	(83,000)	-	83,000	-
At 31 December 2016	-	-	105,478	105,478

NATIONAL POWER (KOT ADDU) LIMITED

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

1. General information

National Power (Kot Addu) Limited (the Company) is a private limited company incorporated and domiciled in England and limited by shares. The address of its registered office is Level 20, 25 Canada Square, London E14 5LQ, United Kingdom. The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 1.

2. Accounting policies

The following principal accounting policies have been applied:

2.1 Basis of preparation of financial statements

The Company meets the definition of a qualifying entity under FRS (Financial Reporting Standard) 100 issued by the Financial Reporting Council.

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The Company's activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report. The Company's Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Where relevant, equivalent disclosures have been given in the group accounts of ENGIE S.A. The group accounts of ENGIE S.A. are available to the public and can be obtained as set out in note 10.

The financial statements of the Company are presented in euros and are rounded to the nearest thousand euros.

Adoption of new and revised standards

The Company has not early adopted any standard, interpretations or amendment that has been issued but is not for an accounting period that begins on or after 1 January 2016.

In the current year, the Company has applied a number of amendments to IFRSs issued by the International Accounting Standards Board that are mandatorily effective for an accounting period that begins on or after 1 January 2016. These comprise Amendments to IFRS 10, IFRS 12 and IAS 28 Investment Entities: Applying the Consolidation Exception, Amendments to IFRS 11 Accounting for Acquisitions of Interests in Joint Operations, Amendments to IAS 1 Disclosure Initiative, Amendments to IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation, Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants, Amendments to IAS 27 Equity Method in Separate Financial statements, and Annual Improvements to IFRSs 2012-2014 Cycle. The application of these amendments has had no effect on the Company's financial statements.

NATIONAL POWER (KOT ADDU) LIMITED

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

2. Accounting policies (continued)

2.2 Financial reporting standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- 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.

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentation currency is euro.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Income Statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Income Statement within 'other operating income'.

NATIONAL POWER (KOT ADDU) LIMITED

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

2. Accounting policies (continued)

2.4 Financial instruments

Financial instruments are recognised and measured in accordance with IAS 39.

Financial assets

Financial assets of the Company comprise loans and receivables carried at amortised cost. The Company determines the classification of its financial assets at initial recognition.

Loans and receivables at amortised cost

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These items primarily include amounts owed by ENGIE group undertakings. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements in conformity with FRS 101 requires the use of estimates and assumptions to determine the value of assets and liabilities, and contingent assets and liabilities at the reporting date, as well as income and expenses reported during the period.

The Company regularly revises its estimates in light of currently available information because of uncertainties inherent in the estimation process. Final outcomes could differ from those estimates.

The key estimates used in preparing the Company's financial statements relate to the measurement of the recoverable amounts of debtors.

Recoverable amount of debtors

Management regularly assesses whether there is objective evidence that an impairment loss on debtors has been incurred. The Company's risk management procedures include an assessment of risk – in particular counterparty risk – in the measurement of its financial instruments. The carrying amount of debtors at the reporting date was €105,478,000 (2015: €105,478,000).

4. Directors' and employees' remuneration

The Directors did not receive any fees or emoluments from the Company during the year (2015: €nil) directly attributable to their position within the Company. There exist no qualifying services from Directors attributable to the Company and Director fees are paid by other entities (of which €nil is applicable to this entity).

The Company had no employees during the financial year (2015: none).

NATIONAL POWER (KOT ADDU) LIMITED

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

5. Auditor's remuneration

The auditor's remuneration in respect of the statutory audit for the years ended 31 December 2016 and 31 December 2015 was borne by International Power Ltd..

	2016 €'000	2015 €'000
Auditor's remuneration for the financial year	2	2

6. Debtors

	2016 €'000	2015 €'000
Amounts owed by group undertakings	105,478	105,478

Amounts owed by group undertakings are unsecured, interest free, and repayable on demand.

7. Share capital

	2016 €'000	2015 €'000
Shares classified as equity		
Issued, called up and fully paid		
1 (2015 - 69,329,866) ordinary shares share of £1.00 each	-	83,000

The share capital represents the Ordinary share in the Company which carries a right for the holder to attend and vote at meetings of the shareholders.

On 8 September 2016 the share capital of the Company was reduced by £69,329,865 (€83,000,000) by the cancellation of 69,329,865 shares issued by the Company with an amount equal to the cancellation amount credited to the profit and loss account.

8. Reserves

Profit and loss account

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

NATIONAL POWER (KOT ADDU) LIMITED

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

9. Related party transactions

As at 31 December 2016 and 31 December 2015, the Company was a wholly owned subsidiary of International Power Consolidated Holdings Limited which is wholly owned by ENGIE S.A. The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 and has therefore not disclosed transactions with wholly owned entities of ENGIE S.A.

Transactions entered into with related parties that are not wholly owned by ENGIE S.A. and balances outstanding with related parties are as follows

	2016 €'000	2015 €'000
Amounts owed by related parties		
Parent	105,478	105,478

Loans between related parties are made on an arm's length basis. During the year ended 31 December 2016, the Company has not made any provision for doubtful debts relating to amounts owed by related parties (2015: €nil).

10. Controlling party

The Company's immediate parent undertaking is International Power Consolidated Holdings Limited, the registered address of which is Level 20, 25 Canada Square, London E14 5LQ, United Kingdom.

The Directors consider the Company's ultimate parent undertaking and controlling party to be ENGIE S.A. which was incorporated in France and is headquartered in Paris, France and which is the parent undertaking of the largest and smallest group in which the results of the Company are consolidated for the year ended 31 December 2016 and the year ended 31 December 2015. The consolidated financial statements of ENGIE S.A. may be obtained from its registered office at 1 place Samuel de Champlain, 92400 Courbevoie, Paris, France.