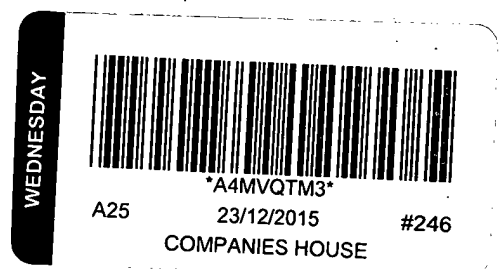

**INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM
LIMITED**

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014



INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

COMPANY INFORMATION

DIRECTORS	P Rawson R Blumberger
COMPANY SECRETARY	S Gregory
REGISTERED NUMBER	03463584
REGISTERED OFFICE	Cofely Q3 Office Quorum Business Park Benton Lane Newcastle-upon-Tyne Tyne and Wear NE12 8EX
INDEPENDENT AUDITORS	Ernst & Young LLP Citygate St James Boulevard Newcastle-upon-Tyne NE1 4JD

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

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INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report and the audited financial statements for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activity of Industrielle de Chauffage Enterprise United Kingdom Limited ("the company") is the provision of design engineering services.

DIRECTORS

The directors who served during the year and up to the date of signing the financial statements were:

M Booth (resigned 31 March 2014)
C Hale (resigned 16 December 2014)
S Woodward (resigned 30 June 2014)
P Rawson (appointed 16 December 2014)
P Laidlaw (resigned 16 December 2014)
B Watts (resigned 9 September 2014)
L Thomas (resigned 16 December 2014)
R Blumberger (appointed 16 December 2014)

FINANCIAL RISK MANAGEMENT

The company monitors its exposure to risk on an on-going basis. The company's activities do not expose it to any material price risk, interest rate cash flow risk or foreign exchange risk. Due to the nature of the company's business and the assets and liabilities contained within the balance sheet, the financial risks the directors consider relevant to the company are credit risk and liquidity risk. The company has not used financial instruments to change its exposure to these risks.

Credit risk

Credit risk arises on the company's principal financial assets, which are cash at bank, trade debtors and amounts owed by group undertakings. The credit risk associated with cash is limited, as the company uses financial institutions with a high credit rating for banking requirements. All customers are credit checked prior to any sales and only customers with an appropriate credit risk history are offered credit terms. The company has no significant concentration of credit risk, with exposure spread over a large number of customers. The credit risk on amounts owed by group undertakings is not considered to be significant.

Liquidity risk

The company is exposed to liquidity risk on its financial liabilities, including trade creditors, amounts owed to group undertakings and accruals. In order to maintain liquidity to ensure sufficient funds are available for on-going operations and future developments, the company has access to banking facilities and loans from group companies.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

Company officers and duly appointed delegates thereof, are indemnified by the GDF SUEZ global directors and officers policy ("the policy") in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. This qualifying third party indemnity provision was in force throughout the year and remains in force as at the date of approving these financial statements.

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2014**

GOING CONCERN

In reviewing the future prospects of the company, the directors have considered the fact that the company is in a loss making position and that it has adequate financial support from Cofely UK Limited, which has been confirmed in writing, for the foreseeable future, whose resources are capable of meeting the company's debt should the need arise. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

FUTURE DEVELOPMENTS

The directors expect there to be no changes in the future activities or prospects of the company.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that 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 auditors are aware of that information.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 17 December 2015 and signed on its behalf.



R Blumberger
Director

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2014**

The directors are responsible for preparing 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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;
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

We have audited the financial statements of Industrielle de Chauffage Enterprise United Kingdom Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report and financial statements 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 2014 and of its loss 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 matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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; or
- the directors were not entitled to take advantage of the small companies' exemption in not preparing the Strategic Report and take advantage of the small companies' exemption in preparing the Directors' Report.

Handwritten signature of Caroline Mulley, consisting of the words "Ernst + Young" in a stylized script followed by a large "W".

Caroline Mulley (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Newcastle upon Tyne
21 December 2015

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2014**

	Note	2014 £000	2013 £000
TURNOVER	1,2	969	1,128
Cost of sales		(681)	(129)
		<hr/>	<hr/>
GROSS PROFIT		288	999
Administrative expenses		(621)	(937)
		<hr/>	<hr/>
OPERATING (LOSS)/PROFIT	3	(333)	62
		<hr/>	<hr/>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(333)	62
Tax on (loss)/profit on ordinary activities	4	72	(14)
		<hr/>	<hr/>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	9	(261)	48
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the profit and loss account.

There are no material differences between the (loss)/profit on ordinary activities before taxation and the (loss)/profit for the financial year stated above and their historical cost equivalents.

The notes on pages 8 to 12 form part of these financial statements.

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED
REGISTERED NUMBER: 03463584

BALANCE SHEET
AS AT 31 DECEMBER 2014

	Note	£000	2014 £000	2013 £000
FIXED ASSETS				
Tangible assets	5		-	-
CURRENT ASSETS				
Debtors	6	251	385	
Cash at bank and in hand		34	35	
		<u>285</u>	<u>420</u>	
CREDITORS: amounts falling due within one year	7	<u>(251)</u>	<u>(125)</u>	
NET CURRENT ASSETS			<u>34</u>	<u>295</u>
NET ASSETS			<u>34</u>	<u>295</u>
CAPITAL AND RESERVES				
Called up share capital	8		-	-
Profit and loss account	9		34	295
TOTAL SHAREHOLDERS' FUNDS	10		<u>34</u>	<u>295</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 17 December 2015.


R Blumberger
 Director

The notes on pages 8 to 12 form part of these financial statements.

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have been applied consistently throughout the year and the preceding year.

1.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

1.2 Going concern

In reviewing the future prospects of the company, the directors have considered the fact that the company is in a loss making position and that it has adequate financial support from Cofely UK Limited, which has been confirmed in writing, for the foreseeable future, whose resources are capable of meeting the company's debt should the need arise. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

1.3 Cash flow

The company is wholly owned within the Engie group and is included in the consolidated financial statements of Engie S.A. (formerly GDF Suez S.A.), which are publicly available. Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

1.4 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of value added tax and trade discounts.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided at rates calculated to write off the cost of tangible fixed assets, less their estimated residual value, over their expected useful lives using the straight line basis, as follows:

Office equipment	33%
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The carrying value of tangible fixed assets is reviewed for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. The carrying value is written down immediately to its recoverable amount should the carrying value be greater than the estimated recoverable amount.

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES (continued)

1.6 Taxation

Current tax, including United Kingdom corporation tax, is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and the results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

1.7 Long-term contracts

Profit on long-term contracts is taken as the work is carried out if the final outcome can be assessed with reasonable certainty. The profit included is calculated on a prudent basis to reflect the proportion of the work carried out at the year end, by recording turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of total contract value which costs incurred to date bear to total expected costs for that contract. Revenues derived from variations on contracts are recognised only when they have been accepted by the customer. Full provision is made for losses on all contracts in the year in which they are first foreseen.

2. TURNOVER

All turnover arose within the United Kingdom from the company's principal activity, which is the provision of design engineering services.

INDUSTRIELLE DE CHAUFFAGE ENTÉRPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014

3. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging:

	2014 £000	2013 £000
Fees payable to the company's auditors and their associates for the audit of the company's annual financial statements	6	10

The company has no employees other than the directors (2013: none). The company does not directly employ any staff. All employees hold contracts of employment with other group companies, with the costs allocated to the company via an overhead recharge.

The directors received no remuneration for their services to the company during the year (2013: £nil).

4. TAXATION

	2014 £000	2013 £000
UK corporation tax (credit)/charge on (loss)/profit for the year	(72)	14

Factors affecting tax (credit)/charge for the year

There were no factors that affected the tax (credit)/charge for the year which has been calculated on the (loss)/profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 21.5% (2013: 23.25%).

Factors that may affect future tax charges

The standard rate of corporation tax in the UK changed from 23% to 21% with effect from 1 April 2014. Accordingly, the company's profits for this accounting period are taxed at an effective rate of 21.5%.

The March 2013 Budget announced that the rate will further reduce to 20% by 1 April 2015, which was substantively enacted on 2 July 2013. This will reduce the company's tax charges accordingly.

In the Summer Budget on 8 July 2015, the Chancellor of the Exchequer announced further reductions in the rate of corporation tax from 20% to 19% effective from 1 April 2017 and from 19% to 18% effective from 1 April 2020. These changes have not been substantively enacted.

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

5. TANGIBLE ASSETS

	Office equipment £000
Cost	
At 1 January 2014 and 31 December 2014	8
Accumulated depreciation	
At 1 January 2014 and 31 December 2014	8
Net book value	
At 31 December 2014	-
At 31 December 2013	-

6. DEBTORS

	2014 £000	2013 £000
Amounts owed by group undertakings	195	385
Group relief receivable	56	-
	<u>251</u>	<u>385</u>

7. CREDITORS:

Amounts falling due within one year

	2014 £000	2013 £000
Amounts owed to group undertakings	102	4
Corporation tax	-	14
Group relief payable	-	2
Accruals and deferred income	149	105
	<u>251</u>	<u>125</u>

Amounts owed to group undertakings are unsecured and interest free.

8. CALLED UP SHARE CAPITAL

	2014 £000	2013 £000
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	-	-

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

8. CALLED UP SHARE CAPITAL (continued)

9. RESERVES

	Profit and loss account £000
At 1 January 2014	295
Loss for the financial year	(261)
	<hr/>
At 31 December 2014	34
	<hr/>

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2014 £000	2013 £000
Opening shareholders' funds	295	247
(Loss)/profit for the financial year	(261)	48
	<hr/>	<hr/>
Closing shareholders' funds	34	295
	<hr/>	<hr/>

11. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available under FRS 8, not to disclose transactions with companies which are wholly owned within the Engie group, as the company is included in the consolidated financial statements of Engie S.A. (formerly GDF Suez S.A.), which are publicly available.

12. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company of Industrielle de Chauffage Enterprise United Kingdom Limited is Cofely District Energy Limited, a company registered in England and Wales. The directors regard Engie S.A. (formerly GDF Suez S.A.) as the ultimate parent company and controlling party of Industrielle de Chauffage Enterprise United Kingdom Limited. Engie S.A. (formerly GDF Suez S.A.) is registered in France.

The parent undertaking of the largest group which includes the company for which consolidated financial statements are prepared is Engie S.A. (formerly GDF Suez S.A.). The parent undertaking of the smallest group to prepare consolidated financial statements, which include the company, is Engie Energy Services S.A. (formerly GDF Suez Energy Services S.A.).

Copies of the group's consolidated financial statements may be obtained from:
Engie, 16 Rue de la Ville l'Eveque, 75383 Paris, Cedex 08, France.