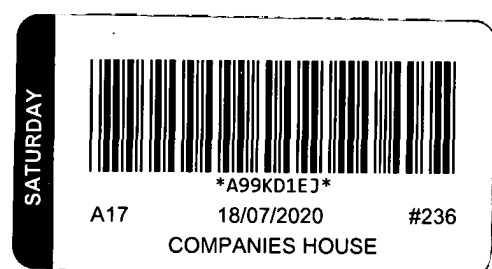

ENGIE RETAIL INVESTMENT UK LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019



ENGIE RETAIL INVESTMENT UK LIMITED

COMPANY INFORMATION

DIRECTORS	A Pollins D Alcock
COMPANY SECRETARY	S Gregory
REGISTERED NUMBER	05804005
REGISTERED OFFICE	Level 20 25 Canada Square London E14 5LQ
INDEPENDENT AUDITOR	Ernst & Young LLP Citygate St James' Boulevard Newcastle-upon-Tyne United Kingdom NE1 4JD

ENGIE RETAIL INVESTMENT UK LIMITED

CONTENTS

	Page
Strategic Report	1 - 2
Directors' Report	3 - 4
Directors' Responsibilities Statement	5
Independent Auditor's Report	6 - 7
Income Statement	8
Statement of Financial Position	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11 - 18

ENGIE RETAIL INVESTMENT UK LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

INTRODUCTION

The Directors present their Strategic Report of ENGIE Retail Investment UK Limited (the Company) for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Company is a private company limited by shares.

BUSINESS REVIEW

The profit for the financial year after taxation amounted to €103,000 (2018: loss of €10,000).

As shown in the income statement on page 8, the Company made a profit for the financial year compared with a loss in the preceding financial year. This movement is largely due to a gain on foreign exchange and reduced interest payable in the current year.

The statement of financial position, on page 9, shows the Company's financial position at the end of the current and preceding financial year. The net assets have increased from €22,252,000 to €22,355,000 due to the profit for the financial 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

The identification, assessment, pursuit and management of opportunities and the associated risks is an integral part of the management and processes of the Company. The Company has processes in place for managing the exposure within a specified opportunity and risk management framework, including:

Credit risk

The largest receivables relate to amounts lent to undertakings within the ENGIE group. The Company continually reviews its receivable position and the credit risk associated with this position, taking into consideration the impact of the current pandemic when assessing expected credit losses. The Directors believe that payment default remains a low risk and have assessed this exposure as acceptable.

With respect to treasury activities, the Company's financial counterparty credit exposure is principally limited to cash pooling arrangements with ENGIE Treasury Management S.a.r.l., included within 'Amounts owed by group undertakings - current account'. This results in a concentration of risk to the ENGIE group, but the risk of default remains low given ENGIE's strong credit rating.

Currency risk

The Company has transactions in currencies other than its functional currency. The Directors have assessed the exposure to currency transaction risk as acceptable.

The Company has translation risk on monetary assets denominated in currencies other than its functional currency. As at 31 December 2019 the Company had group relief recoverable denominated in sterling totalling £367,000 (€430,000) (2018: £381,000 (€423,000)). The Company does not have sufficient foreign currency liabilities to offset this foreign exchange exposure. It is not the Company's policy to hedge currency translation exposures through foreign exchange contracts or currency swaps. Although the net foreign currency asset creates volatility in earnings from period to period, the Directors have assessed this exposure as acceptable.

ENGIE RETAIL INVESTMENT UK LIMITED

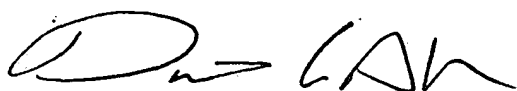
**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

Interest rate risk

The Company has interest-bearing assets in the form of intercompany balances with ENGIE group undertakings.

As at 31 December 2019 interest-bearing assets with a carrying value of €21,925,000 (2018: €21,829,000) earned interest at floating rates plus a margin. Although the rates of interest are variable and create volatility in earnings from period to period, the Directors have assessed this risk as acceptable.

This report was approved by the Board on 9 July 2020 and signed on its behalf.



D Alcock
Director

ENGIE RETAIL INVESTMENT UK LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors present their report and the audited financial statements of ENGIE Retail Investments UK Limited (the Company) for the year ended 31 December 2019.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to €103,000 (2018: loss of €10,000).

The Directors do not recommend the payment of a dividend in respect of the year ended 31 December 2019 (2018: *€nil*).

DIRECTORS

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

S Pinnell (resigned 31 March 2020)
D Alcock
A Pollins (appointed 1 April 2020)

SHARE CAPITAL

The Company's share capital comprises 1 ordinary share of £1.00.

GOING CONCERN

Given the current health and economic crisis which has evolved since the financial year end, the Directors have paid close attention to the Company's ability to continue to adopt the going concern basis of preparation for these financial statements. The Company has no reliance on external third-party debt and having closely reviewed current performance and forecasts, the Directors report that they have a reasonable expectation that the Company has adequate resources to continue its operations for the foreseeable future. For this reason, they have continued to adopt the going concern basis in preparing the financial statements.

FUTURE DEVELOPMENTS

The Company has no significant future developments to report.

EMPLOYEES

The Company had no employees (2018: *none*) and incurred no related costs during the financial year (2018: *€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.

INDEPENDENT AUDITOR

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

ENGIE RETAIL INVESTMENT UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

POST BALANCE SHEET EVENTS

Since the year end, the world has and is continuing to face the COVID-19 pandemic on an unprecedented scale which is resulting in a health and economic crisis and the ENGIE Group is taking numerous actions to help weather the storm. The ENGIE Group's top priority is clearly the health and safety of all its stakeholders, especially its employees.

The Company and the ENGIE Group have no experience of a similar crisis and it is difficult to predict the full extent that coronavirus will have on activities; however, the Company is confident it has a strong statement of financial position and is in a position overcome any financial challenges that may arise. The situation is, of course, under continual review.

This report was approved by the board on 9 July 2020 and signed on its behalf.



D Alcock
Director

ENGIE RETAIL INVESTMENT UK LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements of ENGIE Retail Investments UK Limited (the Company) in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements of ENGIE Retail Investments UK Limited (the Company) 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'. 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 of ENGIE Retail Investments UK Limited (the Company), 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENGIE RETAIL INVESTMENT UK LIMITED

Opinion

We have audited the financial statements of Engie Retail Investment UK Limited (the Company) for the year ended 31 December 2019 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 16, 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 2019 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 below. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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.

Emphasis of matter – Effects of COVID-19

We draw attention to Note 15 of the financial statements, which describes the potential financial and operational impact the company is facing as a result of COVID-19. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENGIE RETAIL INVESTMENT UK LIMITED
(CONTINUED)**

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 5, 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.

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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

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.



Caroline Mulley (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Newcastle upon Tyne
15 July 2020

ENGIE RETAIL INVESTMENT UK LIMITED

INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	2019 €'000	2018 €'000
Interest receivable and similar income	6	40	31
Interest payable and similar expenses	7	(5)	(30)
Other finance income/(expenses)	8	61	(9)
Profit/(loss) before tax		96	(8)
Tax on profit/(loss)	9	7	(2)
Profit/(loss) for the financial year		103	(10)

There were no recognised gains and losses for 2019 or 2018 other than those included in the income statement.

The notes on pages 11 to 18 form part of these financial statements.

ENGIE RETAIL INVESTMENT UK LIMITED
REGISTERED NUMBER: 05804005

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

	Note	2019 €000	2018 €000
Current assets			
Debtors: amounts falling due after more than one year	10	1,192	1,129
Debtors: amounts falling due within one year	10	21,163	21,123
Net current assets and net assets		<u>22,355</u>	<u>22,252</u>
Capital and reserves			
Called up share capital	11	-	-
Profit and loss account	12	22,355	22,252
Total equity		<u>22,355</u>	<u>22,252</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 9 July 2020.



D Alcock
Director

The notes on pages 11 to 18 form part of these financial statements.

ENGIE RETAIL INVESTMENT UK LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital	Profit and loss account	Total equity
	€000	€000	€000
At 1 January 2018	-	22,262	22,262
Loss for the financial year	-	(10)	(10)
At 1 January 2019	-	22,252	22,252
Profit for the financial year	-	103	103
At 31 December 2019	-	22,355	22,355

The notes on pages 11 to 18 form part of these financial statements.

ENGIE RETAIL INVESTMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1. GENERAL INFORMATION

ENGIE Retail Investment UK 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 principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all years presented.

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 is a wholly owned subsidiary of International Power Consolidated Holdings Limited, and of its ultimate parent, ENGIE S.A. It is included in the consolidated financial statements of ENGIE S.A. which are publicly available. Therefore, under Section 400 of the Companies Act 2006 and paragraph 4(a) of IFRS 10 Consolidated Financial Statements, the Company is exempt from the requirement to prepare consolidated financial statements. Consequently, these separate financial statements present information about the Company as an individual undertaking and not its group. 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 16.

Changes in accounting policy and disclosures

a) New standards, amendments and interpretations

The Company has applied IFRS 16 'Leases' for the reporting period commencing 1 January 2019. The application of this standard did not have a material impact on the Company.

The following principal accounting policies have been applied:

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;

ENGIE RETAIL INVESTMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. ACCOUNTING POLICIES (continued)

2.2 Financial reporting standard 101 - reduced disclosure exemptions (continued)

- 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 Going concern

Given the current health and economic crisis which has evolved since the financial year end, the Directors have paid close attention to the Company's ability to continue to adopt the going concern basis of preparation for these financial statements. The Company has no reliance on external third-party debt and having closely reviewed current performance and forecasts, the Directors report that they have a reasonable expectation that the Company has adequate resources to continue its operations for the foreseeable future. For this reason, they have continued to adopt the going concern basis in preparing the financial statements.

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentation currency is the euro. Monetary amounts presented are rounded to the nearest thousand euros.

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 amounts owed by group undertakings are presented in the Income Statement within 'finance income/expenses'.

ENGIE RETAIL INVESTMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. ACCOUNTING POLICIES (continued)

2.5 Interest income

Interest income is recognised in the Income Statement using the effective interest method.

2.6 Interest expense

Finance costs are charged to the Income Statement over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.7 Taxation

Tax is recognised in the Income Statement, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax expense is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

2.8 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value in accordance with IFRS 9.

Financial assets

All recognised financial assets are subsequently measured in their entirety at amortised cost.

Debt instruments at amortised cost

Debt instruments are subsequently measured at amortised cost where they are financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated using the effective interest method and represents the amount measured at initial recognition less repayments of principal plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses (ECL) associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For receivables, the Company requires expected lifetime losses to be recognised from initial recognition of the receivables. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

ENGIE RETAIL INVESTMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. ACCOUNTING POLICIES (continued)

2.8 Financial instruments (continued)

Financial liabilities

At amortised cost

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

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.

Recoverability 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 the debtors at the reporting date was €22,355,000 (2018: €22,252,000).

4. DIRECTOR'S AND EMPLOYEE'S REMUNERATION

The Directors did not receive any fees or emoluments from the Company during the year (2018: *€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 (2018: *none*).

ENGIE RETAIL INVESTMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

5. AUDITOR'S REMUNERATION

The auditor's remuneration in respect of the statutory audit for the year ended 31 December 2019 and 31 December 2018 was borne by International Power Ltd.

The auditor's remuneration was as follows:

	2019	2018
	€000	€000
Auditor's remuneration	2	2

Audit fees and non-audit fees borne by International Power Ltd. and its subsidiaries are set out in the financial statements of International Power Ltd. for the year ended 31 December 2019 which can be obtained from Level 20, 25 Canada Square, London E14 5LQ, United Kingdom.

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2019	2018
	€000	€000
Interest receivable from group companies	34	24
Other interest receivable	6	7
	40	31

Group companies are subsidiaries of ENGIE S.A.

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	2019	2018
	€000	€000
Interest payable to group undertakings	5	30

8. OTHER FINANCE INCOME/(EXPENSES)

	2019	2018
	€000	€000
Net foreign exchange gains/(losses)	61	(9)

ENGIE RETAIL INVESTMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

9. TAXATION

	2019 €000	2018 €000
Corporation tax		
Current tax (credit)/expense on profit for the year	(7)	2
Total current tax (credit)/expense	<u>(7)</u>	<u>2</u>

Factors affecting tax (credit)/expense for the year

The current year applicable statutory tax rate is 19%.

The tax assessed for the year is lower than (2018: *higher than*) the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are explained below:

	2019 €000	2018 €000
Profit/(loss) before tax	<u>96</u>	<u>(8)</u>
Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	18	(2)
Effects of:		
Foreign exchange (gain)/loss on tax balance	(25)	4
Total tax (credit)/expense for the year	<u>(7)</u>	<u>2</u>

Factors that may affect future tax expenses

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Act 2016 (on 6 September 2016). This included a reduction to the main rate to reduce the rate to 17% from 1 April 2020.

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020.

As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements and deferred taxes have therefore been measured at the rate of 17% that was substantively enacted at the year end.

It is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would not be material to these financial statements.

ENGIE RETAIL INVESTMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. DEBTORS

	2019	2018
	€000	€000
Due after more than one year		
Other debtors	1,192	1,129
	<hr/> <hr/>	<hr/> <hr/>
	2019	2018
	€000	€000
Due within one year		
Amounts owed by group undertakings - loan	11,278	11,278
Amounts owed by group undertakings - interest	20	11
Amounts owed by group undertakings - current account	9,435	9,411
Group relief recoverable	430	423
	<hr/> <hr/>	<hr/> <hr/>
	21,163	21,123

Included within other debtors due after more than one year is an Escrow account amounting to €1,192,000 (2018: €1,129,000) relating to the sale of OPUS Group Energy Limited.

Amounts owed by group undertakings are unsecured, subject to floating rates of interest plus a margin, and repayable within one year.

11. SHARE CAPITAL

	2019	2018
	€000	€000
Allotted, called up and fully paid		
1 (2018: 1) Ordinary share of £1.00	-	-
	<hr/> <hr/>	<hr/> <hr/>

The share capital represents the ordinary share in the Company which carry rights to participate in the distribution of dividends or capital of the Company.

12. RESERVES

Profit and loss account

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

13. DIVIDENDS

The Directors do not recommend the payment of a dividend in respect of the year ended 31 December 2019 (2018: *€nil*).

ENGIE RETAIL INVESTMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

14. RELATED PARTY TRANSACTIONS

As at 31 December 2019 and 31 December 2018, 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 other wholly owned entities of ENGIE S.A. here are no transactions with related parties that are not wholly owned by ENGIE S.A.

The balances outstanding with related parties are as follows:

	2019 €000	2018 €000
Amounts owed by related parties		
Parent - International Power Consolidated Holdings Limited	11,298	11,289
Other related parties	9,865	9,834
	<u>21,163</u>	<u>21,123</u>

Other related parties comprise fellow subsidiaries of ENGIE S.A. not owned by the Company, and participating interests that are not directly owned by the Company.

Loans between related parties are made on an arm's length basis.

15. POST BALANCE SHEET EVENTS

Since the year end, the world has and is continuing to face the COVID-19 pandemic on an unprecedented scale which is resulting in a health and economic crisis and the ENGIE Group is taking numerous actions to help weather the storm. The ENGIE Group's top priority is clearly the health and safety of all its stakeholders, especially its employees.

The Company and the ENGIE Group have no experience of a similar crisis and it is difficult to predict the full extent that coronavirus will have on activities; however, the Company is confident it has a strong statement of financial position and is in a position overcome any financial challenges that may arise. The situation is, of course, under continual review.

16. 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 2019 and the year ended 31 December 2018. The consolidated financial statements of ENGIE S.A. may be obtained from its registered office at 1, Place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris la Défense, France.