

IP MAESTRALE ENERGY ITALY 15 LLP

Registration No. OC317737

FINANCIAL STATEMENTS

For the year ended 31 December 2011



IP MAESTRALE ENERGY ITALY 15 LLP

Members' report

The Members present their annual report and audited financial statements of the Limited Liability Partnership (the 'Partnership ') for the year ended 31 December 2011

Principal activities

The principal activity of the Partnership is the generation and sale of electricity in Italy. The average number of Members for the year was two. The Partnership has a branch in Italy.

Business review

During the year ended 31 December 2011, the results for the year and the financial position at the year end were considered satisfactory by the Members who expect growth in the foreseeable future.

As shown in the profit and loss account on page 5 of the financial statements, the Partnership had turnover during the year ended 31 December 2011 of €18,375,000 (2010: €21,204,000) and made a profit for the year ended 31 December 2011 of €3,072,000 (2010: €5,273,000). The balance sheet on page 6 of the financial statements shows the Partnership's financial position at the year end. The Members' interests decreased from €64,052,000 to €61,782,000 at 31 December 2011.

With effect from 3 February 2011, following the acquisition of International Power plc by GDF SUEZ S.A., on that date, the Members consider the Partnership's ultimate holding company to be GDF SUEZ S.A., which was incorporated in France and is headquartered in Paris, France.

Going concern

The Members have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Thus, it continues to adopt the going concern basis of accounting in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements.

Principal risks and uncertainties

Operating risk

The Partnership is subject to typical risks affecting wind farms. These include wind variability risk and operating risk via its operating and maintenance contracts. The Partnership is also required to comply with legal and regulatory requirements. These may be subject to changes, which could have a significant impact on the cash generation of the business since it operates in a regulatory framework.

Interest rate risk

The Partnership has both interest-bearing assets and interest-bearing liabilities. Interest-bearing assets include cash at bank which earns interest at a floating rate. Interest-bearing liabilities include an on-loan facility from group undertakings. The rate of interest on the loan is based on an applicable interest rate set out in the facility agreement.

Allocation of profit

The profit for the year remains unallocated to Members.

Charitable and political donations

The Partnership did not make any political or charitable donations during the year (2010: €nil).

Designated Members

The Designated Members of the Partnership during the year and subsequently were as follows:

IP Maestrale (MEI 1-14-1) (UK) Limited
IP Maestrale (MEI 1-14-2) (UK) Limited

IP MAESTRALE ENERGY ITALY 15 LLP

Members' report (continued)

Members' drawings

Each Member shall be entitled to receive distributions of profits when they are declared by the Board. Such distributions shall be in proportion to each Member's interest on the day on which the particular distribution takes place. There were no transfers of Members' interests from capital to debt during the year or up to the date of signature of the accounts.

Members' and officers' liability insurance

During the year ended 31 December 2011, one of the Partnership's intermediate parent companies, International Power plc, maintained insurance for the Members' Directors to indemnify them against certain liabilities which they may incur in their capacity as Members or officers of the Partnership, including liabilities in respect of which the Partnership itself is unable to provide an indemnity.

Employees

Details of the number of employees and related costs can be found in note 3 to the financial statements.

Disclosure of information to auditors

The Members who held office at the date of approval of this Members' report confirm that, so far as they are each aware, there is no relevant audit information of which the Partnership's auditors are unaware, and each Member has taken all the steps that they ought to have taken as a Member to make themselves aware of any relevant audit information and to establish that the Partnership's auditors are aware of that information.

Auditors

KPMG Audit Plc resigned as auditors of the Partnership in December 2011 and Deloitte LLP was appointed as external auditors for 2011. Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Approved by the members and signed on behalf of IP Maestrale (MEI 1-14-1) (UK) Limited and IP Maestrale (MEI 1-14-2) (UK) Limited by



C. Warden
25 June 2012

IP MAESTRALE ENERGY ITALY 15 LLP

MEMBERS' RESPONSIBILITIES STATEMENT

The Members are responsible for preparing the Members' report and the financial statements in accordance with applicable law and regulations

The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 require the Members to prepare financial statements for each financial year. Under that law the Members have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under Regulation 8 of the Limited Liability Partnerships (Accounting and Audit) (Application of Companies Act 2006) Regulations 2008 the Members 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 Partnership and of the profit and loss of the Partnership for that period

The financial statements are required by law to give a true and fair view of the state of affairs of the Partnership and of the profit or loss of the Partnership for that period. In preparing these financial statements, the members are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and 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 Partnership will continue in business

The members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 2006, as applicable to limited liability partnerships. They are also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Independent auditor's report to the Members of IP Maestrale Energy Italy 15 LLP

We have audited the financial statements of IP Maestrale Energy Italy 15 LLP for the year ended 31 December 2011 which comprise the Profit and Loss Account, Balance Sheet, Reconciliation of Movement in Members' Interests and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the members of the limited liability partnership, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the limited liability partnership'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 limited liability partnership and the limited liability partnership's Members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditors

As explained more fully in the Members' Responsibilities Statement set out on page 3, the members 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 (APB'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 limited liability partnership's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the members, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. 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 limited liability partnership's affairs as at 31 December 2011 and of its profit for the year then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships

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 as applied to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit



Robert Knight (Senior Statutory Auditor)
for and on behalf of Deloitte LLP,
Chartered Accountants and Statutory Auditor,
St Albans, United Kingdom
27 June 2012

IP MAESTRALE ENERGY ITALY 15 LLP**Profit and loss account
for the year ended 31 December 2011**

		Year ended 31 December 2011 €'000	Year ended 31 December 2010 €'000
	Note		
Turnover	2	18,375	21,204
Cost of sales		<u>(342)</u>	<u>(680)</u>
Gross profit		18,033	20,524
Other operating income	4	471	451
Administration costs		<u>(14,287)</u>	<u>(14,021)</u>
Operating profit before interest and taxation	4	4,217	6,954
Interest receivable and similar income	5	184	121
Interest payable and similar charges	6	<u>(4)</u>	<u>(4)</u>
Profit on ordinary activities before taxation and Members' remuneration		4,397	7,071
Tax on profit/(loss) on ordinary activities	7	<u>(1,325)</u>	<u>(1,798)</u>
Profit before Members' remuneration and profit share, and profit/(loss) for the year available for discretionary division among Members		<u>3,072</u>	<u>5,273</u>

The Partnership had no other recognised gains or losses in either the current or preceding financial year. Results are derived wholly from continuing operations.

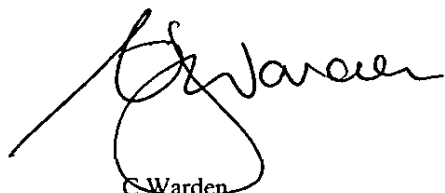
The notes on pages 8 to 12 form part of these financial statements.

IP MAESTRALE ENERGY ITALY 15 LLP

Balance sheet as at 31 December 2011

	Note	31 December 2011 €'000	31 December 2010 €'000
Current assets			
Debtors (including amounts due in more than one year of €94,380,000 (2010 €81,099,000))	8	130,701	117,218
Stock	9	382	319
Cash at bank and in hand		792	588
Total current assets		131,875	118,125
Creditors amounts falling due within one year	10	(69,977)	(53,979)
Net current assets		61,898	64,146
Total assets less current liabilities		61,898	64,146
Creditors amounts falling due after more than one year	11	(116)	(94)
Net assets attributable to Members		61,782	64,052
Represented by:			
Members' other interests			
Members' equity capital		79,521	79,521
Other reserves		(6,771)	(9,843)
Advances to Members	12	(10,968)	(5,626)
		61,782	64,052
Total Members' interests			
Members' other interests		61,782	64,052
		61,782	64,052

These accounts were authorised for issue by IP Maestrale Energy Italy 15 LLP on 25 June 2012 on behalf of IP Maestrale (MEI 1-14-1) (UK) Limited and IP Maestrale (MEI 1-14-2) (UK) Limited



C. Warden

Registration No OC317737
On behalf of IP Maestrale (MEI 1-14-1) (UK) Limited and
IP Maestrale (MEI 1-14-2) (UK) Limited

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

IP MAESTRALE ENERGY ITALY 15 LLP

**Reconciliation of movements in Members' interests
for the year ended 31 December 2011**

	Note	Members' other Interests			Total
		Members' equity capital €'000	Other reserves €'000	Advances to Members €'000	€'000
Balance at 1 January 2011		79,521	(9,843)	(5,626)	64,052
Profit for the financial year available for discretionary division among Members		-	3,072	-	3,072
Members' interests after profit for the year		79,521	(6,771)	(5,626)	67,124
Amounts advanced to Members during the year	12	-	-	(5,342)	(5,342)
Amounts due to/(from) Members: Balance at 31 December 2011		79,521	(6,771)	(10,968)	61,782

	Note	Members' other Interests			Total
		Members' equity capital €'000	Other reserves €'000	Advances to Members €'000	€'000
Balance at 1 January 2010		79,521	(15,116)	(1,912)	62,493
Profit for the financial year available for discretionary division among Members		-	5,273	-	5,273
Members' interests after profit for the year		79,521	(9,843)	(1,912)	67,766
Amounts advanced to Members during the year	12	-	-	(3,714)	(3,714)
Amounts due to/(from) Members: Balance at 31 December 2010		79,521	(9,843)	(5,626)	64,052

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

IP MAESTRALE ENERGY ITALY 15 LLP

Notes to the financial statements

1. Accounting policies

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

a. Basis of preparation

IP Maestrale Energy Italy 15 LLP, (the 'Partnership') is domiciled in the United Kingdom. It is the responsibility of the Partnership to maintain books, records and accounts in accordance with UK Generally Accepted Accounting Practice (UK GAAP).

The financial statements are prepared in accordance with the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (and those provisions of the Companies Act 2006 referred to therein) and the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" (issued March 2010).

These statutory accounts are presented in Euros, rounded to the nearest thousand. They are prepared on the historical cost basis.

b. Going concern

The financial statements are prepared on a going concern basis. The Partnership's activities together with the factors likely to affect its future development, performance and position are set out in the Members' report on pages 1 and 2.

c. Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

d. Members' remuneration and Members' interests

Members' interest earned on Members' balances are treated as Members' remuneration charged as an expense to the profit and loss account in arriving at results available for discretionary division among Members.

Amounts due from Members are classified as part of Members' Interests in advances to Members. This classification is on the basis that the amounts advanced to members are more appropriately considered part of Members' Interests rather than as a current asset. As profits are distributed to the Members such distributions are applied firstly against these advances to Members.

Distributions of profit are payable to Members when such distributions are declared by the Board. The distributions are made in proportion to the Member's interest on the day on which the distribution takes place. The overall policy for Members' drawings takes into account the need to maintain sufficient funds to finance working capital and other needs of the Partnership.

e. Stocks

Plant spares are valued at the lower of cost and net realisable value. Cost comprises direct materials and where applicable, direct labour costs and those overheads that have been incurred in bringing stocks to their present location and condition.

IP MAESTRALE ENERGY ITALY 15 LLP

Notes to the financial statements (continued)

1 Accounting policies (continued)

f. Turnover

Turnover represents amounts receivable for electricity supplied net of IVA and is recognised as earned i.e. as electricity is supplied

g. Foreign currency translation

Transactions denominated in foreign currencies are translated into Euros at the exchange rate ruling on the date of transaction unless related or matching forward foreign exchange contracts have been entered into when the rate specified in the contract is used. At the year end monetary assets and liabilities expressed in foreign currencies are translated into Euros at the rates of exchange ruling at the balance sheet date. Any gain or loss arising on the restatement of such balances is taken to the Profit and Loss Account.

h. Taxation

The Partnership is liable for Italian taxation on the profit of its Italian Branch. Members are liable for UK taxation on their share of Partnership profits. Consequently, no reserve for UK taxation is made in these financial statements, and the profits are shown within Members' Interests. The foreign tax charge is in respect of the Italian branch.

Deferred tax is provided for on a full provision basis on all timing differences which have arisen but not reversed at the balance sheet date. No timing differences are recognised in respect of gains on sale of assets where those gains have been rolled over into replacement assets. Deferred tax assets are recognised to the extent that they are recoverable, that is, on the basis of all available evidence, it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Any assets and liabilities recognised have not been discounted.

i. Cash flow statement

Under FRS 1, the Partnership is exempt from the requirement to prepare a cash flow statement on the grounds that it is wholly owned subsidiary undertaking included within publicly available consolidated financial statements.

j. Pension Scheme

Payments are made to a defined contribution pension plan. These payments are charged as an expense in the profit and loss account as they fall due.

2. Turnover

The Partnership's turnover was to markets outside the United Kingdom in Italy.

3. Employees' remuneration

The average number of persons employed by the Partnership during the year was 12 (2010: 12). At the year end the number of persons employed analysed by category, was as follows:

	Year ended 31 December 2011	Year ended 31 December 2010
Administration	12	12
The aggregate payroll costs of these persons were as follows		
	€'000	€'000
Wages and salaries	329	321
Social Security	99	96
Other pension costs	19	16
	447	433

IP MAESTRALE ENERGY ITALY 15 LLP

Notes to the financial statements (continued)

4. Operating profit

	Year ended 31 December 2011 €'000	Year ended 31 December 2010 €'000
Operating profit is stated after charging		
Operating lease rentals – plant and machinery	11 343	11,354
Operating lease rentals – land and buildings	112	93

Auditor's remuneration of €4,870 in respect of the statutory audit for the year ended 31 December 2011 is borne by the partnership (2010 €4,836) No other services have been performed (2010 €nil)

Other operating income represents revenue earned from secondment of staff to other group entities The comparative has been adjusted to present this income on a consistent basis in both periods

5. Interest receivable and similar income

	Year ended 31 December 2011 €'000	Year ended 31 December 2010 €'000
Bank interest	36	1
Other interest	148	120
	184	121

Other interest represents interest earned on outstanding overseas IVA receivable balances

6. Interest payable and similar charges

	Year ended 31 December 2011 €'000	Year ended 31 December 2010 €'000
Bank interest	4	4

7 Tax on profit on ordinary activities

	Year ended 31 December 2011 €'000	Year ended 31 December 2010 €'000
Analysis of the charge for the year		
<i>Current tax charge</i>		
Foreign corporation tax	540	347
<i>Deferred tax charge</i>	785	1,451
Total tax charge for the year	1,325	1,798

	Year ended 31 December 2011 €'000	Year ended 31 December 2010 €'000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	4,397	7,071
Current tax at 26.5% (2010 28%)	1,165	1,980
(Profit)/loss attributable to Members	(1,165)	(1,980)
Foreign corporation tax	540	347
Total current tax charge/(credit)	540	347

IP MAESTRALE ENERGY ITALY 15 LLP

Notes to the financial statements (continued)

8. Debtors

	31 December 2011 €'000	31 December 2010 €'000
Trade debtors	892	1,163
Other debtors	11,500	11,491
Prepayments and accrued income	106,733	92,209
Deferred tax asset	682	1,467
Loans due from group undertakings	1,198	1,197
Amounts due from group undertakings	9,696	9,691
	<u>130,701</u>	<u>117,218</u>

There are no amounts included within other debtors which are not fully recoverable within one year (2010: €nil). Loans due from group undertakings are repayable on demand.

A deferred tax asset has continued to be recognised on the basis that the Members believe that there will be sufficient future trading profits in Italy against which these losses can be offset.

Amounts falling due after more than one year and included in the debtors above are:

	31 December 2011 €'000	31 December 2010 €'000
Deferred tax	682	1,467
Prepayments and accrued income	93,698	79,632
	<u>94,380</u>	<u>81,099</u>

9. Stocks

	31 December 2011 €'000	31 December 2010 €'000
Spare parts	<u>382</u>	<u>319</u>

10. Creditors: amounts falling due within one year

	31 December 2011 €'000	31 December 2010 €'000
Amounts due to group undertakings	66,578	50,151
Loans due to group undertakings	2,993	3,189
Trade creditors	75	40
Corporation tax	193	347
Other creditors	119	165
Accruals and deferred income	19	87
	<u>69,977</u>	<u>53,979</u>

Loans due to group undertakings are interest free.

IP MAESTRALE ENERGY ITALY 15 LLP

Notes to the financial statements (continued)

11. Creditors, amounts falling due after more than one year

	31 December 2011 €'000	31 December 2010 €'000
Pension contributions payable	116	94

12. Members' capital

During the year ended 31 December 2011, no capital repayments were made to IP Maestrale (MEI 1-14-1) (UK) Limited and IP Maestrale (MEI 1-14-2) (UK) Limited (2010 €nil)

Additional payments of €4,274k and €1,068k were made to IP Maestrale (MEI 1-14-1) (UK) Limited and IP Maestrale (MEI 1-14-2) (UK) Limited respectively (2010 €2,971k and €743k) and these have been classified as Advances to Members

13. Financial commitments

As at 31 December 2011, the Partnership was committed to making the following payments under non-cancellable operating leases in the year ending 31 December 2012

	31 December 2011		31 December 2010	
	Land and buildings €'000	Other €'000	Land and buildings €'000	Other €'000
Operating leases which expire In over five years	115	18,784	99	26,303

The above relates to plant and machinery and land and buildings commitments

14. Related party transactions

As at 31 December 2011 the Partnership was a wholly owned subsidiary of International Power plc. The Partnership has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

The consolidated financial statements of International Power plc, within which the Partnership is included, can be obtained from the address given in note 15.

15. Controlling party and ultimate parent undertaking

The Members of IP Maestrale Energy Italy 15 LLP are IP Maestrale (MEI 1-14-1) (UK) Limited (80%) and IP Maestrale (MEI 1-14-2) (UK) Limited (20%), both of which are registered and incorporated in England and Wales.

With effect from 3 February 2011, following the reverse acquisition of International Power plc by GDF SUEZ S A on that date the Members consider the Partnership's ultimate parent company to be GDF SUEZ S A which was incorporated in France and is headquartered in Paris, France. The largest group in which the results of the Partnership were consolidated for the year ended 31 December 2011 was that headed by GDF SUEZ S A. Copies of its consolidated financial statements are available from its registered office at 1 Place Samuel de Champlain, 92400 Courbevoie, Paris, France.

For the period from 1 January to 2 February 2011, the ultimate parent company was International Power plc, incorporated in the United Kingdom. The consolidated financial statements of International Power plc may be obtained by calling or writing to International Power plc, Senator House, 85 Queen Victoria Street, London EC4V 4DP or by sending an email to ipr.relations@iprplc-gdfsuez.com. Telephone +44 (0)20 7320 8600.