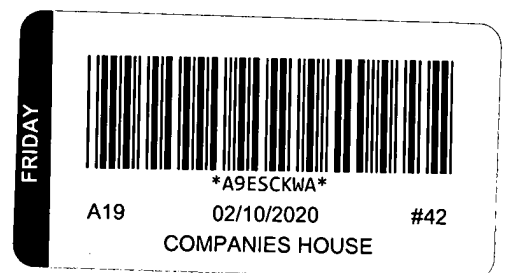


**IPM Eagle LLP**

**Registered No: OC308745**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**



**Members' report**

The Members present their report and the audited financial statements of IPM Eagle LLP (the Partnership) for the year ended 31 December 2019.

**Registration**

IPM Eagle LLP is incorporated under the Limited Liability Partnership Act 2000 with its registered office at Level 20, 25 Canada Square, London, E14 5LQ.

**Principal activities and designated Members**

The Partnership is an investment holding partnership, holding investments in Normanglade 4 LLP, Normanbright (UK Co 5) Limited and IPM Eagle Desarrollos Espana S.L. The designated Members during the year were International Power (Impala) and Mitsui Power Ventures Limited. The average number of Members for the year was two (2018: two).

**Business review**

The results of the Partnership are as follows:

	<b>Year ended</b> <b>31 December 2019</b> <b>US\$000</b>	<b>Year ended</b> <b>31 December 2018</b> <b>US\$000</b>
Profit for the financial year	<u>100,211</u>	<u>708,266</u>

As shown in the income statement on page 8, the profit for the current financial year has reduced compared with the comparative period and this is mainly due to a reduction in income received from shares in group undertakings.

The statement of financial position on page 9 shows the Partnership's financial position at the end of the current and preceding financial year. The net assets have increased from US\$62,186,000 to US\$162,397,000 because of the profit for the financial year.

The Members do not monitor the performance of the Partnership 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.

**Members' drawings**

Each Member shall be entitled to receive dividends by way of distributions of profits when, as and if declared by the Board. Such dividends shall be distributed in proportion to each Member's interest on the day on which the particular dividend takes place.

There were no transfers of Members' interests between capital and debt during the year or up to the date of approval of the accounts.

Contributions transferred into the ownership of the Partnership by Members are classified as Members' capital unless there are specific written instructions between the Members and the Partnership deeming the contribution a loan.

**Allocation of profit and loss**

A distribution to Members of US\$nil was paid during the year (2018: US\$698,776,000).

The Board does not suggest allocating the profit to the Members in proportion to their interest in the Partnership (2018: US\$nil).

**Members' report (continued)**

**Principal risks and uncertainties**

*Investments in group undertakings*

The Partnership holds several investments in subsidiary companies. Although the Members are satisfied that the recoverable amounts of the Partnership's investments are not less than their book value, there is a risk that in future periods the book values may become impaired.

*Credit risk*

The Partnership manages credit exposure to counterparties by establishing clearly defined limits, policies and procedures. The largest receivables relate to amounts lent to undertakings within the ENGIE group. The Partnership continually reviews its receivable position and the credit risk associated with this position. The Members believe that payment default remains a low risk and have assessed this exposure as acceptable.

With respect to treasury activities, the Partnership's financial counterparty credit exposure is limited to cash pooling arrangements with ENGIE Treasury Management S.a.r.l. (formerly GDF SUEZ Treasury Management S.a.r.l.), disclosed under 'Amounts owed by group undertakings – current accounts'. This results in a concentration of risk to the ENGIE group, but the risk of default remains low given ENGIE's strong credit rating. The Partnership continually reviews the credit risk associated with this position, taking into consideration the impact of the current pandemic when assessing expected credit losses. The Members believe that payment default remains low and have assessed this exposure as acceptable.

*Currency risk*

The Partnership has transactions in currencies other than its functional currency. Transaction exposure arises on expenses denominated in sterling and euro. The Members have assessed the exposure to currency transaction risk as acceptable.

The Partnership has translation risk on monetary assets and liabilities denominated in currencies other than its functional currency. As at 31 December 2019, the Partnership has amounts owed by ENGIE group undertakings denominated in euro totalling €7,250,000 (US\$8,144,000) (2018: €7,761,000 (US\$8,892,000)), amounts owed by ENGIE group undertakings denominated in Australian dollars of AUD\$10,000 (US\$7,000) (2018: AUD\$10,000 (US\$7,000)) and amounts owed to ENGIE group undertakings denominated in sterling of £608,000 (US\$803,000) (2018: £608,000 (US\$774,000)). Although the net foreign currency asset creates volatility in earnings from period to period, the Members have assessed this exposure as acceptable.

*Interest rate risk*

The Partnership has both interest-bearing assets and interest-bearing liabilities in the form of intercompany balances with ENGIE group undertakings. As at 31 December 2019, interest-bearing assets with a nominal value of US\$115,594,000 (2018: US\$22,230,000) earned interest at floating rates plus a margin. Interest-bearing liabilities with a nominal value of US\$510,000 (2018: US\$510,000) accrued interest at floating rates plus a margin.

**Employees**

The Partnership had no employees (2018: none) and incurred no employee related costs during the financial year (2018: US\$ nil).

**Going concern**

Given the current health and economic crisis which has evolved since the financial year end, the Partnership's Members have paid close attention to the Partnership's ability to continue to adopt the going concern basis of preparation for these financial statements. The Partnership has no reliance on external third-party debt and having closely reviewed current performance and forecasts, the Partnership's Members report that they have a reasonable expectation that the Partnership 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.

**IPM Eagle LLP**

**Registered No: OC308745**

**Members' report (continued)**

**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 Partnership 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 Partnership is confident it has a strong statement of financial position and is in a position to overcome any financial challenges that may arise. The situation is, of course, under continual review.

**Future developments**

The Partnership has no significant future developments to report.

**Disclosure of information to the auditor**

The Members confirm that, so far as they are each aware, there is no relevant audit information of which the Partnership's auditor is unaware, and each Member has taken all the steps that it ought to have taken as a Member to make itself aware of any relevant audit information and to establish that the Partnership's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

**Independent auditor**

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

**By order of the Members**

*Andrew Pollins*

.....  
A Pollins  
On behalf of International Power (Impala)  
29 September 2020

*市川 誠*

.....  
M Ichikawa  
On behalf of Mitsui Power Ventures Limited  
29 September 2020

**IPM Eagle LLP**

**Registered No: OC308745**

**Statement of Members' responsibilities**

The Members are responsible for preparing the Members' report and the Partnership's 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 the financial statements for each financial year. Under that law the Members 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 Standards 101 *Reduced Disclosure Framework*.

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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom 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 its financial statements comply with the Companies Act 2006, as applicable to limited liability partnerships. They are also responsible for the safeguarding of 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 IPM EAGLE LLP ('Limited Liability Partnership')**

### **Opinion**

We have audited the financial statements of IPM Eagle LLP for the year ended 31 December 2019 which comprise the Income statement, Statement of financial position, the Statement of changes in Members' equity and the related notes 1 to 15. 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), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; including Financial Reporting Standard 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships.

### **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 limited liability partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **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 members use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the members have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the limited liability partnership'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 members are responsible for the other information

Our opinion on the financial statements does not cover the other information and 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.

## **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which 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.

## **Responsibilities of members**

As explained more fully in the Members' Responsibilities Statement set out on page 4, the members 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 members 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 members are responsible for assessing the partnership'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 members either intend to liquidate the partnership 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 Financial Reporting Council'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 members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to Limited Liability Partnerships. Our audit work has been undertaken so that we might state to the 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.

Ernst + Young W

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



**IPM Eagle LLP****Registered No: OC308745****Income statement  
for the year ended 31 December 2019**

	<b>Note</b>	<b>Year ended 31 December 2019 US\$000</b>	<b>Year ended 31 December 2018 US\$000</b>
Other operating expenses		<u>(6,369)</u>	<u>(7,970)</u>
<b>Operating loss</b>		<b>(6,369)</b>	<b>(7,970)</b>
Income from shares in group undertakings		<u>106,000</u>	<u>715,775</u>
<b>Profit before interest and taxation</b>		<b>99,631</b>	<b>707,805</b>
Interest receivable and similar income	5	751	789
Interest payable and similar expenses	6	<u>(171)</u>	<u>(328)</u>
<b>Profit before taxation</b>		<b>100,211</b>	<b>708,266</b>
Tax on profit	7	<u>-</u>	<u>-</u>
<b>Profit for the financial year available for discretionary division among Members</b>		<b><u>100,211</u></b>	<b><u>708,266</u></b>

All results are from continuing operations.

There is no other comprehensive income attributable to the Members of the Partnership.

The notes on pages 11 to 20 form part of these financial statements.

IPM Eagle LLP

Registered No: OC308745

**Statement of financial position  
as at 31 December 2019**

	Note	As at 31 December 2019 US\$000	As at 31 December 2018 US\$000
<b>Fixed assets</b>			
Investments	8	56,170	56,170
<b>Current assets</b>			
Debtors: amounts falling due within one year	9	108,826	22,483
Debtors: amounts falling due after more than one year	9	7,496	-
		116,322	22,483
<b>Creditors: amounts falling due within one year</b>	10	(10,095)	(16,467)
<b>Net current assets</b>		106,227	6,016
<b>Net assets</b>		162,397	62,186
<b>Members' capital and other interests</b>			
Members' capital	13	150	150
Other reserves	11	162,247	62,036
<b>Total equity</b>		162,397	62,186

The notes on pages 11 to 20 form part of these financial statements.

These financial statements were approved and authorised for issue by the Members on 29 September 2020 and signed on its behalf by:

Andrew Pollins

Name: A Pollins  
On behalf of International Power (Impala)

市川 誠

Name: M Ichikawa  
on behalf of Mitsui Power Ventures Limited

IPM Eagle LLP

Registered No: OC308745

**Statement of changes in Members' equity  
for the year ended 31 December 2019**

	<b>Members' capital US\$000</b>	<b>Other reserves US\$000</b>	<b>Total equity US\$000</b>
<b>Balance at 1 January 2018</b>	<b>150</b>	<b>52,546</b>	<b>52,696</b>
Profit for the financial year available for discretionary division among Members	-	<b>708,266</b>	<b>708,266</b>
<b>Members' interests after profit for the financial year</b>	<b>150</b>	<b>760,812</b>	<b>760,962</b>
Distribution of profits to Members	-	<b>(698,776)</b>	<b>(698,776)</b>
<b>Balance at 31 December 2018</b>	<b>150</b>	<b>62,036</b>	<b>62,186</b>
Profit for the financial year available for discretionary division among Members	-	<b>100,211</b>	<b>100,211</b>
<b>Members' interests after profit for the financial year</b>	<b>150</b>	<b>162,247</b>	<b>162,397</b>
Distribution of profits to Members	-	-	-
<b>Balance at 31 December 2019</b>	<b>150</b>	<b>162,247</b>	<b>162,397</b>

Other reserves comprise the Partnership's profit or loss available for discretionary division among Members.

The notes on pages 11 to 20 form part of these financial statements.

**Notes to the financial statements for the year ended 31 December 2019****1. General information**

IPM Eagle LLP (the Partnership) is a limited liability partnership incorporated and domiciled in England. The Partnership is incorporated under the Partnership Act 2000. The address of its registered office is Level 20, 25 Canada Square, London E14 5LQ, United Kingdom. The nature of the Partnership's operations and its principal activities are set out in the Members' 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**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with FRS 101 *Reduced Disclosure Framework* as issued by the Financial Reporting Council, the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and in accordance with applicable accounting standards.

The Partnership is owned 70% by International Power (Impala), a wholly owned subsidiary ENGIE S.A. and 30% by Mitsui Power Ventures Limited. 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 as applied to limited liability partnerships and paragraph 4(a) of IFRS 10 *Consolidated Financial Statements*, the Partnership is exempt from the requirement to prepare consolidated financial statements. Consequently, these financial statements present information about the Partnership as an individual undertaking and not its group.

The functional and presentation currency of the Partnership is US Dollar ("\$\$") and all values in these financial statements are rounded to the nearest thousand dollars ("\$000") except when otherwise indicated.

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

**Changes in accounting policy and disclosures****(a) New standards, amendments and interpretations**

The Partnership 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 Partnership.

As permitted by FRS 101, the Partnership has taken advantage of the disclosure exemptions available under that standard in relation to:

- financial instruments as required by IFRS 7 *Financial Instruments: Disclosures*;
- financial instrument valuation techniques and input used for fair value measurement as required by paragraphs 91-99 of IFRS 13 *Fair Value Measurement*;
- the following paragraphs of IAS 1:
  - i. 10(d) (the requirement to present a statement of cash flows),
  - ii. 16 (the requirement to make an explicit and unreserved statement of compliance with IFRSs),
  - iii. 38A (the requirement to present a minimum of two primary statements, including cash flow statements),
  - iv. 38B-D (the requirement to disclose comparative information for narrative disclosures and for information going beyond the requirements of IFRSs' additional comparative information),
  - v. 40A-D (the requirement to present a third statement of financial position),
  - vi. 111 (the requirement for disclosure of cash flow information), and
  - vii. 134 to 136 (the requirement to disclose the entity's objectives, policies and processes for managing capital);
- the requirements of IAS 7 *Statement of Cash Flows* to present a statement of cash flows for the period;
- the requirements of paragraphs 30 and 31 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* to disclose when an entity has not applied a new IFRS that has been issued but is not yet effective;
- the requirements of paragraph 17 and 18A of IAS 24 *Related Party Disclosures*; and

**Notes to the financial statements for the year ended 31 December 2019 (continued)****2.1 Basis of preparation (continued)**

- 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.

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 14.

**2.2 Going concern**

Given the current health and economic crisis which has evolved since the financial year end, the Partnership's Members have paid close attention to the Partnership's ability to continue to adopt the going concern basis of preparation for these financial statements. The Partnership has no reliance on external third-party debt and having closely reviewed current performance and forecasts, the Partnership's Members report that they have a reasonable expectation that the Partnership 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.

**2.3 Foreign currencies**

Foreign currency transactions are recorded in the functional currency at the exchange rates prevailing on the dates of the transactions. At each reporting date:

- Monetary assets and liabilities denominated in foreign currencies are translated at year end exchange rates. The related translation gains and losses are recorded in the income statement for the year to which they relate; and
- Non-monetary assets and liabilities denominated in foreign currencies are recognised at the historical cost applicable at the date of the transaction.

**2.4 Dividend income**

Dividend income is recognised in the income statement when the Partnership's right to receive payment is established.

**2.5 Interest income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

**2.6 Interest expense**

Interest expense is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to that liability's net carrying amount.

**2.7 Fixed asset investments**

Fixed asset investments are stated at cost less provision for any impairment. At each reporting date, the Partnership assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Partnership makes a formal estimate of the asset's recoverable amount (greater of fair value less costs to sell and value in use). Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. An impairment provision is reversed to the extent that the asset's recoverable amount is greater than the carrying value of the fixed asset investment.

**2.8 Members' remuneration and Members' interests**

There is no contractual obligation by the Partnership to repay the capital at the discretion of its Members, without liquidation, therefore Members' capital is presented as equity. Contributions transferred into the ownership of the Partnership by Members are classified as Members' capital unless there are specific agreements between the Member and the Partnership deeming the contribution a loan.

**Notes to the financial statements for the year ended 31 December 2019 (continued)****2.8 Members' remuneration and Members' interests (continued)**

Members' interests earned on Members' balances are treated as Members' remuneration and charged as an expense to the Income Statement in arriving at profit or loss available for discretionary division among Members.

Distributions of profit are recognised as a liability to Members when, as and if such distributions are declared by the Board and approved by the Members. The distributions are made in proportion to the Members' 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.

**2.9 Members' officer fees or emoluments and employees**

The Members' officers did not receive any fees or emoluments from the Partnership during the year (2018: *US\$nil*) directly attributable to their position within the Partnership. All Members' officers' fees or emoluments were paid by International Power Ltd. or Mitsui Power Ventures Limited for their services to the group as a whole.

The Partnership had no employees during the financial year (2018: *none*).

**2.10 Members' capital**

During the financial year ended 31 December 2019, there were no returns of Partnership capital made to the Members (2018: *US\$nil*).

**2.11 Financial instruments**

The Partnership 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 Partnership 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 Partnership 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 Partnership 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.

**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

**Notes to the financial statements for the year ended 31 December 2019 (continued)**

**2.11 Financial instruments (continued)**

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.

**Derivatives and hedge accounting**

The Company uses financial instruments to manage and reduce its exposure to market risks arising from fluctuations in interest rates and foreign currency exchange rates. The use of derivative instruments is governed by an ENGIE policy for managing interest rate, currency and commodity risks.

Derivative financial instruments are contracts: (i) whose value changes in response to the change in one or more observable variables; (ii) that do not require any material initial net investment; and (iii) that are settled at a future date.

The Company has not applied hedge accounting and all derivatives are measured at fair value through profit or loss.

***Fair value measurement***

The fair value of instruments listed in an active market is determined by reference to the market price.

The fair value of unlisted financial instruments for which there is no active market and for which observable market data exists is determined based on valuation techniques such as option pricing models or the discounted cash flow method.

Models used to evaluate these instruments take into account assumptions based on market inputs.

The fair value of forward foreign exchange contracts and currency swaps is calculated by reference to current prices for contracts with similar maturities by discounting the future cash flow spread (difference between the forward exchange rate under the contract and the forward exchange rate recalculated in line with the new market conditions applicable to the nominal amount).

**3. Critical accounting estimates and judgments**

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 Partnership 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 Partnership's financial statements predominately relate to the measurement of:

- the recoverable amount of investments; and
- the recoverable amount of debtors.

**Recoverable amount of investments**

Determining whether the Partnership's investments in its subsidiaries have been impaired requires estimation of the investments' value in use. The value in use calculations require the entity to estimate the future cash flows expected to arise from the investees and suitable discount rates in order to calculate present values. The carrying amount of investments at the reporting date was US\$56,170,000 (2018: US\$56,170,000) with no impairment loss recognised in the current financial year (2018: US\$nil).

**Recoverable amount of debtors**

Management regularly assesses whether there is objective evidence that an impairment loss on debtors has been incurred. The Partnership'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 US\$116,322,000 (2018: US\$22,483,000) with no impairment loss recognised in the current financial year (2018: US\$nil).

Notes to the financial statements for the year ended 31 December 2019 (continued)

4. Auditor's remuneration

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

The auditor's remuneration was as follows:

	Year ended 31 December 2019 US\$000	Year ended 31 December 2018 US\$000
Auditor's remuneration for the financial year	6	6

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.

5. Interest receivable and similar income

	Year ended 31 December 2019 US\$000	Year ended 31 December 2018 US\$000
Interest receivable from group undertakings	262	219
Net exchange gain	489	-
Net gain on fair value movements of derivatives recognised at fair value through profit or loss	-	570
	751	789

Group undertakings are subsidiaries of ENGIE S.A.

6. Interest payable and similar expenses

	Year ended 31 December 2019 US\$000	Year ended 31 December 2018 US\$000
Interest payable to group undertakings	20	42
Net loss on fair value movements of derivatives recognised at fair value through profit or loss	151	-
Net exchange loss	-	286
	171	328

Group undertakings are subsidiaries of ENGIE S.A.

7. Tax on profit

	Year ended 31 December 2019 US\$000	Year ended 31 December 2018 US\$000
<b>Reconciliation of total current tax</b>		
Profit before taxation	100,211	708,266
Current tax expense at 19% (2018: 19%)	(19,040)	(134,571)
Items non-taxable for tax purposes	20,177	136,032
Loss attributable to Members	(1,137)	(1,461)
<b>Tax on profit</b>	-	-



**Notes to the financial statements for the year ended 31 December 2019 (continued)**

**7. Tax on profit (continued)**

**Factors that may affect future tax expenses**

The current and prior year applicable statutory tax rate is 19%.

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 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.

**8. Fixed asset investments**

	<b>Total US\$000</b>
<b>Cost</b>	
At 1 January 2019 and 31 December 2019	<b>56,170</b>
<b>Impairment</b>	
At 1 January 2019 and 31 December 2019	-
<b>Net book value</b>	
At 31 December 2018 and 31 December 2019	<u><b>56,170</b></u>

At 31 December 2019 the Partnership had the following directly held investments:

	<b>Registered office</b>	<b>Class of shares held</b>	<b>Proportion held</b>
Normanbright (UK Co 5) Limited (i)	Level 20, 25 Canada Square, London E14 5LQ, United Kingdom	Ordinary shares	100%
IPM Eagle Desarrollos Espana S.L.	C/O Torrelaguna 28-43, MADRID, Spain	Quota	100%
Normanglade 4 LLP	Level 20, 25 Canada Square, London, E14 5LQ, United Kingdom	Partnership capital	99%

(i) Normanbright (UK Co 5) Limited owns the remaining 1% partnership capital of Normanglade 4 LLP.

Notes to the financial statements for the year ended 31 December 2019 (continued)

8. Fixed asset investments (continued)

At 31 December 2019 the Partnership had the following indirectly held investments:

	Registered office	Class of shares held	Proportion held
Normanclose 2 LLP	Level 20, 25 Canada Square, London E14 5LQ, United Kingdom	Partnership capital	99%
Normanframe (UK Co. 6) Limited (ii)	Level 20, 25 Canada Square, London E14 5LQ, United Kingdom	Ordinary shares	100%
IPM Peacock Limited	Level 20, 25 Canada Square, London E14 5LQ, United Kingdom	Ordinary shares	100%
IPM Energy Company (UK) Limited	Level 20, 25 Canada Square, London E14 5LQ, United Kingdom	Ordinary shares	100%
IPM Victoria B.V.	Grote Voort 291, 8041 BL ZWOLLE, Netherlands	Common stock	100%
Ponama Holdings Limited	Lemesou 11, Galatariotis Building, 2nd Floor, 2112 Nicosia 2112, Cyprus	Ordinary shares	100%
Electro Metalurgica del Ebro S.L.	C/ Torrelaguna 79, 28043 MADRID, Spain	Ordinary shares	99.82%
IPM Eagle Eco Electrica S.A.	65, avenue de la Gare, 1611 LUXEMBOURG, Luxembourg	Ordinary shares	100%
IPM Del Caribe	Estera Trust (Cayman) Limited, Clifton House, 75 Fort Street P.O. Box Grand Cayman, Cayman Islands	Ordinary shares	100%
Ecoelectrica Holdings LLC	Road 337 Km. 3.7, Bo.Tallaboa Poniente, PR 00624-9804 PEÑUELAS, Puerto Rico	Ordinary shares	50%
Ecoelectrica L.P.	Appleby Spurling & Kempe, Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda	Ordinary shares	50%
Eco Electric LLC	Road 337 Km. 3.7, Bo.Tallaboa Poniente, PR 00624-9804 PEÑUELAS, Puerto Rico	Ordinary shares	50%
IPM Puerto Rico Holdings Inc.	Road 337 Km. 3.7, Bo.Tallaboa Poniente, PR 00624-9804, PENUELAS, Puerto Rico	Ordinary shares	100%

(ii) Normanframe (UK Co 6) Limited owns the remaining 1% partnership capital of Normanclose 2 LLP.

As at 31 December 2019, following the Members' review of the recoverable amount of the Partnership's investments no impairment loss was recognised (2018: US\$nil).

As at 31 December 2019, the Members are of the opinion that the recoverable amounts of the Partnership's investments are not less than their book value.

Notes to the financial statements for the year ended 31 December 2019 (continued)

9. Debtors

Amounts falling due after one year

	31 December 2019 US\$000	31 December 2018 US\$000
Amounts owed by group undertakings - loan	7,496	-

'Amounts owed by group undertakings - loan' consists of a loan due from IPM Eagle Desarrollos Espana S.L. which is repayable by 2033.

Amounts falling due within one year

	31 December 2019 US\$000	31 December 2018 US\$000
Amounts owed by group undertakings - loans	578	10,648
Amounts owed by group undertakings - interest	52	58
Amounts owed by group undertakings - current accounts	107,520	11,582
Derivative financial assets	45	195
Other debtors	631	-
	<b>108,826</b>	<b>22,483</b>

'Amounts owed by group undertakings - loans' are unsecured, subject to floating rates of interest plus a margin, and repayable within one year. 'Amounts owed by group undertakings - current accounts' are unsecured, subject to floating rates of interest plus a margin, and repayable on demand.

10. Creditors: amounts falling due within one year

	31 December 2019 US\$000	31 December 2018 US\$000
Amounts owed to group undertakings - loans	8,789	8,789
Amounts owed to group undertakings - interest	3	3
Amounts owed to group undertakings - others	1,303	7,675
	<b>10,095</b>	<b>16,467</b>

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

Included above in 'amounts owed to group undertakings - loans' are amounts that do not accrue interest of US\$8,279,000 (2018: US\$8,288,000).

11. Other reserves

Other reserves include the profits and losses for all current and prior periods after distributions.

**Notes to the financial statements for the year ended 31 December 2019 (continued)****12. Related party disclosures**

As at 31 December 2019 and 31 December 2018, the Partnership was owned 70% by International Power (Impala) and 30% by Mitsui Power Ventures Limited. The Partnership has taken advantage of the exemption under paragraph 8(k) of FRS 101 and has therefore not disclosed transactions with its wholly owned subsidiaries.

Transaction entered into with related parties that are not wholly owned by the Partnership, and balances outstanding with related parties are as follows:

	<b>31 December 2019</b> <b>US\$000</b>	<b>31 December 2018</b> <b>US\$000</b>
<b>Interest costs during the year</b>		
Subsidiaries	15	14
Other related parties	5	28
	<u>20</u>	<u>42</u>

	<b>31 December 2019</b> <b>US\$000</b>	<b>31 December 2018</b> <b>US\$000</b>
<b>Operating costs during the year</b>		
Parent - International Power Ltd.	6,310	7,699
Other related parties	31	218
	<u>6,341</u>	<u>7,917</u>

	<b>31 December 2019</b> <b>US\$000</b>	<b>31 December 2018</b> <b>US\$000</b>
<b>Amounts owed by related parties</b>		
Subsidiaries	8,126	10,706
Other related parties	107,520	11,582
	<u>115,646</u>	<u>22,288</u>

	<b>31 December 2019</b> <b>US\$000</b>	<b>31 December 2018</b> <b>US\$000</b>
<b>Amounts owed to related parties</b>		
Parent - International Power Ltd.	1,303	7,572
Subsidiaries	8,792	8,792
Other related parties	-	103
	<u>10,095</u>	<u>16,467</u>

Other related parties comprise subsidiaries of ENGIE S.A. not owned by the Partnership, and the Member which holds a non-controlling interest in the Partnership.

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

**13. Members' capital**

At 31 December 2019 International Power (Impala) and Mitsui Power Ventures Limited had cumulatively contributed US\$105,000 and US\$45,000 respectively as capital to the Partnership.

**Notes to the financial statements for the year ended 31 December 2019 (continued)****14. Controlling party and ultimate parent undertaking**

The Partnership was controlled by International Power (Impala), an unlimited company with share capital registered and incorporated in England and Wales. The registered address of International Power (Impala) is Level 20, 25 Canada Square, London E14 5LQ, United Kingdom.

The Members consider the Partnership'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 Partnership 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.

**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 Partnership 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 Partnership is confident it has a strong statement of financial position and is in a position to overcome any financial challenges that may arise. The situation is, of course, under continual review.