



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 913 457 889
Organisasjonsform: Norskreg. utenlandsk foretak
Foretaksnavn: ENGIE INTERNATIONAL FM LIMITED
Forretningsadresse: c/o TMF Norway AS
Hagaløkkveien 26
1383 ASKER

Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Stephen Grant
Dato for fastsettelse av årsregnskapet: 10.09.2024

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 22.10.2024



Resultatregnskap

| Beløp i: GBP | Note | 2022 | 2021 |
|--|------|-------------------|-------------------|
| RESULTATREGNSKAP | | | |
| Inntekter | | | |
| Salgsinntekt | 4 | 18 160 000 | 19 497 000 |
| Sum inntekter | | 18 160 000 | 19 497 000 |
| Kostnader | | | |
| Varekostnad | | 14 905 000 | 12 467 000 |
| Annen driftskostnad | | 5 928 000 | 7 777 000 |
| Sum kostnader | | 20 833 000 | 20 244 000 |
| Driftsresultat | 5 | -2 673 000 | -747 000 |
| Annen rentekostnad | 8 | 68 000 | 217 000 |
| Sum finanskostnader | | 68 000 | 217 000 |
| Netto finans | | -68 000 | -217 000 |
| Resultat før skattekostnad | | -2 741 000 | -964 000 |
| Skattekostnad | 9 | 192 000 | -117 000 |
| Årsresultat | | -2 933 000 | -847 000 |
| Translation differences on overseas branches | | 7 000 | -359 000 |
| Sum resultatkomponenter for IFRS-foretak | | 7 000 | -359 000 |
| Totalresultat | | -2 926 000 | -1 206 000 |
| Overføringer og disponeringer | | | |
| Udekket tap | | -2 926 000 | -1 206 000 |
| Sum overføringer og disponeringer | | -2 926 000 | -1 206 000 |



Balanse

| Beløp i: GBP | Note | 2022 | 2021 |
|--|------|-------------------|------------------|
| BALANSE - EIENDELER | | | |
| Anleggsmidler | | | |
| Immaterielle eiendeler | | | |
| Varige driftsmidler | | | |
| Sum varige driftsmidler | 10 | | |
| Sum anleggsmidler | | 0 | 0 |
| Omløpsmidler | | | |
| Varer | | | |
| Fordringer | | | |
| Kundefordringer | 11 | 9 335 000 | 7 400 000 |
| Sum fordringer | | 9 335 000 | 7 400 000 |
| Bankinnskudd, kontanter og lignende | | | |
| Bankinnskudd, kontanter og lignende | | 1 320 000 | 1 456 000 |
| Sum bankinnskudd, kontanter og lignende | | 1 320 000 | 1 456 000 |
| Sum omløpsmidler | | 10 655 000 | 8 856 000 |
| SUM EIENDELER | | 10 655 000 | 8 856 000 |
| BALANSE - EGENKAPITAL OG GJELD | | | |
| Egenkapital | | | |
| Innskutt egenkapital | | | |
| Selskapskapital | 14 | 3 500 000 | 3 500 000 |
| Overkurs | 14 | 13 000 000 | 13 000 000 |
| Sum innskutt egenkapital | | 16 500 000 | 16 500 000 |
| Opptjent egenkapital | | | |
| Udekket tap | 15 | 16 870 000 | 13 944 000 |
| Sum opptjent egenkapital | | -16 870 000 | -13 944 000 |



Balanse

| Beløp i: GBP | Note | 2022 | 2021 |
|---------------------------------|-------------|-------------------|------------------|
| Sum egenkapital | | -370 000 | 2 556 000 |
| Sum langsiktig gjeld | | 0 | 0 |
| Kortsiktig gjeld | | | |
| Leverandørgjeld | 12 | 11 025 000 | 6 300 000 |
| Sum kortsiktig gjeld | | 11 025 000 | 6 300 000 |
| Sum gjeld | | 11 025 000 | 6 300 000 |
| SUM EGENKAPITAL OG GJELD | | 10 655 000 | 8 856 000 |



Registered number: 08420632

ENGIE INTERNATIONAL FM LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



COMPANY INFORMATION

| | |
|----------------------------|--|
| DIRECTORS | S Grant M Chadwick |
| REGISTERED NUMBER | 08420632 |
| REGISTERED OFFICE | Rooms 481 - 499 Second Floor Salisbury House London Wall London EC2M 5SQ |
| INDEPENDENT AUDITOR | Ernst & Young LLP Citygate St James' Boulevard Newcastle-upon-Tyne NE1 4JD |



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STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

INTRODUCTION

The Directors present their strategic report for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of ENGIE International FM Limited ("the Company") is facilities management solutions.

BUSINESS REVIEW

Turnover for the financial year under review was £18,160,000 (2021: £19,497,000) and loss before tax for the financial year under review was £2,741,000 (2021: loss before tax of £964,000).

The Company had cash and cash equivalents of £1,320,000 as at 31 December 2022 (2021: £1,456,000).

In August 2022 the decision was taken by the ENGIE Board to wind down operations in Facilities Management. The Company will continue to operate until its existing client contracts expire, although this will mean a gradual contraction of the business. It is envisaged that many of the staff will migrate to another ENGIE division, ENGIE Impact, and their valuable technical skills will be utilised in the implementation of large Carbon Reduction projects.

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 rigorous processes in place for managing the exposure within a specified opportunities and risk management framework that applies to all activities of the Company, including:

External risks

The Company continuously addresses the impact of the external business environment, updating as appropriate, its strategy and medium-term planning.

Strategic risks

In pursuit of business opportunities, the Company is particularly aware of the potential for importing risk, whether by way of winning contracts, forming joint ventures, or acquiring businesses or investments. Rigorous processes are therefore in place for managing such exposure within a specified opportunity and risk management framework.

Organisation and management risks

The retention and recruitment of staff is a challenge faced by the Company and the sector in which it operates. The Company is conscious of the reliance placed on IT systems as a platform for efficient delivery of day-to-day operational activities and continues to develop and deliver further improvements.

Delivery and operational risks

In delivering contracts and business improvement initiatives, robust processes are in place for managing the potential risk exposure.



STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Health, safety and environmental risks

The health and safety of its employees and of the public is of the upmost importance to the Company. The Company has a responsible attitude to the environmental impact of the infrastructure, building, industrial development and other projects with which it is concerned. It seeks to always act in accordance with good practice, preserving and, where possible, enhancing the quality of the environment. The Company's system for environmental issues continues to form a significant and integral part of their systems.

FINANCIAL KEY PERFORMANCE INDICATORS

The key performance indicators relevant to the Company's performance and prospects are as follows:

Turnover

The Company's turnover for the year totals £18,160,000 (2021: £19,497,000), a decrease of £1,337,000 (7%) on the previous year.

Profit/loss before tax

The Company's loss before tax for the year totals £2,741,000 (2021: loss before tax of £964,000).

Net assets/liabilities

The Company's net liabilities at the year-end stand at £370,000 (2021: net assets £2,556,000), a movement of £2,926,000 on the previous year. This decrease is primarily as a result of the Company's loss for the financial year.

GOING CONCERN

The Directors have prepared forecasts for the going concern period to 30 September 2025 and considered the cashflows during that period and considered the sources of further cashflow requirements in that period.

The Directors have received a letter of support from Engie Energy Services International, to assist the company in meeting liabilities as and when they fall due and the Directors have considered the ability of Engie Energy Services International to provide the required financial support to the Company. The Directors remain confident that both short-term liquidity and longer-term financing support is readily available from the ENGIE group, should this be required, and the Company has no significant reliance on third party debt. The Directors are therefore satisfied that the Company can continue to pay its liabilities as they fall due during the going concern period to 30 September 2025. For this reason, they have continued to adopt the going concern basis in preparing the financial statements.

DIRECTORS' STATEMENT OF COMPLIANCE WITH DUTY TO PROMOTE THE SUCCESS OF THE COMPANY

Long-term consequences of decisions made in year

The Company's key stakeholders have been determined to be the Company's parent undertaking and other companies within the ENGIE group, as well as its customers, suppliers and employees.

The decision to wind down Facilities Management operations will limit, and ultimately curtail, the Company's business. However, the business has a number of remaining Client contracts, which will not all terminate until the end of 2025 and the Company will remain a going concern until the contracts end.



STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Employee involvement and engagement

The Company places considerable value on the involvement of its employees and systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, in order that their views may be considered where decision-making may affect their interests. This is achieved through regular meetings between management and elected employee representatives, Company-wide web presentations, intranet news articles and mails to employees' home addresses. Employee involvement in the Company is encouraged through regular employee surveys. Achieving a common awareness on the part of all employees of the financial and economic factors affecting the Company plays a role in improving its performance. The Company also encourages the involvement of employees to optimise Company and the wider ENGIE group performance through wider employee share ownership utilising the group's Link Employee Share Purchase Plan.

The wider UK BU contributes to ENGIE's global skills reporting process, which provides an understanding of current skill trends and gaps requiring attention. This enables the Company to establish a clear understanding of the short, medium and long-term focus areas. Succession plans and pools for business-critical roles are regularly reviewed, developing internal and external development plans to ensure a sustainable pipeline of talent.

Fostering business relationships with suppliers, customers and other stakeholders

Across ENGIE, the ambition is to lead the transition towards a zero-carbon future and the supply chain plays a crucial role in delivering this objective. The UK BU and wider ENGIE group are committed to working with suppliers who share the desire to drive positive change for customers, communities and the environment.

ENGIE has an established Supplier Charter which it requires all suppliers to sign up to. The Charter includes principles of the Responsible Business Charter as well as Ethics and Health and Safety commitments expected from both ENGIE and the supplier.



**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

The wider ENGIE partnership with Social Enterprise UK and the Supply Chain Sustainability School is focused on supporting the supply chain to create tangible positive community impacts, including:

- supply chain training and collaboration to accelerate ENGIE's zero-carbon capabilities;
- supporting suppliers to reduce their carbon footprint;
- growth and support of the voluntary, community and social enterprise ("VCSE") sector; and
- collaborating with industry leaders in responsible procurement.

Impact of the Company's operations on the community and environment

The Company is aligned to ENGIE's Responsible Business Charter, which includes reference to the commitment to invest in both communities and environmental leadership.

The wider UK BU defines community investment as the total financial value of employee fundraising, employee volunteering hours and management time, gifts and donations, financial investment including spend within the VCSE sector and sponsorship of community events.

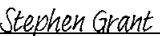
The maintenance of high standards of conduct

The UK Directors maintain high standards of business conduct by ensuring that activities of the UK BU companies of ENGIE are in line with ENGIE's Ethics Charter, policies and codes of conduct. The overarching Ethics Charter includes a zero tolerance for all forms of corruption and is supplemented with a range of more specific policies and practical guidelines which deal with areas such as supplier relationships, conflicts of interest and gifts and hospitality. All Board members have received training in this respect. The Directors' actions are also guided by ENGIE's core values, which help define the wider UK BU companies' strategies and targets. Additional assurance that high standards of conduct are maintained is gained from the oversight and guidance the companies receive from the independent Scrutiny Board, which is a non-statutory oversight committee appointed to assess activities against the Responsible Business Charter. The Responsible Business Charter aims to ensure that ENGIE operates to the highest economic, social and environmental standards while building and maintaining public trust.

Summary of methods used by the Directors to engage with stakeholders and understanding issues relevant to key decisions

The Directors utilise a full range of communication channels managed at the wider UK BU level to engage with stakeholders. These include face to face meetings (virtual and in person), forums and events, reports and other written materials, as well as through public relations activity, targeted digital content and social media.

This report was approved by the Board on 10 September 2024 and signed on its behalf.


Stephen Grant (Sep 12, 2024 10:00 GMT+2)

S Grant
Director



**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The Directors present their report and the audited financial statements for the year ended 31 December 2022.

BRANCHES OUTSIDE THE UK

The Company currently operates using trading branches situated in Denmark, Norway, Sweden, Germany, and Netherlands. The branches in Finland and Israel have ceased operations.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £2,933,000 (2021: loss of £847,000).

The Directors do not recommend the payment of a dividend for the year ended 31 December 2022 (2021: £nil).

DIRECTORS

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

S Grant
D Terouanne (resigned 5 May 2023)
M Chadwick (appointed 5 May 2023)

FUTURE DEVELOPMENTS

The Directors are confident that the Company will be able to build on its current portfolio of contracts and grow the business with both existing and new clients in the future.

FINANCIAL INSTRUMENTS

The Company monitors its exposure to risk on an ongoing basis. The Company's activities do not expose it to any material price risk or cash flow risk. Owing to the nature of the Company's business and the assets and liabilities contained within the balance sheet, the financial risks the Directors consider relevant to the Company are credit risk, liquidity risk and foreign exchange risk. The Company has not used financial instruments to manage its exposure to these risks.

Credit risk

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



DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Liquidity risk

The Company is exposed to liquidity risk on its financial liabilities, including trade creditors and amounts owed to group undertakings. In order to maintain liquidity to ensure sufficient funds are available for ongoing operations and future developments the Company benefits from access to both short-term liquidity and longer-term financing support from the ENGIE group.

The Company has considered alternative sources of liquidity including increased overdraft facilities from UK and the implementation of a Revolving Credit Facility. However, the Company has concluded that the ENGIE group financing is currently the most economical and rational solution for the Company. The Directors do not anticipate any issues in accessing necessary liquidity for the foreseeable future. The situation is, of course, under continual review.

Foreign exchange risk

Foreign exchange risk refers to the adverse effects of changes in foreign exchange rates on the Company's income and expenses. Exposure to foreign exchange risk is managed by the wider ENGIE group.

OTHER SIGNIFICANT RISKS

In addition to the financial risks disclosed above, the Directors consider sub-contractor performance and legislative compliance to be significant risks faced by the Company.

Sub-contractor performance risk

The Company makes use of sub-contractors to deliver some of its services. The performance of these subcontractors can therefore have a direct impact upon the performance of the Company. The Company manages this risk by selecting reputable sub-contract partners, careful management of sub-contractor activities and robust contractual arrangements.

Legislative compliance risk

The Company operates in a number of non-UK jurisdictions and is therefore required to comply with local legislation. Compliance risk is managed through the regular use of professional advisors in each jurisdiction.

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.

This report was approved by the Board on 10 September 2024 and signed on its behalf.


Stephen Grant (Sep 12, 2024 10:00 GMT+2)

S Grant
Director



**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The Directors are responsible for preparing the strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), 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, 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 INTERNATIONAL FM LIMITED

Opinion

We have audited the financial statements of ENGIE International FM Limited (the 'company') for the year ended 31 December 2022 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 17, 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 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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. We are independent of the company 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 30 September 2025.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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 contained within the annual report.

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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 INTERNATIONAL FM 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 and 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 7, 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENGIE INTERNATIONAL FM LIMITED

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are
 - Companies Act 2006 and FRS101
 - Tax legislation (governed by HM Revenue & Customs)
 - Health and Safety legislation
- We understood how ENGIE International FM Limited is complying with those frameworks by reading internal policies and codes of conduct and assessing the entity level control environment. We made enquiries of the Company's legal counsel and senior management of known instances of non-compliance or suspected non-compliance with laws and regulations, including any matters raised in whistleblowing. We also considered the oversight procedures of the Company's parent entity at a UK level through the "Executive Board".
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by making enquiries of senior management. We obtained details of incidents and allegations of fraud raised internally and investigated by the Company's ethics and compliance team. We planned our audit to identify risks of management override or bias by agreeing journal entries in the areas involving significant estimation and judgement, recognition of revenue to supporting documentation.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved a review of board meetings and other committee minutes, and incident registers to identify any non-compliance with laws and regulations. Our procedures also involved journal entry testing and data analytics, as set out above. Our testing also included consideration of compliance of employees with policies and codes of conduct at a contract level, for a sample of contracts, based on their size and complexity.

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 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
13 September 2024



**INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2022**

| | Note | 2022 £000 | 2021 £000 |
|---------------------------------------|-------------|-----------------------|----------------------|
| Turnover | 4 | 18,160 | 19,497 |
| Cost of sales | | (14,905) | (12,467) |
| Gross profit | | <u>3,255</u> | <u>7,030</u> |
| Administrative expenses | | (5,928) | (7,777) |
| Operating loss | 5 | (2,673) | (747) |
| Interest payable and similar expenses | 8 | (68) | (217) |
| Loss before tax | | <u>(2,741)</u> | <u>(964)</u> |
| Tax (charge)/credit on loss | 9 | (192) | 117 |
| Loss for the financial year | | <u><u>(2,933)</u></u> | <u><u>(847)</u></u> |

The notes on pages 15 to 32 form part of these financial statements.



**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

| | 2022 | <i>2021</i> |
|---|----------------|----------------|
| | £000 | <i>£000</i> |
| Loss for the financial year | (2,933) | (847) |
| Other comprehensive income: | | |
| Items that will not be reclassified to profit or loss: | | |
| Translation differences on overseas branches | 7 | (359) |
| Total comprehensive income for the year | (2,926) | (1,206) |

The notes on pages 15 to 32 form part of these financial statements.



REGISTERED NUMBER: 08420632

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

| | Note | 2022 £000 | 2021 £000 |
|--|------|--------------|--------------|
| Fixed assets | | | |
| Tangible assets | 10 | - | - |
| | | - | - |
| Current assets | | | |
| Debtors: amounts falling due within one year | 11 | 9,335 | 7,400 |
| Cash at bank and in hand | | 1,320 | 1,456 |
| | | 10,655 | 8,856 |
| Creditors: amounts falling due within one year | 12 | (11,025) | (6,300) |
| Net current (liabilities)/assets | | (370) | 2,556 |
| Total assets less current liabilities | | (370) | 2,556 |
| Net (liabilities)/assets | | (370) | 2,556 |
| Capital and reserves | | | |
| Called up share capital | 14 | 3,500 | 3,500 |
| Share premium | 14 | 13,000 | 13,000 |
| Profit and loss account | 15 | (16,870) | (13,944) |
| | | (370) | 2,556 |

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 10 September 2024.

Stephen Grant

Stephen Grant (Sep 12, 2024 10:00 GMT+2)

S Grant
Director

The notes on pages 15 to 32 form part of these financial statements.



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

| | Called up share capital and share premium £000 | Profit and loss account £000 | Total deficit £000 |
|--|--|---------------------------------------|-----------------------|
| At 1 January 2021 | 16,500 | (12,738) | (9,238) |
| Comprehensive income for the year | | | |
| Loss for the financial year | - | (847) | (847) |
| Translation differences on overseas branches | - | (359) | (359) |
| Other comprehensive income for the year | - | (359) | (359) |
| Total comprehensive loss for the year | - | (1,206) | (1,206) |
| At 1 January 2022 | 16,500 | (13,944) | 2,556 |
| Comprehensive loss for the year | | | |
| Loss for the financial year | - | (2,933) | (2,933) |
| Translation differences on overseas branches | - | 7 | 7 |
| Other comprehensive loss for the year | - | 7 | 7 |
| Total comprehensive loss for the year | - | (2,926) | (2,926) |
| At 31 December 2022 | 16,500 | (16,870) | (370) |

The notes on pages 15 to 32 form part of these financial statements.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

1. GENERAL INFORMATION

The financial statements of ENGIE International FM Limited for the year ended 31 December 2022 were authorised for issue by the Board of Directors on 10 September 2024 and the statement of financial position was signed on the Board's behalf by S Grant.

The Company is a private limited liability company, incorporated and domiciled in the United Kingdom. The address of its registered office is Rooms 481 - 499 Second Floor, Salisbury House, London Wall, London, EC2M 5SQ.

The results of the Company are included in the consolidated financial statements of ENGIE S.A., which are available from ENGIE, 1 Place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense, France.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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 functional and presentation currency of the Company is Pounds Sterling ("£") and all values in these financial statements are rounded to the nearest thousand pounds ("£'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 judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- 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;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- 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

The Directors have prepared forecasts for the going concern period to 30 September 2025 and considered the cashflows during that period and considered the sources of further cashflow requirements in that period.

The Directors have received a letter of support from Engie Energy Services International, to assist the company in meeting liabilities as and when they fall due and the Directors have considered the ability of Engie Energy Services International to provide the required financial support to the Company. The Directors remain confident that both short-term liquidity and longer-term financing support is readily available from the ENGIE group, should this be required, and the Company has no significant reliance on third party debt. The Directors are therefore satisfied that the Company can continue to pay its liabilities as they fall due during the going concern period to 30 September 2025. For this reason, they have continued to adopt the going concern basis in preparing the financial statements.



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. ACCOUNTING POLICIES (CONTINUED)

2.4 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional and presentation currency is GBP.

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.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'interest receivable or payable'. All other foreign exchange gains and losses are presented in the income statement within 'administrative expenses'.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. ACCOUNTING POLICIES (CONTINUED)

2.5 REVENUE

For all contracts with customers the Company recognises revenue when performance obligations have been satisfied. For most of the Company's facilities management contracts revenue is recognised over time as the customer simultaneously receives and consumes the benefits provided by the Company.

IFRS 15 provides a five step-model which the Company has applied to all sales contracts with customers to identify the revenue which can be recognised. The model is applied at contract inception and on the assumption that the contract will operate as defined in the contract and that the contract will not be cancelled, renewed or modified. After contract inception a change in the scope or price (or both) of a contract that is approved by the parties to the contract is a contract modification.

Step 1 - Identify the contract with the customer

First, the Company determines if a contract exists and whether it is in scope of IFRS 15. The arrangement must create enforceable rights and obligations. Typically, this will be a signed contract with the customer. The Company and customer must be committed to perform their respective obligations, each party's rights regarding the goods or services to be transferred should be identifiable, the payment terms for the goods or services to be transferred should be identifiable, the arrangement must have commercial substance and it must be probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. This assessment is completed on a case by case basis in line with IFRS 15.

Sometimes the Company's contracts are revised for changes to customer requirements. A contract modification is a change in the scope or price (or both) of a contract that is approved by the parties to the contract and exists when the parties to a contract approve a modification that either creates new or changes existing enforceable rights and obligations of the parties to the contract. A contract modification can be approved in writing, by oral agreement, or implied by customary business practices.

If the parties to the contract have not approved a contract modification, revenue is recognised in accordance with the existing contractual terms. Judgment is applied in relation to the accounting for contract modifications where the final terms or legal contracts have not been agreed prior to the period end as management needs to determine if a modification has been approved and if it either creates new or changes existing enforceable rights and obligations of the parties. Depending upon the outcome of such negotiations, the timing and amount of revenue recognised may be different in the relevant accounting periods.

Contract modifications are accounted for as a separate contract if the scope of the contract changes due to the addition of promised goods or services that are distinct and the price of the contract changes by an amount of consideration that reflects the stand-alone selling price of the additional promised goods or services and any appropriate adjustments to that price to reflect the circumstances of the particular contract.

Step 2 - Identify the performance obligations in the contract

At contract inception the Company assesses the goods or services promised in a contract with a customer. It identifies the performance obligations and contractual promises to transfer distinct goods or services to a customer. For facilities management contracts with several components, judgment is necessary to determine the performance obligations by considering whether those promised goods or services are:



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.5 REVENUE (CONTINUED)

- a) a good or service (or bundle of goods or services) that is distinct; or
- b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

For core services provided under most facilities management contracts entered into by the Company, management has applied the principles of IFRS 15 and concluded that the promises are not distinct within the context of the contract and as such there is one performance obligation.

Step 3 - Determine the transaction price

The transaction price is defined as the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer.

The Company estimates the transaction price at contract inception, including any variable consideration, and updates the estimate each reporting period for any changes in circumstances.

When determining the transaction price, the Company assumes that the goods or services will be transferred to the customer based on the terms of the existing contract and does not take into consideration the possibility of a contract being cancelled, renewed or modified.

Variable payments include discounts, rebates, refunds, bonuses, performance bonuses or charges for the occurrence (or lack of occurrence) of a future event and are recognised as revenue (adjusted upwards or downwards) only when it is highly probable that a significant reversal in the revenue recognised will not occur when the associated uncertainty is subsequently resolved. The Company considers highly probable to mean being able to evidence with 80-90% certainty.

Step 4 - Allocate the transaction price to the performance obligations in the contract

The Company allocates the total transaction price to each of the identified performance obligations based on their relative stand-alone selling prices. The Company typically applies an observable price or a cost-plus margin approach.

Step 5 - Recognise revenue when the entity satisfies a performance obligation

For each performance obligation, the Company recognises revenue when (or as) the performance obligation is satisfied. For each performance obligation identified, the Company determines at the contract inception whether it satisfies the performance obligation and recognises revenue over time or at a point in time. For core services provided under most facilities management contracts revenue is recognised over time, as the customer simultaneously receives and consumes the benefits provided by the Company.

For each performance obligation satisfied over time, the Company recognises revenue over time by measuring progress towards complete satisfaction of that performance obligation. The objective when measuring progress is to depict an entity's performance in transferring control of goods or services promised to a customer (i.e. the satisfaction of an entity's performance obligation). The nature of the good or service that the entity promised to transfer to the customer determines the appropriate method for measuring progress. The Company uses input methods and output methods.

Under the input method the Company recognises revenue based on its efforts or inputs to the satisfaction of a performance obligation (for example, resources consumed, labour hours expended



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.5 REVENUE (CONTINUED)

or costs incurred) relative to the total expected inputs to the satisfaction of that performance obligation. If the entity's efforts or inputs are expended evenly throughout the performance period, it may be appropriate for the entity to recognise revenue on a straight-line basis.

The Company applies output methods to specific long-term contracts. These include methods such as surveys of performance completed to date, appraisals of results achieved or milestones reached.

However, if the contract is in its early stages and it is not possible to reasonably measure progress, but the Company expects to recover the costs incurred during this phase, revenue is recognised to the extent of the costs incurred until such a time that it can measure the progress made.

If a performance obligation is not satisfied over time, revenue is recognised at the point in time when control of the goods or services passes to the customer. This may be when the Company has the right to payment of the asset, at the point the Company has transferred physical possession of the asset, or the customer has accepted the asset. Management applies judgment to determine when a customer obtains control of a promised asset and the Company has satisfied a performance obligation.

Costs to obtain a contract

The incremental costs to obtain a contract with a customer are recognised within contract assets if it is expected that those costs will be recoverable. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense in the period.

Costs to fulfil a contract

Costs incurred to ensure that a contract is appropriately mobilised and transformed to enable the delivery of full services under the contract target operating model, are contract fulfilment costs. Only costs which meet all three of the criteria below are included within contract assets on the balance sheet:

- a) the costs relate directly to the contract or to a specific anticipated contract;
- b) the costs generate or enhance resources of the Company that will be used in satisfying performance obligations in the future; and
- c) the costs are expected to be recovered.

For costs incurred in fulfilling a contract with a customer that are within the scope of another IFRS, the Company accounts for these in accordance with those other IFRSs.

Amortisation and impairment of contract assets

The Company amortises contract assets (costs to obtain a contract and costs to fulfil a contract) on a systematic basis that is consistent with the transfer to the customer of the related goods or services to which the asset relates.

Accrued income and deferred income

At the reporting date the Company recognises accrued income or deferred income when revenue recognised is cumulatively higher or lower than the amounts invoiced to the customer.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. ACCOUNTING POLICIES (CONTINUED)

2.6 INTEREST INCOME

Interest income is recognised in profit or loss using the effective interest method.

2.7 FINANCE COSTS

Finance costs are charged to profit or loss 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.

2.8 PENSIONS

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.9 TAXATION

Tax is recognised in profit or loss 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 charge 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.

2.10 TANGIBLE FIXED ASSETS

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.10 TANGIBLE FIXED ASSETS (CONTINUED)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

| | | |
|--------------------|---|-----|
| Computer equipment | - | 33% |
|--------------------|---|-----|

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.11 DEBTORS

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.12 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.13 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.14 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 selling the financial assets, 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 always recognises lifetime ECL for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. 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 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.



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

**3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION
UNCERTAINTY**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for income and expenses during the year. However, the nature of estimation means the actual outcomes could differ from those estimates.

The following judgments, estimates and assumptions have had the most significant effect on amounts recognised in the financial statements:

Revenue recognition

The Company determines if a contract exists and whether it is in scope of IFRS 15. The arrangement must create enforceable rights and obligations. Typically, this will be a signed contract with the customer. The Company and customer must be committed to perform their respective obligations, each party's rights regarding the goods or services to be transferred should be identifiable, the payment terms for the goods or services to be transferred should be identifiable, the arrangement must have commercial substance and it must be probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. This assessment is completed on a case by case basis in line with IFRS 15.

At contract inception the Company assesses the goods or services promised in a contract with a customer. It identifies the performance obligations, contractual promises to transfer distinct goods or services to a customer. For facilities management contracts with several components, judgment is necessary to determine the performance obligations by considering whether those promised goods or services are:

- a) a good or service (or bundle of goods or services) that is distinct; or
- b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

For core services provided under most facilities management contracts entered into by the Company, management has applied the principles of IFRS 15 and concluded that the promises are not distinct within the context of the contract and as such there is one performance obligation.

The Company recognises revenue on a contract by contract basis based on the satisfaction of performance obligations. Where contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

Provisions and accruals for liabilities

Management estimation is required to determine the appropriate amounts of provisions for bad and doubtful debts, customer rebates and accruals for certain administrative expenses. The judgments, estimates and associated assumptions necessary to calculate these provisions are based on historical experience and other reasonable factors.



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

Taxation

The Company establishes provisions based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience with previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 9.

4. TURNOVER

The whole of the turnover is attributable to the Company's principal activity, which is the supply of facilities management solutions.

Analysis of turnover by country of destination:

| | 2022 | <i>2021</i> |
|----------------|---------------|---------------|
| | £000 | <i>£000</i> |
| United Kingdom | 2,962 | 2,719 |
| Rest of Europe | 15,198 | 16,778 |
| | <u>18,160</u> | <u>19,497</u> |



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

5. OPERATING LOSS

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

| | 2022 £000 | 2021 £000 |
|---------------------------------------|--------------|--------------|
| Depreciation of tangible fixed assets | - | 2 |
| Exchange differences | (7) | (186) |
| Defined contribution pension cost | 144 | 205 |
| | <u>144</u> | <u>205</u> |

All Directors' remuneration is paid by fellow group undertakings in respect of their services to group companies. The Directors' services to the Company do not occupy a significant amount of time and consequently no allocation can be made to the Company for qualifying services for the year (2021: £nil).

6. AUDITOR'S REMUNERATION

| | 2022 £000 | 2021 £000 |
|--|--------------|--------------|
| Fees payable to the Company's auditor for the audit of the Company's annual financial statements | 40 | 40 |
| | <u>40</u> | <u>40</u> |

7. EMPLOYEES

Staff costs were as follows:

| | 2022 £000 | 2021 £000 |
|-------------------------------------|--------------|--------------|
| Wages and salaries | 3,018 | 3,897 |
| Social security costs | 208 | 228 |
| Cost of defined contribution scheme | 144 | 205 |
| | <u>3,370</u> | <u>4,330</u> |

The average monthly number of employees during the year was as follows:

| | 2022 Number | 2021 Number |
|--------------------------|----------------|----------------|
| Selling and distribution | 10 | 10 |
| Administration | 20 | 25 |
| | <u>30</u> | <u>35</u> |



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

8. INTEREST PAYABLE AND SIMILAR EXPENSES

| | 2022 £000 | 2021 £000 |
|--|--------------|--------------|
| Exchange rate differences | - | 186 |
| Interest payable to group undertakings | 68 | 31 |
| | <u>68</u> | <u>217</u> |

9. TAXATION

| | 2022 £000 | 2021 £000 |
|--|--------------|--------------|
| CORPORATION TAX | | |
| Current tax on loss for the year | 126 | (186) |
| Adjustments in respect of previous periods | 66 | 69 |
| TOTAL CURRENT TAX CHARGE/(CREDIT) | <u>192</u> | <u>(117)</u> |



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

9. TAXATION (CONTINUED)

FACTORS AFFECTING TAX (CREDIT)/EXPENSE FOR THE YEAR

The tax assessed for the year is lower than (2021: *lower than*) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

| | 2022 £000 | 2021 £000 |
|--|--------------|--------------|
| Loss before tax | (2,741) | (964) |
| Loss multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%) | (521) | (183) |
| EFFECTS OF: | | |
| Expenses not deductible for tax purposes | 166 | 1 |
| Tax on overseas earnings | 126 | - |
| Adjustments to tax charge in respect of prior periods | 66 | 69 |
| Movement in deferred tax not recognized | 461 | 81 |
| Changes in tax rates | (106) | (85) |
| TOTAL TAX CHARGE/(CREDIT) FOR THE YEAR | 192 | (117) |

FACTORS THAT MAY AFFECT FUTURE TAX EXPENSES

The Finance (No.2) Act 2015 reduced the main rate of UK corporation tax to 19%, effective from 1 April 2017. A further reduction in the UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by the Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of the corporation tax rate, thereby maintaining the current rate of 19%.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. These changes were not substantively enacted at the balance sheet date and hence have not been reflected in the measurement of tax balances at the year end. It is likely that the overall effect of these changes, had they been substantively enacted by the balance sheet date, would not be material to these financial statements.



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

10. TANGIBLE ASSETS

| | Computer equipment £000 |
|-----------------------|-------------------------------|
| COST | |
| At 1 January 2022 | 9 |
| At 31 December 2022 | <u>9</u> |
| DEPRECIATION | |
| At 1 January 2022 | 9 |
| Charge for the year | - |
| At 31 December 2022 | <u>9</u> |
| NET BOOK VALUE | |
| At 31 December 2022 | <u>-</u> |
| At 31 December 2021 | <u>-</u> |



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

11. DEBTORS

| | 2022 | 2021 |
|------------------------------------|--------------|--------------|
| | £000 | £000 |
| Trade debtors | 5,855 | 2,805 |
| Amounts owed by group undertakings | 2,254 | 3,460 |
| Other debtors | 45 | 125 |
| Prepayments and accrued income | 1,181 | 1,010 |
| | <u>9,335</u> | <u>7,400</u> |

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2022 | 2021 |
|--|---------------|--------------|
| | £000 | £000 |
| Trade creditors | 2,006 | 1,093 |
| Amounts owed to group undertakings | 6,745 | 3,008 |
| Group relief payable to group undertakings | - | 429 |
| Other taxation and social security | 98 | 5 |
| Other creditors | 133 | 177 |
| Foreign tax | 129 | - |
| Accruals and deferred income | 1,914 | 1,588 |
| | <u>11,025</u> | <u>6,300</u> |

Amounts owed to group undertakings are unsecured and interest free.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

13. FINANCIAL INSTRUMENTS

| | 2022 | <i>2021</i> |
|--|-------------|-------------|
| | £000 | <i>£000</i> |
| FINANCIAL ASSETS | | |
| Financial assets measured at amortised cost | 10,655 | 8,856 |
| FINANCIAL LIABILITIES | | |
| Financial liabilities measured at amortised cost | (10,798) | (6,295) |

Financial assets measured at amortised cost comprise cash and cash equivalents, trade debtors, amounts owed by group undertakings, group relief receivable owed by group undertakings, other debtors and accrued income.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings, group relief payable to group undertakings, other creditors and accruals.

14. CALLED UP SHARE CAPITAL AND SHARE PREMIUM

| | 2022 | <i>2021</i> |
|---|-------------|-------------|
| | £000 | <i>£000</i> |
| Allotted, called up and fully paid | | |
| 3,500,002 (2021: 3,500,002) Ordinary shares of £1.00 each | 16,500 | 16,500 |

On 10 March 2021, ENGIE International FM Limited issued two shares to ENGIE Energy Services International S.A., the Company's immediate parent. These shares each had a nominal value of £1, and a total of £13,000,000 was received in consideration. This capital injection was used to reimburse ENGIE International FM Limited's overdraft with ENGIE Treasury Management, which forms part of "Amounts owed to group undertakings" within note 12.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

15. RESERVES

Profit and loss account

The profit and loss account records the cumulative amount of profits and losses less any cumulative distribution of dividends.

16. PENSION COMMITMENTS

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost represents contributions payable by the Company to the fund and amounted to £144,006 (2021: £ 205,399). There were no outstanding contributions (2021: none) payable to the scheme at the year end.

17. CONTROLLING PARTY

The immediate parent company of ENGIE International FM Limited is ENGIE Energy Services International S.A., a company registered in Belgium. The Directors regard ENGIE S.A. as the ultimate parent company and controlling party of ENGIE International FM Limited. ENGIE S.A. is registered in France.

The parent undertaking of the smallest and largest group which includes the Company for which consolidated financial statements are prepared is ENGIE S.A.

Copies of the group's consolidated financial statements may be obtained from ENGIE, 1 Place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense, France.