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FILE

ORIGINAL



Competitive Retail Electric Service (CRES)
Provider Application

Case Number: 00 - 1936 -EL- CRS

Please complete all information. Identify all attachments with a label and title (example: Exhibit C-2 Financial Statements). For paper filing, you can mail the original and three complete copies to the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

A. Application Information

A-1. Provider Type.

Select the competitive retail electric service (CRES) provider type(s) for which the applicant is seeking certification. Please note you can select more than one.

Aggregator	Power Broker	Power Marketer	Retail Electric Generation Provider
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

A-2. Applicant's legal name and contact information.

Provide the name and contact information of the business entity.

Legal Name:	<u>Direct Energy Services, LLC</u>		
Street Address:	<u>12 Greenway Plaza, Suite 250</u>		
City:	<u>Houston</u>	State: <u>TX</u>	Zip: <u>77046</u>
Telephone:	<u>713-877-3500</u>	Website: <u>www.directenergy.com</u>	

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A-3. Names and contact information under which the applicant will do business in Ohio.

Provide the names and contact information the business entity will use for business in Ohio. This does not have to be an Ohio address and may be the same contact information given in A-2.

Name:	<u>Direct Energy Services, LLC</u>		
Street Address:	<u>12 Greenway Plaza, Suite 250</u>		
City:	<u>Houston</u>	State: <u>TX</u>	Zip: <u>77046</u>
Telephone:	<u>713.877.3500</u>	Website: <u>www.directenergy.com</u>	

A-4. Names under which the applicant does business in North America.

Provide all business names the applicant uses in North America. You do not need to include the names provided in A-2 and A-3.

Name(s):	<u>Direct Energy</u>
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Technician SUE Date Processed 10-14-20

A-5. Contact person for regulatory matters.

Name: Christopher Kallaher
Street Address: 162 Cypress Street
City: Brookline State: MA Zip: 02445
Telephone: (617)462-6297 Email: chris.kallaher@directenergy.com

A-6. Contact person for PUCO Staff use in investigating consumer complaints.

Name: Paige Harris
Street Address: 6502 S. Yale Avenue, Suite 300
City: Tulsa State: OK Zip: 74136
Telephone: (866)670-6671 Email: csdirectenergy@directenergy.com

A-7. Applicant's address and toll-free number for customer service and complaints.

Street Address: 6502 S. Yale Avenue
City: Tulsa State: OK Zip: 74136
Toll-free
Telephone: (888)734-0741 Email: csdirectenergy@directenergy.com

A-8. Applicant's federal employer identification number.

FEIN: 20-1340064

A-9. Applicant's form of ownership (select one).

Sole Proprietorship	Limited Liability Partnership (LLP)	Corporation	Partnership
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Limited Liability Company (LLC)	Other: _____		
<input checked="" type="checkbox"/>			

A-10. Identify current or proposed service areas.

Identify each service area in which the applicant is currently providing service or intends to provide service and identify each customer class that the applicant is currently serving or intends to serve.

Service area selection:

AEP Ohio	DP&L	Duke Energy Ohio	FirstEnergy – Cleveland Electric Illuminating
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

FirstEnergy – Ohio
Edison



FirstEnergy – Toledo
Edison



Class of customer selection:

Commercial



Industrial



Mercantile



Residential



A-11. Start Date.

Indicate the approximate start date the applicant began/will begin offering services.

Date: 2000

A-12. Principal officers, directors and partners.

Please provide an attachment for all contacts that should be listed as an officer, director or partner.

A-13. Company history.

Provide an attachment with a concise description of the applicant's company history and principal business interests.

A-14. Secretary of State.

Provide evidence that the applicant is currently registered with the Ohio Secretary of State.

B. Managerial Capability

Provide a response or attachment for each of the sections below.

B-1. Jurisdiction of operations.

List all jurisdictions in which the applicant or any affiliated interest of the applicant is certified, licensed, registered or otherwise authorized to provide retail natural gas service or retail/wholesale electric service as of the date of filing the application.

B-2. Experience and plans.

Describe the applicant's experience in providing the service(s) for which it is applying (e.g., number and type of customers served, utility service areas, amount of load, etc.). Include the plan for contracting with customers, providing contracted services, providing billing statements and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Sections 4928.10 and/or 4929.22 of the Ohio Revised Code.

B-3. Disclosure of liabilities and investigations.

For the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant, describe all existing, pending or past rulings, judgments, findings, contingent liabilities, revocation of authority, regulatory investigations, judicial actions, or other formal or informal notices of violations, or any other matter related to competitive services in Ohio or equivalent services in another jurisdiction.

B-4. Disclosure of consumer protection violations.

Has the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years? If yes, attach a document detailing the information.

Yes

☐

No

☒

B-5. Disclosure of certification denial, curtailment, suspension, or revocation.

Has the applicant, affiliate, or a predecessor of the applicant had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, revoked, or cancelled or been terminated or suspended from any of Ohio's Natural Gas or Electric Utility's Choice programs within the past two years? If yes, attach a document detailing the information.

Yes

☐

No

☒

B-6. Environmental disclosure.

This section is only applicable if power marketer or retail electric generation provider have been selected in A-1.

Provide a detailed description of how the applicant intends to determine its generation resource mix and environmental characteristics, including air emissions and radioactive waste. Include the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. See 4901:1-21-09 of the Ohio Administrative Code for additional details of this requirement.

C. Financial Capability

Provide a response or attachment for each of the sections below.

C-1. Financial reporting.

Provide a current link to the most recent Form 10-K filed with the Securities and Exchange Commission (SEC) or attach a copy of the form. If the applicant does not have a Form 10-K, submit the parent company's Form 10-K. If neither the applicant nor its parent is required to file Form 10-K, state that the applicant is not required to make such filings with the SEC and provide an explanation as to why it is not required.

C-2. Financial statements

Provide copies of the applicant's two most recent years of audited financial statements, including a balance sheet, income statement, and cash flow statement. If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, provide audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns with social

security numbers and bank account numbers redacted.

If the applicant is unable to meet the requirement for two years of financial statements, the Staff reviewer may request additional financial information.

C-3. Forecasted financial statements.

Provide two years of forecasted income statements based solely on the applicant's anticipated business activities in the state of Ohio.

Include the following information with the forecast: a list of assumptions used to generate the forecast; a statement indicating that the forecast is based solely on Ohio business activities only; and the name, address, email address, and telephone number of the preparer of the forecast.

The forecast may be in one of two acceptable formats: 1) an annual format that includes the current year and the two years succeeding the current year; or 2) a monthly format showing 24 consecutive months following the month of filing this application broken down into two 12-month periods with totals for revenues, expenses, and projected net incomes for both periods. Please show revenues, expenses, and net income (revenues minus total expenses) that is expected to be earned and incurred in business activities only in the state of Ohio for those periods.

If the applicant is filing for both an electric certificate and a natural gas certificate, please provide a separate and distinct forecast for revenues and expenses representing Ohio electric business activities in the application for the electric certificate and another forecast representing Ohio natural gas business activities in the application for the natural gas certificate.

C-4. Credit rating.

Provide a credit opinion disclosing the applicant's credit rating as reported by at least one of the following ratings agencies: Moody's Investors Service, Standard & Poor's Financial Services, Fitch Ratings or the National Association of Insurance Commissioners. If the applicant does not have its own credit ratings, substitute the credit ratings of a parent or an affiliate organization and submit a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter "Not Rated".

C-5. Credit report.

Provide a copy of the applicant's credit report from Experian, Equifax, TransUnion, Dun and Bradstreet or a similar credit reporting organization. If the applicant is a newly formed entity with no credit report, then provide a personal credit report for the principal owner of the entity seeking certification. At a minimum, the credit report must show summary information and an overall credit score. Bank/credit account numbers and highly sensitive identification information must be redacted. If the applicant provides an acceptable credit rating(s) in response to C-4, then the applicant may select "This does not apply" and provide a response in the box below stating that a credit rating(s) was provided in response to C-4.

C-6. Bankruptcy information.

Within the previous 24 months, have any of the following filed for reorganization, protection from creditors or any other form of bankruptcy? If yes, attach a document detailing the information.

Applicant

Parent company of the applicant

Affiliate company that guarantees the financial obligations of the applicant

Any owner or officer of the applicant

Yes

☐

No

☒

C-7. Merger information.

Is the applicant currently involved in any dissolution, merger or acquisition activity, or otherwise participated in such activities within the previous 24 months? If yes, attach a document detailing the information.

Yes

☐

No

☒

C-8. Corporate structure.

Provide a graphical depiction of the applicant's corporate structure. Do not provide an internal organizational chart. The graphical depiction should include all parent holding companies, subsidiaries and affiliates as well as a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required, and the applicant may respond by stating that it is a stand-alone entity with no affiliate or subsidiary companies.

C-9. Financial arrangements.

This section is only applicable if power marketer or retail electric generation provider have been selected in A-1.

Provide copies of the applicant's financial arrangements to satisfy collateral requirements to conduct retail electric/natural gas business activities (e.g., parental guarantees, letters of credit, contractual arrangements, etc., as described below).

Renewal applicants may provide a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU's collateral requirements. The statement or letter must be on the utility's letterhead and dated within a 30-day period of the date the applicant files its renewal application.

First-time applicants or applicants whose certificate has expired must meet the requirements of C-9 in one of the following ways:

- .. The applicant itself states that it is investment grade rated by Moody's Investors Service, Standard & Poor's Financial Services, or Fitch Ratings and provides evidence of rating from the rating agencies. If you provided a credit rating in C-4, reference the credit rating in the statement.

1. The applicant's parent company is investment grade rated (by Moody's, Standard & Poor's, or Fitch) and guarantees the financial obligations of the applicant to the LDU(s). Provide a copy of the most recent credit opinion from Moody's, Standard & Poor's or Fitch.
1. The applicant's parent company is not investment grade rated by Moody's, Standard & Poor's or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The parent company's financials and a copy of the parental guarantee must be included in the application if the applicant is relying on this option.
1. The applicant can provide evidence of posting a letter of credit with the LDU(s) listed as the beneficiary, in an amount sufficient to satisfy the collateral requirements of the LDU(s).

D. Technical Capability

Provide an attachment for each of the sections below.

D-1. Operations.

Power brokers/aggregators: Include details of the applicant's business operations and plans for arranging and/or aggregating for the supply of electricity to retail customers.

Power Marketers/Generators: Describe the operational nature of the applicant's business, specifying whether operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services, as well as other services used to arrange for the purchase and delivery of electricity to retail customers.

D-2. Operations expertise and key technical personnel.

Provide evidence of the applicant's experience and technical expertise in performing the operations described in this application. Include the names, titles, e-mail addresses, telephone numbers and background of key personnel involved in the operational aspects of the applicant's business.

D-3. FERC power marketer authorization.

Provide the FERC docket granting the applicant power marketer authority.

As authorized representative for the above company/organization, I certify that all the information contained in this application is true, accurate and complete. I also understand that failure to report completely and accurately may result in penalties or other legal actions.


Signature

OCTOBER 13, 2020
Date

CO-SECRETARY
Title

Competitive Retail Electric Service Affidavit

County of Harris :

State of TX :

Paolo Berard, Affiant, being duly sworn/affirmed, hereby states that:

1. The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant, and that it will amend its application while it is pending if any substantial changes occur regarding the information provided.
2. The applicant will timely file an annual report of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Sections 4905.10(A), 4911.18(A), and 4928.06(F), Ohio Revised Code.
3. The applicant will timely pay any assessment made pursuant to Sections 4905.10, 4911.18, and 4928.06(F), Ohio Revised Code.
4. The applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
5. The applicant will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the applicant.
6. The applicant will fully comply with Section 4928.09, Ohio Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The applicant will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The applicant will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The applicant will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the applicant will provide, it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio.
11. The Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating consumer complaints.

12. The facts set forth above are true and accurate to the best of his/her knowledge, information, and belief and that he/she expects said applicant to be able to prove the same at any hearing hereof.
13. Affiant further sayeth naught.

P. R. A. CO-SECRETARY
Signature of Affiant & Title

Sworn and subscribed before me this 12th day of October 2020
Month Year

Trenita Spivey
Signature of official administering oath

Trenita Spivey, Notary
Print Name and Title

My commission expires on July 3, 2021

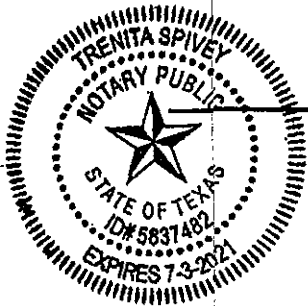


Exhibit A-12

Principal Officers and Directors

The following is a current list of the Officers and Directors of Direct Energy Services, LLC:

Board Positions

Bruce Stewart
Director & Co-President

12 Greenway Plaza
Suite 250
Houston, TX 77046
(713) 877-3500

John Schultz
Director & Co-President

194 Wood Avenue South
Iselin, NJ 08830
(732) 781-06550

Officers

Bray Dohrwardt
Co-Secretary

12 Greenway Plaza
Suite 250
Houston, TX 77046
(713) 877-3851

Paolo Berard
Co-Secretary

12 Greenway Plaza
Suite 250
Houston, TX 77046
(713) 877-3533

Stuart Phillips
Co-Treasurer

194 Wood Avenue South
Iselin, NJ 08830
(732) 781-0542

Dana Mason
Co-Treasurer

12 Greenway Plaza
Suite 250
Houston, TX 77046
(713) 877-5810

Stacy Phillips
Assistant Treasurer

12 Greenway Plaza
Suite 250
Houston, TX 77046
(281) 800-6397

Exhibit A-13 Company History

Background

Direct Energy Services, LLC is part of the Direct Energy family and its parent company is Centrica plc. Direct Energy is one of North America's largest energy and energy-related services providers with approximately 4 million residential and commercial customer relationships. Direct Energy provides customers with energy choice and support in managing their energy costs through a portfolio of innovative products and services. A subsidiary of Centrica plc (LSE:CNA), one of the world's leading integrated energy companies, Direct Energy operates in 50 states including the District of Columbia and 8 provinces in Canada.

Direct Energy Services, LLC formerly known as Energy America, LLC, is currently serving residential and small commercial customers in the major service electric territories that include: AEP Ohio, Dayton Power & Light, Duke Energy, Cleveland Electric & Illuminating, Ohio Edison and Toledo Edison.

As part of Direct Energy's business model, Direct Energy Services, LLC plans to continue to grow our customer base through acquisitions and retention efforts. Upon enrollment by the customer, Direct Energy Services, LLC mails a confirmation letter detailing the terms and conditions of the contract as part of its "Welcome Kit" to all new customers.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show DIRECT ENERGY SERVICES, LLC, a Delaware Limited Liability Company, Registration Number 1473703, filed on June 30, 2004, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 1st day of October, A.D. 2020.*

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202027502828

Jurisdictions of Operation – Direct Energy Services, LLC

Name:

Direct Energy Services, LLC

Business Address:

12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance:

Docket # 06-03-06RE02 (Power)/Connecticut;
Registration # 01-04 (Gas)/Connecticut;
Case No. EA-05-3-5/Order No. 13816 (Power)/D.C.;
Certificate No. 6790 (Power)/Delaware;
Docket # 05-0722 (Power)/Illinois;
Docket # 05-0086 (Gas)/Illinois;
License # CS-047 (Power)/Massachusetts;
License # GS-028 (Gas)/Massachusetts;
License # IR-719 (Power)/Maryland;
License # IR-791 (Gas)/Maryland;
Case No. U-14537 (Gas)/Michigan;
License # ESL-0078 (Power)/New Jersey;
License # GSL-0088 (Gas)/New Jersey;
Letter Order 2019 (Power & Gas)/ New York;
License # DM 15-513 (Power)/ New Hampshire;
Certificate # 02-024G(9) (Gas)/Ohio;
Certificate # 00-19E(10) (Power)/Ohio;
License # A-110164 (Power)/Pennsylvania;
License # A-125135 (Gas)/Pennsylvania;
Docket # D-96-6(U2) (Power)/Rhode Island;
Docket # 2379(T1) (Gas)/Rhode Island

States Not Currently Serving Customers

Case No. U-14724 (Power)/Michigan;
License # E-36 (Power)/Virginia
Docket # 2005-479 (Power)/Maine

Direct Energy affiliates other than a regulated electricity or natural gas utility currently serving retail customers or engaged in the retail sale of electricity, or electricity supply services, or natural gas:

Name:	Direct Energy Business, LLC
Business Address:	1001 Liberty Avenue Suite 1200, Pittsburgh, PA 15222
License #/State of Issuance:	<p>License # 1351 (Power)/California; Docket # 00-05-14RE01 (Power)/Connecticut; Certificate # 5267 (Power)/Delaware; License # EA-04-4-4 (Power)/D.C.; Docket No. 04-0811 (Power)/Illinois; Docket No. 2011-201 (Power)/Maine; License # IR-437 (Power)/Maryland; License # CS-021 (Power)/Massachusetts; License # GS-052 (Gas)/Massachusetts; Docket # U-13609 (Power)/Michigan; License # ESL-0165 (Power)/New Jersey; License # DM 15-373 (Power)/New Hampshire; Letter Order 2019 (Power & Gas) /New York Certificate # 00-005(10) (Power)/Ohio; License # A-110025 (Power)/Pennsylvania; Docket # D-96-6(Z) (Power)/Rhode Island; Certificate # 10011 (Power)/Texas License # E-38 (Power)/Virginia</p> <p>State Not Currently Serving Customers License # IR-2697 (Gas)/Maryland License #0013 (Gas)/California; Registration # 12-03 (Gas)/Connecticut; License # GSL-0145 (Gas)/New Jersey; License # A-125072 (Gas)/Pennsylvania; Docket # 2379(A3) (Gas)/Rhode Island</p>
Name:	Direct Energy Business Marketing, LLC
Business Address:	194 Wood Avenue South Suite 200, New Jersey, NJ 08830
License #/State of Issuance:	<p>License # 0031 (Gas)/California; Registration # 13-03 (Gas)/Connecticut; Docket # GA-2013-03-1 (Gas)/D.C.; License # IR-3108 (Gas)/Maryland; License # GS-051 (Gas)/Massachusetts; DM 13-121 (Gas)/New Hampshire; License # GSL0128 (Gas)/New Jersey; Letter Order 2019 (Power & Gas)/New York; Certificate # 13-303G(4) (Gas)/Ohio; License A-2013-2365792 (Gas)/Pennsylvania; Docket # 2379(Y2) (Gas)/Rhode Island; License G-7 (Gas)/Virginia</p> <p>States Not Currently Serving Customers: Docket # 13-08-02 (Power)/Connecticut; Docket # EA-2013-12 (Power)/D.C.; Certificate No. 8425 (Power)/Delaware; Docket # 2013-00404 (Power)/Maine; License # IR-3123 (Power)/Maryland; DM 13-260 (Power)/New Hampshire; License # ESL0142 (Power)/New Jersey; License A-2013-2368464 (Power)/Pennsylvania;</p>

Exhibit B-1

Jurisdictions of Operation

Docket # D-96-6(J6) (Power)/Rhode Island

Name: Direct Energy, LP
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10040 (Power)/Texas

Name: CPL Retail Energy, LP
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10023 (Power)/Texas

Name: WTU Retail Energy, LP
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10022 (Power)/Texas

Name: First Choice Power, LLC
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10008 (Power)/Texas

Name: Gateway Energy Services Corporation
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Case No. GA 03-4 (Gas)/D.C.;
License # A-2009-2137275 (Power)/Pennsylvania;
License # A-2009-2138725 (Gas)/Pennsylvania;
License # IR-334 (Gas)/Maryland;
License # IR-340 (Power)/Maryland;
License # GSL-0146 (Gas)/New Jersey;
License # ESL-0166(Power)/ New Jersey

Exhibit B-2 Experience & Plans

Direct Energy Services, LLC ("DES") is part of the Direct Energy family of companies. Direct Energy is one of North America's largest retail providers of electricity, natural gas and home and business energy-related services, with approximately 4 million residential and commercial customers. Direct Energy provides customers with choice and support in managing their energy costs through a portfolio of innovative products and services. A subsidiary of Centrica plc (LSE:CNA), one of the world's leading integrated energy companies, Direct Energy operates in 50 states plus the District of Columbia and 8 Canadian Provinces.

DES, formerly known as Energy America, first entered the Duke Energy, Ohio CHOICE program as a marketer in the fourth quarter of 2002. We have since made entry into the other Ohio Utility Districts initiated marketing campaigns in the First Energy utilities (Ohio Edison, Toledo Edison, and Cleveland Electric Illuminating), American Electric Power utilities (Ohio Power and Columbus Southern Power), and Dayton Power and Light. DES will continue efforts for expansion through customer acquisition and retention efforts as part of Direct Energy's business model. Upon enrollment by the customer, DES mails a confirmation letter detailing the terms and conditions of the contract as part of its "Welcome Kit" to new customers. Regarding customer inquiries and complaints:

Normal customer service hours are Monday – Friday, 8 AM – 5PM, Eastern Standard Time. When customer concerns are directed to DES's Customer Care Center, issues are researched to determine all factors influencing the concern. Once the factors involved in the issues are established, contact with the customer is made to reach an amicable resolution by a Customer Relations Representative. If a customer needs additional assistance, DES's Customer Relations Representative will inform the Supervisor of Customer Relations, who will become involved and assist with the customer inquiry. If a public agency is involved in the dispute resolutions process, once an investigation is complete, the agency is notified of the results and, assuming concurrence, the matter is closed. If the customer continues to dispute the investigation results, DES will inform the customer that Commission Staff is available to mediate the complaint.

EXHIBIT B-3
Summary of U.S. and Canadian Legal and/or Regulatory Proceedings

In the interest of full disclosure, certain Direct Energy entities have been the subject of legal and regulatory proceedings, which are summarized directly below with more detailed explanations following.

- Direct Energy, LP has been the subject of legal and/or regulatory proceedings in Texas.
- Direct Energy Business, LLC has been the subject of a regulatory proceeding with the California Public Utilities Commission and Public Utilities Regulatory Authority in Connecticut.
- Direct Energy Services, LLC has been the subject of legal and/or regulatory proceedings in Connecticut, Maryland, and Michigan.
- Direct Energy Marketing Limited (Canada) has been the subject of legal and/or regulatory proceedings in Alberta, Canada.
- Gateway Energy Services Corporation (formerly known as ECONergy Energy Company, Inc.) had been the subject of legal and/or regulatory proceedings in New Jersey.
- Direct Energy Regulated Services (DERS) has been the subject of legal and/or regulatory proceedings in Alberta.

Direct Energy, LP: Texas

In June 2015, Direct Energy, LP agreed to pay an administrative penalty in the amount of \$220,000 under a settlement with Staff of the Public Utility Commission of Texas to resolve allegations that it initiated disconnection of customers during a weather moratorium. As a result of an administrative error, Direct initiated disconnections for failure to maintain a current balance above the disconnection balance against 252 customers in counties affected by the extreme weather emergencies, of which ten disconnections were completed by Oncor. Since that time, Direct Energy has proactively implemented more efficient internal controls to ensure that TDU notifications of a weather emergency are implemented within one hour of receipt of that notification.

http://interchange.puc.state.tx.us/WebApp/Interchange/Documents/44833_3_860300.pdf

In August 2017, Direct Energy, LP agreed to pay an administrative penalty in the amount of \$70,000 under a settlement with Staff of the Public Utility Commission of Texas to resolve allegations of non-compliance with Public Utility Regulatory Act §§ 17.001(a) and 39.101(b)(6), as well as 16 Texas Administrative Code §§ 25.474, relating to selection of a retail electric provider; 25.475, relating to general retail electric provider requirements; 25.481, related to unauthorized charges, and 25.495, relating to unauthorized change of retail electric provider. Commission Staff investigated a series of informal complaints relating to door-to-door sales vendors from January 1, 2014 through February 1, 2016. These complaints included both those received by the Commission's Customer Protection Division as well as by Direct Energy. Direct ceased door-to-door solicitations in Texas on December 1, 2016. Door-to-door sales re-commenced approximately a year later after some process improvements and continue today.

http://interchange.puc.state.tx.us/WebApp/Interchange/Documents/47362_4_951957.PDF

EXHIBIT B-3
Summary of U.S. and Canadian Legal and/or Regulatory Proceedings

In 2017, Direct Energy, LP received two separate Notices of Investigation from the Public Utility Commission of Texas related to demand response. The first allegation was due to an administrative error in submission of the baseline data for the demand response customer. The second allegation was due to gaps within a demand response customer's usage data that was supplied by the host utility. These separate investigations were combined by commission staff and both were settled with a warning from the Commission.

Direct Energy Business, LLC: California (Penalty Assessment – Non-Compliance)

In July 2017, Direct Energy Business, LLC ("DEB") was notified by the Energy Division of the California Public Utilities Commission ("CPUC") that there was a deficiency in DEB's monthly compliance Resource Adequacy load forecast filing for September 2017 by 16.99 MW. The CPUC allowed a seven day extension to procure the required resources; however, we were unable to execute a contract for the deficiency with the only counterparty that had available supply in time to meet the CPUC's deadline. This resulted in the CPUC assessing a penalty of \$6.66/kWm, which equaled to \$113,000.

Direct Energy Business, LLC: Connecticut

PUCT Docket 19-02-13
Date of Resolution: New/Ongoing

On February 11, 2019, the Public Utilities Regulatory Authority opened the above-referenced docket to consider whether to issue a declaratory ruling finding that the alleged supplier practice of altering the price of business customers' fixed-price contracts violated the Connecticut Unfair Trade Practices Act (CUTPA). After conducting the investigation, the Authority did not issue such a declaratory ruling but rather, in a letter issued on July 19, 2019, referred the matter to the Department of Consumer Protection and the Attorney General on the grounds that "the Authority has reason to believe that Direct's...increases to business customers' fixed-price contracts may violate state law." The conclusion of this matter has no immediate impacts on Direct Energy. It will be up to the Department of Consumer Protection, the agency with the primary authority to enforce CUTPA, to determine whether further action is warranted. If so, it can seek the assistance of the Attorney General in taking any further action against Direct Energy.

Direct Energy Services, LLC: Connecticut

PUC Docket 13-07-17
Date of Resolution: May 1, 2019

In June 2013, the Connecticut Public Utilities Regulatory Authority ("PURA") opened an investigation into the trade practices of three electric suppliers in the state, which included Direct Energy ("Direct"). The PURA alleged that it had received numerous customer complaints regarding billing, slamming and quality of service against Direct. In October 2013, Direct answered a series of interrogatories issued by the PURA. PURA staff and the Office of Consumer Counsel propounded additional interrogatories in mid-2015, which Direct Energy has answered. The case remains open after nearly six (6) years of regulatory review. PURA rendered a final decision in this proceeding in which the regulator issued a draft decision in February May 2019 that included a civil penalty of \$1.5 million, and a prohibition of new residential sales for six months and a one-year marketing audit oversight process that concludes

EXHIBIT B-3
Summary of U.S. and Canadian Legal and/or Regulatory Proceedings

on November 17, 2020. . The final decision was made on 5/1/19 where the drafted penalty amount remain unchanged and also issued a prohibition in accepting new residential customers for six months outside of online enrollments. The penalty amount was paid on 5/8 and confirmed on 5/9 by Department of Energy and Environmental Protection. As an outgrowth of the PURA final decision, Direct Energy has ceased sales via the door-to-door sales channel, instituted additional internal controls and enhanced its sales quality assurance and oversight process with the its Sales Quality Framework. The Sales Quality Framework is an internal audit control that regularly monitors our vendor/subcontractor sales and marketing activities for all applicable sales channels, i.e., web-based, door-to-door, outbound telemarketing, in-bound telemarketing, etc.

PUC Docket 06-03-06RE03

Date of Resolution: August 26, 2015

In October 2014, the PURA re-opened Direct's licensing docket as a result of Direct's self-report regarding a process breakdown that resulted in a failure to send renewal notices to customers. The PURA intends to fully examine Direct's compliance with the Connecticut General Statutes, and determine if civil penalties will be applied. Direct had already begun to issue refunds to impacted customers when it submitted the information about its renewal notices.

Direct Energy Services, LLC: Maryland

On May 15, 2019 Staff of the Maryland Public Service Commission (MDPSC) filed a complaint against Direct Energy Services, LLC (Direct Energy) that they had violated Maryland law. The MDPSC then issued a Letter order on May 17, 2019 requiring Direct Energy to file an answer to the complaint by June 18, 2019 and to appear before a hearing on July 17th. On June 18th, Direct Energy submitted evidence within its answer requesting the complete and immediate dismissal of the Staff complaint. Prior to the July 17th hearing, the MD PSC has delegated this matter to the Public Utility Law Judge Division for a finding of whether a pattern or practice exists as described above and a new docket, Case No. 9614, has been created for this matter.

Direct Energy Services, LLC: Michigan

PUC Case U-18121

Date of Resolution: January 12, 2017

On January 12, 2017, the Michigan Public Service Commission ("MPSC") issued an order relating to a settlement with Direct Energy Services, LLC ("DES"). The terms of the settlement agreement is that DES agrees to: (1) pay a fine of \$35,000 to be paid to the State of Michigan within 30 days of the Commission order approving the agreement; (2) continue a moratorium on door-to-door sales that began on November 1, 2016, that shall continue for 90 days following the date of the order approving this agreement; (3) submit new training materials within 45 days of the order approving this agreement with actual training of DES' Michigan agents to be completed within 90 days; (4) present Michigan Agency for Energy (MAE) Staff by March 31, 2017 with technologies that enhance customer identification and consent, and secure enrollment processes; (5) implement the Whitepages process described in Attachment 1 to the settlement agreement; (6) meet monthly with the MAE Staff for a period of 12 months to discuss progress with compliance with this settlement agreement and any other related matter; (7) develop with MAE Staff a template for processing complaints; and (8) reopen this docket should the MAE State Response Division identify any reoccurrence of the unauthorized switching of any customers by DES salesperson, which may result in fines, permanent moratorium on door-to-door sales and telemarketing, and or potential license revocation.

EXHIBIT B-3
Summary of U.S. and Canadian Legal and/or Regulatory Proceedings

Direct Energy Marketing Limited: Alberta, Canada

One of Direct Energy's Canadian affiliates is Direct Energy Marketing Limited ("DEML"), which operates a business unit in Alberta called Direct Energy Regulated Services ("DERS"). DERS is a regulated retail provider of natural gas and electricity. As such DERS is often involved in regulatory proceedings in the natural course of operating a regulated business. In addition, DERS is also subject to regular regulatory investigations and audits as required by Alberta legislation. None of these investigations or audits has resulted in any negative findings against DERS.

In May of 2016, based on an action brought by Service Alberta, a government consumer protection agency, Direct Energy Marketing Limited ("DEML") pleaded guilty to three charges under the Fair Trading Act related to activity in 2014 and 2015. DEML pleaded guilty to one count of: failing to refund timely; a non-compliant contract; and entering into a marketing contract without complying with the proper requirements. In addition to the plea, a fine of \$13,000 CAD was assessed. By the time of DEML's plea, DEML had already revised its internal processes to address the enumerated concerns.

Gateway Energy Services Corporation: New Jersey

Recently in 2018, Gateway Energy Services Corporation submitted a self-report compliance issue to the New Jersey Board of Public Utilities regarding variable rate pricing for some of its customers. In September 2018 Gateway settled the matter by paying a \$13,500 fine and agreed to additional reporting requirements to the agreed upon customer refunds. Direct Energy subsequently instituted the additional reporting requirements and internal controls.

Direct Energy Regulated Services: Alberta, Canada

One of Direct Energy's Canadian affiliates is Direct Energy Marketing Limited ("DEML"), which operates a business unit in Alberta called Direct Energy Regulated Services ("DERS"). DERS is a regulated retail provider of natural gas and electricity. As such DERS is often involved in regulatory proceedings in the natural course of operating a regulated business. In addition, DERS is also subject to regular regulatory investigations and audits as required by Alberta legislation. DERS was assessed specified penalties of \$25,275 in 2019 under Alberta Utilities Commission Rule 032, for disconnecting customers in error and sending customers to a credit agency in error.

EXHIBIT B-6

Environmental Disclosure

Direct Energy Services, LLC ("DES") does not self-generate power or own any generation facilities. DES uses the environmental disclosure data, including air emissions and radioactive waste, that is provided by the Public Utility Commission of Ohio. DES produces an Annual Projected Fuel Mix Report and Quarterly Environmental Disclosure Reports that compare the actual fuel mix to the projected fuel mix. All reports are submitted the Commission for approval, as per Commission Regulations. Approved Environmental Disclosure Reports are posted on the DES website and provides a copy to all new customers. Environmental Disclosure Reports are also mailed to any customer who requests a copy.

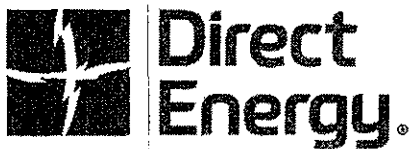


Exhibit C-1 SEC Filings

Direct Energy Services, LLC is an indirect wholly owned subsidiary of Centrica plc. Centrica plc is headquartered in Windsor, UK. As a foreign entity, Centrica is not subject to SEC jurisdiction, and thus does not have SEC filings.



Exhibit C-2

Annual Reports

Direct Energy Services, LLC ("DES") is a fully owned subsidiary of Centrica plc, and as such is fully dependent on the financial statements of our parent company.

Please find included as "EXHIBIT C-2", the following for Centrica plc:

2019 Audited Annual Statement

2020 Interim Financial Results

Financial Statements

104	Independent Auditor's Report
114	Group Income Statement
115	Group Statement of Comprehensive Income
116	Group Statement of Changes in Equity
117	Group Balance Sheet
118	Group Cash Flow Statement
119	Notes to the Financial Statements
196	Company Financial Statements
198	Notes to the Company Financial Statements
208	Gas and Liquids Reserves (Unaudited)
210	Ofgem Consolidated Segmental Statement

Independent Auditor's Report

Report on the audit of the financial statements

Opinion

In our opinion:

- the Financial Statements of Cenrica plc (the 'parent company') and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's and of the parent company's affairs as at 31 December 2019 and of the Group's loss for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- the parent company Financial Statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Group Financial Statements, Article 4 of the IAS Regulation.

We have audited the Financial Statements which comprise:

- the Group Income Statement;
- the Group Statement of Comprehensive Income;
- the Group and Company Balance Sheets;
- the Group and Company Statements of Changes in Equity;
- the Group Cash Flow Statement; and
- the related notes 1 to 26 and the supplementary notes S1 to S11 of the Group Financial Statements and notes I to XVIII of the Company Financial Statements.

The financial reporting framework that has been applied in the preparation of the Group Financial Statements is applicable law and IFRSs as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company Financial Statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

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 Group and the parent company in accordance with the ethical requirements that are relevant to our audit of the Financial Statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the Group and parent company for the year are disclosed in note S9 to the Financial Statements. We confirm that the non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the parent company.

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

Summary of our audit approach

Key audit matters

The key audit matters that we identified in the current year were:

- Presentation of the Group Income Statement;
- Impairment of long-life assets;
- Revenue and cost recognition for derivatives; and
- Estimation of accrued energy revenue.

All key audit matters are consistent with the prior year.

Materiality

The materiality that we used for the Group Financial Statements was £42 million which was determined on the basis of 5% of forecast 2019 pre-tax profit, adjusted for exceptional items and certain re-measurements as defined in note 7 to the Financial Statements. Our materiality represents 6.5% of the final pre-tax profit adjusted for exceptional items and certain re-measurements.

Scoping

All components of the Group have been subject to a full scope audit using a component materiality level relevant to the size and risk associated with that component other than Cenrica Business Solutions (within the Cenrica Business segment) and Direct Energy Services (US and Canada) within the Cenrica Consumer segment, both of which were subject to specified audit procedures.

Significant changes in our approach

- There are no significant changes in our approach for 2019.

Conclusions relating to going concern, principal risks and viability statement

Going concern

We have reviewed the Directors' statement on page 245 to the Financial Statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them and their identification of any material uncertainties to the Group's and company's ability to continue to do so over a period of at least 12 months from the date of approval of the Financial Statements.

We considered as part of our risk assessment the nature of the Group, its business model and related risks including where relevant the impact of Brexit, the requirements of the applicable financial reporting framework and the system of internal control. We evaluated the Directors' assessment of the Group's ability to continue as a going concern, including challenging the underlying data and key assumptions used to make the assessment, and evaluated the Directors' plans for future actions in relation to their going concern assessment.

We are required to state whether we have anything material to add or draw attention to in relation to that statement required by Listing Rule 9.8.6R(3) and report if the statement is materially inconsistent with our knowledge obtained in the audit.

Going concern is the basis of preparation of the Financial Statements that assumes an entity will remain in operation for a period of at least 12 months from the date of approval of the Financial Statements.

We confirm that we have nothing material to report, add or draw attention to in respect of these matters.

Principal risks and viability statement

Based solely on reading the Directors' statements and considering whether they were consistent with the knowledge we obtained in the course of the audit, including the knowledge obtained in the evaluation of the Directors' assessment of the Group's and the Company's ability to continue as a going concern, we are required to state whether we have anything material to add or draw attention to in relation to:

- the disclosures on pages 34-43 that describe the principal risks, procedures to identify emerging risks, and an explanation of how these are being managed or mitigated;
- the Directors' confirmation on page 37 that they have carried out a robust assessment of the principal and emerging risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity; or
- the Directors' explanation on page 44 as to how they have assessed the prospects of the Group, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to report whether the Directors' statement relating to the prospects of the Group required by Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.

Viability means the ability of the Group to continue over the time horizon considered appropriate by the Directors.

We confirm that we have nothing material to report, add or draw attention to in respect of these matters.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Statements for the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Key audit matter description

Presentation of the Group Income Statement

The Group Income Statement set out on page 124 of the Annual Report & Accounts segregates Business performance from Exceptional items and certain re-measurements (the 'Middle column') in arriving at the results for the year with additional information disclosed in Note 7. The Group's policy on the presentation of exceptional items and certain re-measurements can be found in notes 2(a) and 2(b). The Audit Committee also discuss this area in their report on pages 70 to 75.

Business performance is a critical measure for stakeholders and underpins the Group's segmental analysis and description of business results, and therefore the classification of items between Business performance and the Middle column is important for users of the accounts.

The key items included within the Middle column are as follows:

- Re-measurement and settlement of certain energy contracts (£646 million);
- Impairment of certain assets (£925 million);
- Restructuring costs (£356 million);
- Pension change costs and credits (£152 million);
- Net gain on disposals programmes (£35 million); and
- Related tax charges and credits (£217 million).

The Group has an established policy which governs which items should be recognised in the Middle column. However, judgement is applied in the application of this policy. This is a key area of focus for our audit. We identified a potential fraud risk in respect of the presentation of exceptional items, in particular restructuring costs.

The valuation and recording of the impairment of certain assets and the valuation and recording of the re-measurement of certain energy contracts are separate key audit matters. Please see pages 107 and 108 for further detail. The presentation of these items within either Business performance or the Middle column is, however, addressed within this key audit matter.

Significant restructuring costs were incurred in 2019 in relation to Group's strategic review and efficiency programme as set out on page 30. The costs of restructuring arising from the strategic review are included within the Middle Column.

The presentation of the Group's revenue and cost of sales in the results for the period column has been amended and the comparative period results have been represented to comply with the requirements of the IFRIC agenda decision on the Physical Settlement of Contracts to Buy or Sell a non-Financial Item which was issued in March 2019. Please see pages 121 and 163 for further details.



How the scope of our audit responded to the key audit matter

Audit procedures applicable to all items

- We obtained an understanding of key controls around the presentation of items within either Business performance or the Middle column.
- We evaluated the Group's policy on the recording of items within Business performance or the Middle column and considered whether that policy was appropriate. We also evaluated the Group's policy against guidance issued by the Financial Reporting Council (FRC) and the European Securities and Markets Authority (ESMA).
- We challenged Management on the presentation of items within the Middle column and whether these items had been correctly presented within the appropriate column and properly disclosed in line with the Group's policy.

Audit procedures applicable to specific items

- On impairment of certain assets, we challenged Management on the factors that caused any significant movement in value on each asset by interrogating the underlying impairment models and whether the impairment had been recorded within the correct column.
- For restructuring costs we evaluated the costs recorded by Management within the Middle column and challenged whether those costs were being correctly reported in line with the Group's policy.
- We evaluated the income statement amendments and the presentation of certain revenue streams following the IFRIC agenda decision on the recycling of derivative movements.
- We reviewed the presentation and disclosure of Management's conclusions in the Annual Report & Accounts to assess whether the disclosures are fair, balanced and understandable and consistent with the Group's policy and relevant accounting standards.



Key observations

- The exploration and production assets impairments arise from both operating performance of certain projects and a reduction in forecast energy prices, and are material in size, while the Nuclear impairments arise from changes in forecast future energy prices therefore under the Group's policy these impairments are appropriately recorded within the Middle column.
- Where the impairment involves a change in forecast future energy prices combined with factors such as operational performance or available reserves, a judgement is taken by the Group whether this should be reported in the Middle column. We believe these judgements are reasonable.
- The majority of restructuring costs relate to clearly defined projects (see 30). However, there are certain smaller costs incurred in the year which relate to restructuring activities in other areas of the business, and which have been treated as exceptional items and presented within the Middle column in the income statement. Whilst the treatment of these costs as exceptional is subjective, the costs incurred are not material to the Financial Statements.
- We are satisfied with the income statement amendments and the presentation of certain revenue streams following the IFRIC agenda decision.

**Key audit matter description****How the scope of our audit responded to the key audit matter****Impairment of long-life assets**

The total book value of exploration and production assets is £2,396 million and the total book value of the investment in Nuclear is £1,289 million. Management have recorded a pre-tax impairment charge of £848 million for these assets, including £476 million on exploration and production assets and £372 million on the investment in Nuclear, primarily due to lower forecast long term prices and operational performance, as disclosed in note 7. Further details on the key sources of estimation uncertainty underpinning the impairment of long life assets can be found in note 3(b). Details on the sensitivity of the above impairment reviews to changes in key assumptions such as commodity prices are disclosed in Note 7(d). The matter is also considered by the Audit Committee in their report on pages 69 to 75.

The Group owns significant upstream exploration and production assets and certain power generation assets, which are required to be reviewed for indicators of impairment and tested for impairment as appropriate.

These assets are subject to the greatest estimation uncertainty, as set out below. Consequently they represent the highest risk of impairment. We therefore identified a risk of material misstatement that these long-life assets are not recoverable. The impairments recorded in the year were primarily because of a change in the estimation of long term commodity prices.

The impairment assessment involves management judgement in considering whether the carrying value of those assets or cash generating units are recoverable. The key assumptions and judgements underpinning the impairment reviews include:

- forecast future cash flows;
- forecast future production or generation profiles;
- forecast future commodity prices;
- estimates of oil and gas reserves;
- availability forecast;
- useful life estimates and life extensions; and
- determining an appropriate discount rate.

Procedures on the overall impairment review

- We have understood management's process for identifying indicators of impairment and for performing their impairment assessment. We assessed and obtained an understanding of the key controls relating to the asset impairment models, the underlying forecasting process and the impairment reviews performed.
- We evaluated and challenged the key assumptions and inputs into the impairment models, which included performing sensitivity analysis, to evaluate the impact of selecting alternative assumptions. We evaluated the current year changes to the key assumptions and retrospectively assessed whether prior year assumptions were appropriate.
- We audited the arithmetical accuracy of the impairment models. We recalculated the impairment charges and headroom and agreed these to financial records.
- We evaluated the impairment judgements taken, with reference to our assessment of the key assumptions as outlined above and the outcome of the sensitivities performed.

Procedures relating to forecast future cash flows

- We confirmed that forecast cash flows were consistent with Board approved forecasts, and analysed reasonably possible downside sensitivities.
- We validated production profiles to external reserve and operator estimates and agreed these to the cash flow forecast assumptions.
- We confirmed estimates of oil and gas reserves to third party reserve reports, assessing the skills, qualifications and independence of those third party experts.
- We evaluated the Group's determination of future commodity prices using our own internal experts, who benchmarked against externally available future commodity price estimates and performed sensitivity analysis with alternative future prices.
- We assessed the reasonableness of the nuclear plants' availability forecast and life extensions and sensitised the impact of change in assumptions on the overall impairment charge.

Procedures relating to the discount rate

- We involved our internal valuation specialists to evaluate management's discount rates, which involved benchmarking against available market views and analysis.

**Key observations**

- We are satisfied that the key assumptions used to determine the recoverable amount of long-life assets are appropriate, including estimates of reserves, production and generation profiles.
- We are also satisfied that the Group's discount rate assumptions are determined based on acceptable valuation methodologies. These assumptions are towards the higher end when compared to the ranges determined by our internal valuation specialists but are considered reasonable, consistent with the prior year.
- The Group's future commodity price estimates are within the middle of the acceptable range of external sources. In the prior year the Group's future commodity price estimates were towards the higher end of the acceptable range.
- Based on the procedures performed we are satisfied that the Group's impairment charge is appropriate.

 **Key audit matter description**

 **How the scope of our audit responded to the key audit matter**

Revenue and cost recognition for derivatives

Details on the Group's derivative activities can be found in note 19 and note S3 (a). The key sources of estimation uncertainty associated with derivatives can be found in note 3(b) with further details on the presentation of certain re-measurement arising on derivatives disclosed in note 2(b). The matter is also considered by the Audit Committee in their report on pages 69 to 75. As disclosed in note 7 to the Financial Statements, certain re-measurements of £647 million pre-tax have been recognised in the current year. The critical accounting judgement in respect of Liquefied Natural Gas ('LNG') is disclosed in note 3(a) and the long term LNG commitments are disclosed in note 23.

In addition to proprietary trading activities, the Group enters into forward commodity contracts to optimise the value of its production, generation and transportation assets as well as to meet the future needs of its customers. Certain of these arrangements are accounted for as derivative financial instruments and are recorded at fair value. We identified the following risks in respect of commodity trades, all of which were identified as fraud risks:

Valuation of complex trades

- Judgement is required in valuing derivative contracts, particularly where there is optionality in a contract that requires modelling on a bespoke basis (Level 2 or 3 in accordance with IFRS 13 Fair Value Measurement). As such we identified a risk relating to the valuation of complex trades.

Own-use treatment and accruals accounting

- Certain commodity contracts have been entered into for the purposes of securing commodities for the energy supply businesses. Where contracts have been entered into to satisfy Cenrica's normal business activities, these have been determined to be own-use contracts and consequently are not recorded at fair value. Due to the size and value of these contracts we have identified the appropriateness of the own-use treatment as a key audit matter.
- The Group does not consider its long term LNG supply contracts to be derivatives because of a lack of market liquidity and the inability or lack of history of net settlement. Such contracts are therefore not marked to market. These contracts are significant commitments and therefore this judgement is important to the Group's Financial Statements.

Allocation of optimisation and hedging trading activity in the Middle column

- Where the Group enters into trades that give rise to an accounting mismatch between accrual accounted assets, contracts and demand and the marked to market accounted forward commodity contracts, the fair values of those contracts are accounted for separately as 'certain re-measurements' within the Middle column of the Group's Income Statement and are excluded from Business performance.

We have understood the Group's processes and controls for authorising and recording commodity trades.

In the Group's Energy, Marketing and Trading ('EM&T') business, we used data analytics to trace commodity trades from initiation through to confirmation, settlement (where relevant) and recording in the Group's accounting systems. This included an assessment of whether the accounting recognition was in line with the Group's accounting policies and relevant accounting standards.

Valuation of complex trades

- We used financial instrument specialists to assist the audit team in valuing material complex trades, which included auditing the Group's valuation models by creating an independent valuation, or by assessing the inputs, verifying the reasonableness of the model methodology and assessing the movement in the fair value from the change in significant inputs.

Own-use treatment

- We reviewed all the Group's material 'own use' contracts which were entered into during the year to determine whether the application of the own-use treatment was appropriate.
- We assessed whether there is liquidity in the LNG market or the Group has the ability or practice of net settling of contracts, including reviewing contractual terms.
- We audited the prospective and retrospective demand tests performed by the Group to determine whether the contract volumes exceed the amount of estimated own-use demand in the relevant periods, including an evaluation of the contracts for net settlement activity.

Allocation of optimisation and hedging trading activity in the Middle column

- We audited the principles management use to determine whether a trade should be recognised as part of on-going business performance or presented separately. We evaluated whether those agreed principles had been applied consistently by reviewing key contracts and testing a sample of trades to confirm that the accounting treatment was appropriate.
- We also verified that trades within certain re-measurements were entered into at market prices where the counter-party was another Group business, to determine whether profits and losses within the Middle column reflect only market-related movements.

 **Key observations**

- We are satisfied that commodity trades are valued on a reasonable basis and that the accounting classification and valuation of trades is appropriate.
- We are satisfied with the appropriateness of the Group's own use accounting.
- We agree with the conclusion that LNG contracts should not be accounted for at fair value.

**Key audit matter description****How the scope of our audit responded to the key audit matter****Estimation of accrued energy revenue**

Details on the Group's accrued energy income can be found in note 17. Total accrued energy income at 31 December 2019 was £1,342 million (2018: £1,542 million). The key source of estimation uncertainty associated with accrued energy income is disclosed in note 3(b). The matter is also considered by the Audit Committee in their report on pages 69 to 75.

The recognition of energy supply revenue requires the Group to estimate customer energy usage between the date of the last meter read and the year end, known as accrued or unbilled energy revenue.

Our risk was focused on the accuracy and valuation of accrued energy revenue in the UK and North American Home and Business, being the businesses with the most significant accrued energy revenue. We have pinpointed the risk to the estimates underpinning the recognition and valuation of accrued energy revenue and the potential for management override of related controls. We also identified this as a fraud risk.

Our audit approach for unbilled revenue was a combination of tests of internal control and data analytics work, together with substantive analytical procedures. This included understanding controls in the UK and North American revenue processes, from meter reading to cash collection, and controls over the period end revenue reconciliation process. In the UK, we tested the key controls relied on to estimate accrued energy revenue.

- We used data analytics in UK Home and Business to reperform the calculation of the accrued energy revenue estimate generated by the billing systems for each customer account, in addition to auditing key manual adjustments made by management, and the key assumption, being the value of energy consumed since the last meter read.
- In North America, we focused on creating an independent estimate of accrued energy revenue and compared this to the estimate determined by management.
- In the UK and North America we assessed the accuracy of the estimates made by management in prior periods. Any differences as a result of the work performed were investigated and challenged.

**Key observations**

- We are satisfied that the estimation of the Group's accrued energy revenue is materially correct. We were able to rely on certain controls around the estimation process in the UK and whilst some improvements were made to processes in North America, the controls are not yet at a stage where we were able to rely on them. This is discussed further in the Audit Committee's report on pages 69 to 75.

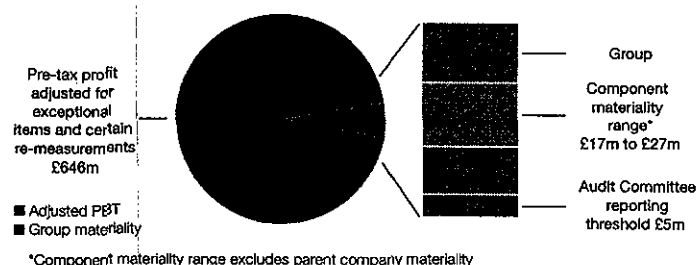
Our application of materiality

Materiality

We define materiality as the magnitude of misstatement in the Financial Statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the Financial Statements as a whole as follows:

	Group Financial Statements	Parent company Financial Statements
Materiality	£42 million (2018: £60 million)	£40 million (2018: £50 million)
Basis for determining materiality	We determined Group materiality on the basis on 5% of forecast 2019 pre-tax profit, adjusted for exceptional items and certain re-measurements as defined in note 7 to the Financial Statements (2018 - 5%). Our materiality represents 6.5% of the final pre-tax profit adjusted for exceptional items and certain re-measurements (2018: 5.4%).	We determined company materiality based on 1% (2018: 1%) of estimated net assets. Our materiality represents 0.7% of final net assets (2018: 0.9%).
Rationale for the benchmark applied	Pre-tax profit adjusted for exceptional items and certain re-measurements was considered to be the most relevant benchmark as it is of most interest to stakeholders. Furthermore, exceptional items and certain re-measurements are volatile and materially impact the Group's performance each year due to events and transactions that are not part of the underlying activities of the Group, and excluding them enables a more consistent basis with which to consider the Group's performance on an ongoing basis.	We considered net assets to be the most appropriate benchmark given the primary purpose of the Company is a holding company.



Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the Financial Statements as a whole. Group performance materiality was set at 70% of Group materiality for the 2019 audit (2018: 70%). In determining performance materiality, we considered factors including our ability to rely on internal controls across a number of areas of the audit including payroll, expenditure, meter to cash and revenue, and the willingness to make process improvements as well as management's willingness to correct errors identified and the stability of the finance team.

Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all individual audit differences in excess of £5 million (2018: £5 million) and collectively all other errors above £2 million (2018: £3 million) as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the Financial Statements.

An overview of the scope of our audit

Identification and scoping of components

The Group is organised by its different segments as outlined in note 4. These segments contain a number of individual businesses, and we use those businesses as the basis for our audit scope.

Our audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level. Having performed this assessment it was concluded that the following components were considered to be the most significant and were subject to full scope audits:

Centrica Consumer

- UK Home;
- North America Home
- Connected Home Solutions
- Ireland

Centrica Business

- UK Business
- North America Business
- Energy Marketing & Trading
- Central Power Generation

Upstream

- Spirit Energy
- Centrica Storage
- Nuclear

Centrica Business Solutions (within the Centrica Business segment) and Direct Energy Services US and Direct Energy Services Canada (within the Centrica Consumer segment) were individually not financially significant and as such we performed specified audit procedures over relevant audit risks.

This scoping resulted in 96% of Group revenue, 90% of Group profit before tax and 95% of Group net assets being subject to audit.

The materiality levels of the components ranged from £17 million to £27 million (excluding parent company materiality) depending on the contribution of the component's operations to the Group and our assessment of risk relevant to each location.

Working with other auditors

All components except for North America Home, North America Business and Ireland are audited from the United Kingdom and hence we oversee these component audits through regular meetings and direct supervision. For the overseas components, each was visited throughout the year by the lead audit partner or other senior members of the engagement team. Throughout the year, the Group audit team has been directly involved in overseeing the component audit planning and execution, through frequent conversations, team meetings, debate, challenge and review of reporting and underlying work papers. In addition to our direct interactions, we sent detailed instructions to our component audit teams, attended audit closing meetings, and reviewed their audit working papers. We are satisfied that the level of involvement of the lead audit partner and team in the component audits has been extensive, and has enabled us to conclude that sufficient appropriate audit evidence has been obtained in support of our opinion on the Group Financial Statements as a whole.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the Financial Statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

In this context, matters that we are specifically required to report to you as uncorrected material misstatements of the other information include where we conclude that:

- **Fair, balanced and understandable** – the statement given by the Directors that they consider the annual report and Financial Statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- **Audit Committee reporting** – the section describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee; or
- **Directors' statement of compliance with the UK Corporate Governance Code** – the parts of the Directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

We have nothing to report in respect of these matters.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, 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 Group's and the parent 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 Group or the parent 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.

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

We identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Group's remuneration policies, key drivers for Directors' remuneration, bonus levels and performance targets;
- Group's own assessment of the risks that irregularities may occur either as a result of fraud or error that was approved by those charged with governance on 11 February 2019 and 10 February 2020;
- results of our enquiries of management, internal audit and the Audit Committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations.
- the matters discussed among the audit engagement team including significant component audit teams and involving relevant internal specialists, including tax, valuations, pensions and IT regarding how and where fraud might occur in the Financial Statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas:

(i) The presentation of the Group income statement, (ii) Revenue and cost recognition for derivatives and (iii) Estimation of unbilled energy supply revenue. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the Group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the Financial Statements. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules, Pensions and Tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the Financial Statements but compliance with which may be fundamental to the Group's ability to operate or to avoid a material penalty. These included the Office of Gas and Electricity Markets (Ofgem) and Regulations levied by the UK Financial Conduct Authority and Prudential Regulatory Authority.

Audit response to risks identified

As a result of performing the above, we identified the presentation of the Group income statement, revenue and cost recognition for derivatives and estimation of unbilled energy supply revenue as key audit matters related to the potential risk of fraud. The key audit matters section of our report explains the matters in more detail and also describes the specific procedures we performed in response to those key audit matters.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations described above as having a different effect on the Financial Statements;
- enquiring of management, the Audit Committee and in-house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with relevant authorities where matters identified were significant;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and significant component audit teams, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with 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 the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception**Adequacy of explanations received and accounting records**

We have nothing to report in respect of these matters.

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company Financial Statements are not in agreement with the accounting records and returns.

Directors' remuneration

We have nothing to report in respect of these matters.

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of Directors' remuneration have not been made or the part of the Directors' Remuneration Report to be audited is not in agreement with the accounting records and returns.

Other matters**Auditor tenure**

Following the recommendation of the Audit Committee, we were appointed by the Shareholders on 13 May 2019 to audit the Financial Statements for the year ending 31 December 2019 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is three years, covering the years ending 31 December 2017, 31 December 2018 and 31 December 2019.

Consistency of the audit report with the additional report to the Audit Committee

Our audit opinion is consistent with the additional report to the Audit Committee we are required to provide in accordance with ISAs (UK).

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.

James Leigh FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

12 February 2020

Group Income Statement

Year ended 31 December	Notes	2019			2018 (restated) (i)		
		Business performance £m	Exceptional items and certain re-measurements £m	Results for the year £m	Business performance £m	Exceptional items and certain re-measurements £m	Results for the year £m
Group revenue ⁽ⁱⁱ⁾	4	28,825	(4,151)	22,674	27,381	(4,077)	23,304
Cost of sales ⁽ⁱⁱ⁾	5	(22,973)	7,178	(15,795)	(23,128)	6,808	(16,320)
Re-measurement and settlement of energy contracts ⁽ⁱⁱ⁾	7	–	(3,673)	(3,673)	–	(2,931)	(2,931)
Gross profit/(loss)		3,852	(646)	3,206	4,253	(200)	4,053
Operating costs before exceptional items and credit losses on financial assets	5	(2,742)	–	(2,742)	(2,721)	–	(2,721)
Credit losses on financial assets	5, 17	(197)	–	(197)	(143)	–	(143)
Exceptional items – (impairment)/write-back of retained exploration and production assets	7	–	(476)	(476)	–	90	90
Exceptional items – impairment of power assets and provision for onerous power contracts	7	–	(381)	(381)	–	(46)	(46)
Exceptional items – impairment of Centrica Home Solutions	7	–	(77)	(77)	–	–	–
Exceptional items – net gain/(loss) on disposal ⁽ⁱⁱ⁾	7	–	35	35	–	(16)	(16)
Exceptional items – net pension change credit/(cost)	7	–	152	152	–	(41)	(41)
Exceptional items – restructuring costs	7	–	(356)	(356)	–	(170)	(170)
Operating costs	5	(2,939)	(1,103)	(4,042)	(2,864)	(183)	(3,047)
Share of (losses)/profits of joint ventures and associates, net of interest and taxation	6, 7	(12)	(1)	(13)	3	(22)	(19)
Group operating profit/(loss)	4	901	(1,750)	(849)	1,392	(405)	987
Net finance cost	7, 8	(255)	–	(255)	(273)	(139)	(412)
Profit/(loss) before taxation		646	(1,750)	(1,104)	1,119	(544)	575
Taxation on profit/(loss)	7, 9	(218)	219	1	(461)	128	(333)
Profit/(loss) for the year		428	(1,531)	(1,103)	658	(416)	242
Attributable to:							
Owners of the parent		419	(1,442)	(1,023)	631	(448)	183
Non-controlling interests		9	(89)	(80)	27	32	59
Earnings per ordinary share				Pence			Pence
Basic	10			(17.8)			3.3
Diluted	10			(17.8)			3.2
Interim dividend paid per ordinary share	11			1.50			3.60
Final dividend proposed per ordinary share	11			3.50			8.40

(i) The Group has amended the presentation of energy derivative contracts following an IFRIC agenda decision in March 2019 and a review of its trading businesses. Prior year results have been restated accordingly. See note 1 for further details.

(ii) Gains and losses on disposals include any impairments and write-backs associated with the assets and businesses disposed of or classified as held for sale.

The notes on pages 119 to 195 form part of these Financial Statements.

Group Statement of Comprehensive Income

Year ended 31 December	Notes	2019 £m	2018 £m
(Loss)/profit for the year		(1,103)	242
Other comprehensive (loss)/income			
Items that will be or have been reclassified to the Group Income Statement:			
Impact of cash flow hedging (net of taxation)	S4	(4)	10
Exchange differences on translation of foreign operations		(126)	106
Exchange differences reclassified to Group Income Statement on disposal	12	(18)	–
Items that will not be reclassified to the Group Income Statement:			
Net actuarial (losses)/gains on defined benefit pension schemes (net of taxation)	S4	(387)	657
Gains/(losses) on revaluation of equity instruments measured at fair value through other comprehensive income (net of taxation)		2	(1)
Share of other comprehensive income/(loss) of joint ventures and associates, net of taxation	14, S4	29	(1)
Other comprehensive (loss)/income, net of taxation		(504)	771
Total comprehensive (loss)/income for the year		(1,607)	1,013
Attributable to:			
Owners of the parent		(1,511)	953
Non-controlling interests	S11	(96)	60

The notes on pages 119 to 195 form part of these Financial Statements.

Group Statement of Changes in Equity

	Share capital £m	Share premium £m	Retained earnings £m	Other equity £m	Total £m	Non-controlling interests £m	Total equity £m
1 January 2018	348	2,121	1,184	(950)	2,703	729	3,432
Adjustment on adoption of IFRS 9	-	-	28	(28)	-	-	-
Profit for the year	-	-	183	-	183	59	242
Other comprehensive income	-	-	-	770	770	1	771
Employee share schemes	-	-	3	27	30	-	30
Scrip dividend	6	119	-	-	125	-	125
Dividends paid to equity holders (note 11)	-	-	(673)	-	(673)	-	(673)
Other	-	-	-	7	7	14	21
31 December 2018	354	2,240	725	(174)	3,145	803	3,948
Loss for the year	-	-	(1,023)	-	(1,023)	(80)	(1,103)
Other comprehensive loss	-	-	-	(488)	(488)	(16)	(504)
Employee share schemes and other share transactions	-	-	(10)	53	43	-	43
Scrip dividend (note 11)	6	90	-	-	96	-	96
Dividends paid to equity holders (note 11)	-	-	(561)	-	(561)	-	(561)
Distributions to non-controlling interests	-	-	-	-	-	(124)	(124)
31 December 2019	360	2,330	(869)	(609)	1,212	583	1,795

The notes on pages 119 to 195 form part of these Financial Statements.

Group Balance Sheet

	Notes	31 December 2019 £m	31 December 2018 £m
Non-current assets			
Property, plant and equipment	13	3,133	4,124
Interests in joint ventures and associates	14	1,306	1,661
Other intangible assets	15	1,455	1,720
Goodwill	15	2,578	2,736
Deferred tax assets	16	553	532
Trade and other receivables, and contract-related assets	17	154	119
Derivative financial instruments	19	493	537
Retirement benefit assets	22	56	223
Securities	24	131	239
		9,859	11,891
Current assets			
Trade and other receivables, and contract-related assets	17	4,839	5,543
Inventories	18	431	459
Derivative financial instruments	19	1,320	1,141
Current tax assets		115	187
Securities	24	124	68
Cash and cash equivalents	24	1,342	1,268
		8,171	8,666
Assets of disposal groups classified as held for sale	12	124	~
		8,295	8,666
Total assets		18,154	20,557
Current liabilities			
Derivative financial instruments	19	(1,854)	(1,136)
Trade and other payables, and contract-related liabilities	20	(5,533)	(6,207)
Current tax liabilities		(339)	(360)
Provisions for other liabilities and charges	21	(284)	(305)
Bank overdrafts, loans and other borrowings	24	(857)	(374)
		(8,867)	(8,382)
Liabilities of disposal groups classified as held for sale	12	(18)	~
		(8,885)	(8,382)
Non-current liabilities			
Deferred tax liabilities	16	(151)	(384)
Derivative financial instruments	19	(291)	(430)
Trade and other payables, and contract-related liabilities	20	(152)	(191)
Provisions for other liabilities and charges	21	(2,175)	(2,540)
Retirement benefit obligations	22	(219)	(302)
Bank loans and other borrowings	24	(4,486)	(4,380)
		(7,474)	(8,227)
Total liabilities		(16,359)	(16,609)
Net assets		1,795	3,948
Share capital	25	360	354
Share premium		2,330	2,240
Retained earnings		(869)	725
Other equity	S4	(609)	(174)
Total shareholders' equity		1,212	3,145
Non-controlling interests	S11	583	803
Total shareholders' equity and non-controlling interests		1,795	3,948

The Financial Statements on pages 114 to 195, of which the notes on pages 119 to 195 form part, were approved and authorised for issue by the Board of Directors on 12 February 2020 and were signed below on its behalf by:

Iain Conn
Group Chief Executive

Chris O'Shea
Group Chief Financial Officer

Financial statements

Group Cash Flow Statement

Year ended 31 December	Notes	2019 £m	2018 £m
Group operating (loss)/profit including share of results of joint ventures and associates		(849)	987
Add back share of losses of joint ventures and associates, net of interest and taxation	6	13	19
Group operating (loss)/profit before share of results of joint ventures and associates		(836)	1,006
Add back/(deduct):			
Depreciation, amortisation, write-downs, impairments and write-backs		2,299	1,019
Profit on disposals		(159)	(13)
Decrease in provisions		-	(29)
Cash contributions to defined benefit schemes in excess of service cost income statement charge		(493)	(34)
Employee share scheme costs	S4	41	43
Unrealised losses arising from re-measurement of energy contracts		432	241
Exceptional charges reflected directly in operating profit		237	56
Operating cash flows before movements in working capital relating to business performance and payments relating to taxes and exceptional charges		1,521	2,289
Increase in inventories		(14)	(43)
Decrease/(increase) in trade and other receivables and contract-related assets relating to business performance		518	(834)
(Decrease)/increase in trade and other payables and contract-related liabilities relating to business performance		(385)	831
Operating cash flows before payments relating to taxes and exceptional charges		1,640	2,243
Taxes paid	9	(92)	(61)
Payments relating to exceptional charges in operating costs		(298)	(248)
Net cash flow from operating activities		1,250	1,934
Purchase of businesses, net of cash acquired		(30)	(85)
Sale of businesses		236	20
Purchase of property, plant and equipment and intangible assets	4	(781)	(926)
Sale of property, plant and equipment and intangible assets		8	26
Investments in joint ventures and associates		(1)	(3)
Dividends received from joint ventures and associates	14	1	22
Receipt of sub-lease capital payments	24	3	-
Interest received		11	15
Sale/(purchase) of securities	24	50	(76)
Net cash flow from investing activities		(503)	(1,007)
Payments for own shares	S4	-	(11)
Proceeds from sale of forfeited share capital		2	-
Distribution to non-controlling interests		(124)	-
Financing interest paid	24	(243)	(305)
Repayment of borrowings and capital element of leases	24	(241)	(1,673)
Equity dividends paid		(471)	(551)
Net cash flow from financing activities		(1,077)	(2,540)
Net decrease in cash and cash equivalents		(330)	(1,613)
Cash and cash equivalents including overdrafts at 1 January		1,128	2,737
Effect of foreign exchange rate changes		(4)	4
Cash and cash equivalents including overdrafts at 31 December	24	794	1,128
Included in the following line of the Group Balance Sheet:			
Cash and cash equivalents		1,342	1,268
Overdrafts included within current bank overdrafts, loans and other borrowings		(548)	(140)

The notes on pages 119 to 195 form part of these Financial Statements.

Operating profit

ADJUSTED OPERATING PROFIT

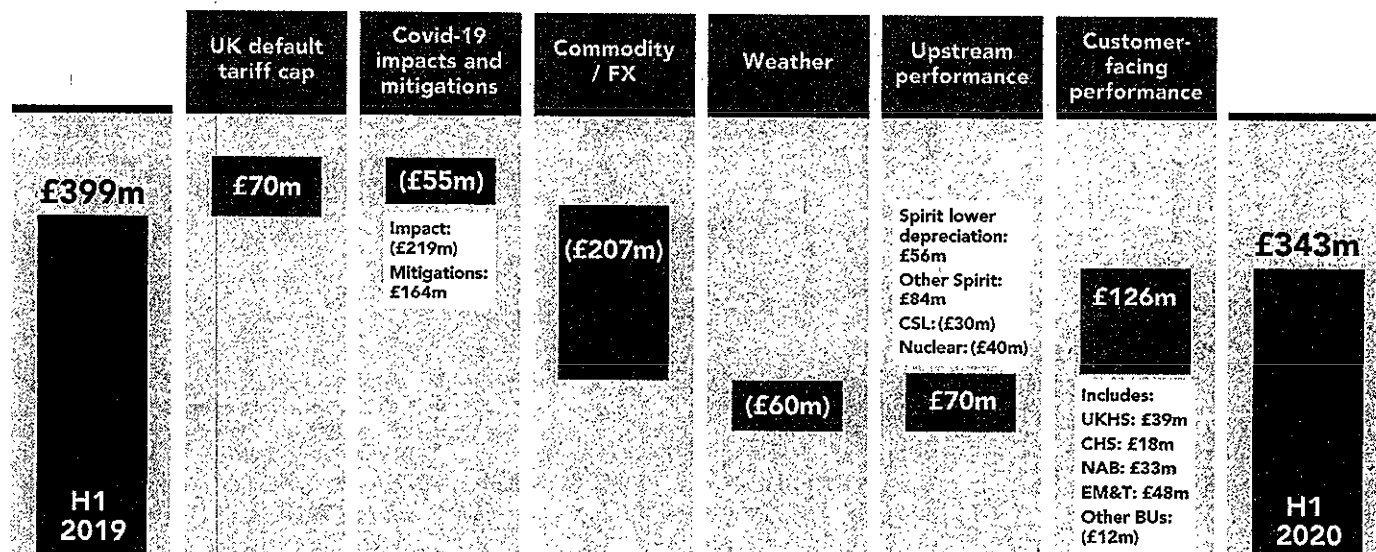
Period ended 30 June (£m)	2019	2020	Δ
UK Home	181	229	27%
Ireland	31	30	(3%)
North America Home	77	99	29%
Centrica Home Solutions	(49)	(29)	41%
Total Centrica Consumer	240	328	37%
UK Business	19	(39)	nm
North America Business	(14)	(47)	(236%)
Centrica Business Solutions	(27)	(34)	(26%)
Energy Marketing & Trading	32	115	259%
Total Centrica Business	9	(4)	nm
Total Upstream	150	19	(87%)
Total Centrica	399	343	(14%)

Period ended 30 June 2020	£m
Adjusted operating profit	343
Pre-tax exceptional items	(1,036)
Impairment of E&P assets	(381)
Impairment of power assets	(404)
Restructuring costs	(251)
Pre-tax net re-measurements	558
Statutory operating (loss)	(135)

Figures may not add down due to rounding.

The above adjusted figures are before exceptional items and certain re-measurements. Adjusted operating profit includes share of joint ventures and associates after interest and taxation. A reconciliation of adjusted operating profit is provided in the Group Financial Review in the Interim Results announcement.

Adjusted operating profit drivers



The above adjusted figures are before exceptional items and certain re-measurements. Adjusted operating profit includes share of joint ventures and associates after interest and taxation. Reconciliations of adjusted operating profit and adjusted earnings are provided in the Group Financial Review in the Interim Results announcement.

Covid-19 impacts on first half operating profit

Business energy demand

- UK Business H1 electricity demand down ~14%
- NA Business H1 electricity demand down ~6%

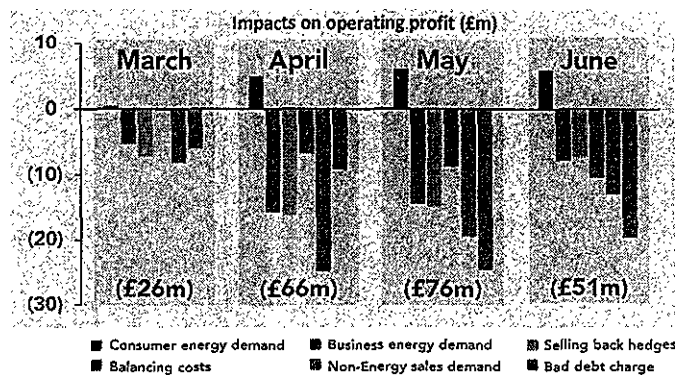
Sale of services and solutions

- UK H1 boiler installs down ~40%
- CBS sales opportunities limited

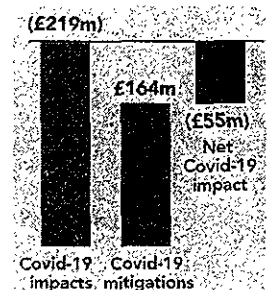
Cash collection and bad debt

- Cash collection in line with prior years
- Group bad debt provision increased by ~£60m

Significant negative impact on adjusted operating profit from Covid-19, but improvements in June ...



... and net impact on adjusted operating profit largely mitigated by actions taken



Robust cash flow and net debt performance

Period ended 30 June (£m)	2019	2020
EBITDA	1,075	869
Tax	(79)	(49)
Dividends received	-	23
Working capital / other	(252)	155
Net investment	(139)	(187)
Organic investment (including small acquisitions)	(355)	(298)
Divestments	216	111
Exceptional cashflows	(175)	(61)
Free cash flow	430	750

Period ended 30 June (£m)	2019	2020
Free cash flow	430	750
Interest	(79)	(82)
Dividends – Centrica shareholders	(383)	-
Dividends – Spirit minority shareholders	(124)	-
Pension deficit payment	(151)	(76)
Other financing cash flows affecting net debt	2	1
Adjusted cash flow affecting net debt	(305)	593

Opening net debt (as at 1 January)	(2,656)	(3,181)
Movements due to transition to IFRS 16	(394)	-
Adjusted cash flow movements	(305)	593
Other movements	(22)	(191)
Closing net debt	(3,376)	(2,779)
Margin cash balances	(532)	(286)
Closing net debt (including margin cash)	(3,908)	(3,065)

A reconciliation of free cash flow is provided in the Group Financial Review in the Interim Results announcement. See pages 56 to 57 in the Interim Results announcement for an explanation of the use of adjusted performance measures.

EXHIBIT C-2

Centrica plc 2020 Interim Results **centrica**

A strengthened balance sheet

- H1 2020 net debt down £0.4bn vs end 2019 to £2.8bn
- Strong liquidity
 - £1.3bn of available cash
 - £2.9bn of undrawn committed credit facilities
- Continue to target strong investment grade credit ratings
- Long dated debt profile, average cost of debt 4.5%
- IAS 19 net pension deficit increased from £163m to £522m
 - Total contributions £175m p.a 2020-25
 - Deficit of £2.4bn on a roll-forward basis as at 30 Jun 2020
- Next triennial pensions valuation due as at 31 Mar 2021
- Sale of Direct Energy significantly strengthens balance sheet

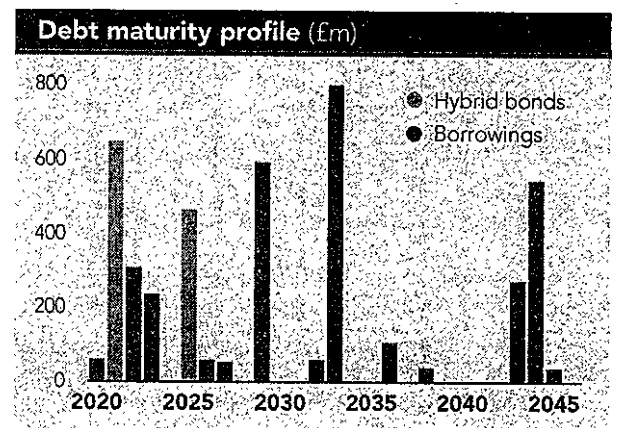


EXHIBIT C-2

Centrica plc 2020 Interim Results 

Revenue

Period ended 30 June (£m)	2019 ¹	2020	Δ
UK Home	4,335	4,099	(5%)
Ireland	464	416	(10%)
North America Home	1,366	1,351	(1%)
Centrica Home Solutions	34	20	(41%)
UK Business	1,023	986	(4%)
North America Business	4,225	3,443	(19%)
Centrica Business Solutions	120	109	(9%)
Energy Marketing & Trading	1,782	1,482	(17%)
Spirit	912	683	(25%)
CSL	151	63	(58%)
Nuclear	230	237	3%
Gross revenue	14,642	12,889	
Inter-group revenue	(834)	(368)	
Total Centrica	13,808	12,521	(9%)

1. Restated to reflect the current operating structure of the Group.

20 Interim Results 2020

EXHIBIT C-2

Centrica plc 2020 Interim **centrica**

Adjusted gross margin

Period ended 30 June (£m)	2019 ¹	2020	Δ
UK Home	797	778	(2%)
Ireland	78	83	6%
North America Home	307	277	(10%)
Centrica Home Solutions	8	6	(25%)
Total Centrica Consumer	1,190	1,145	(4%)
UK Business	106	49	(54%)
North America Business	155	118	(24%)
Centrica Business Solutions	32	26	(19%)
Energy Marketing & Trading	112	147	31%
Total Centrica Business	404	340	(16%)
Spirit	237	101	(57%)
CSL	66	8	(88%)
Nuclear	30	(14)	nm
Total Upstream	333	96	(71%)
Total Centrica	1,927	1,581	(18%)

The above adjusted figures are before exceptional items and certain re-measurements.

1. Restated to reflect the current operating structure of the Group.

EXHIBIT C-2

EBITDA

Centrica plc 2020 Interim Results **centrica**

Period ended 30 June (£m)	2019 ¹	2020	Δ
UK Home	252	304	21%
Ireland	40	38	(5%)
North America Home	96	112	17%
Centrica Home Solutions	(39)	(19)	51%
Total Centrica Consumer	350	436	25%
UK Business	27	(30)	nm
North America Business	7	(25)	nm
Centrica Business Solutions	(16)	(17)	(6%)
Energy Marketing & Trading	78	131	68%
Total Centrica Business	95	60	(37%)
Spirit	467	326	(30%)
CSL	100	8	(92%)
Nuclear	25	(14)	nm
Total Upstream	592	320	(46%)
Other	38	54	42%
Total Centrica	1,075	869	(19%)

1. Restated to reflect the current operating structure of the Group.

Adjusted operating profit

Period ended 30 June (£m)	2019 ¹	2020	Δ
UK Home	181	229	27%
Ireland	31	30	(3%)
North America Home	77	99	29%
Centrica Home Solutions	(49)	(29)	41%
Total Centrica Consumer	240	328	37%
UK Business	19	(39)	nm
North America Business	(14)	(47)	(236%)
Centrica Business Solutions	(27)	(34)	(26%)
Energy Marketing & Trading	32	115	259%
Total Centrica Business	9	(4)	nm
Spirit	90	33	(63%)
CSL	58	1	(98%)
Nuclear	2	(16)	nm
Total Upstream	150	19	(87%)
Total Centrica	399	343	(14%)

1. Restated to reflect the current operating structure of the Group.

The above adjusted figures are before exceptional items and certain re-measurements. Adjusted operating profit includes share of joint ventures and associates after interest and taxation.

A reconciliation of adjusted operating profit is provided in the Group Financial Review in the Interim Results announcement.

Adjusted operating cash flow

Period ended 30 June (£m)	2019 ¹	2020	Δ
UK Home	150	193	29%
Ireland	49	36	(27%)
North America Home	83	146	76%
Centrica Home Solutions	(32)	(21)	34%
Total Centrica Consumer	250	354	42%
UK Business	111	42	(62%)
North America Business	(30)	96	nm
Centrica Business Solutions	(39)	(13)	67%
Energy Marketing & Trading	(7)	216	nm
Total Centrica Business	34	342	906%
Spirit	327	253	(23%)
CSL	106	30	(72%)
Nuclear	27	19	(30%)
Total Upstream	460	302	(34%)
Total Centrica adjusted operating cash flow	744	998	34%
Net investment	(139)	(187)	(35%)
Exceptional cashflows	(175)	(61)	65%
Free cash flow	430	750	74%

1. Restated to reflect the current operating structure of the Group.

A reconciliation of adjusted operating cash flow is provided in the Group Financial Review in the Interim Results announcement.

Centrica Consumer

Period ended 30 June (£m)	2019	2020	Δ
Adjusted operating profit / (loss)			
UK Home	181	229	27%
Energy	86	93	8%
Services	95	136	43%
Ireland	31	30	(3%)
North America Home	77	99	29%
Energy	80	98	23%
Services	(3)	1	nm
Centrica Home Solutions	(49)	(29)	41%
Centrica Consumer	240	328	37%
Adjusted operating cash flow			
Centrica Consumer	250	354	42%
Adjusted operating profit / (loss)			
Ireland (£m)	36	35	(3%)
North America Home (\$m)	100	125	25%

The above adjusted figures are before exceptional items and certain re-measurements. Adjusted operating profit includes share of joint ventures and associates after interest and taxation. Reconciliations of adjusted operating profit, adjusted earnings and adjusted operating cash flow are provided in the Group Financial Review in the Interim Results announcement.

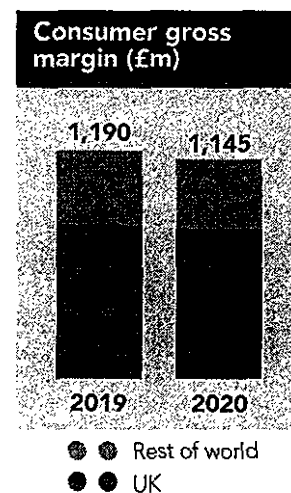
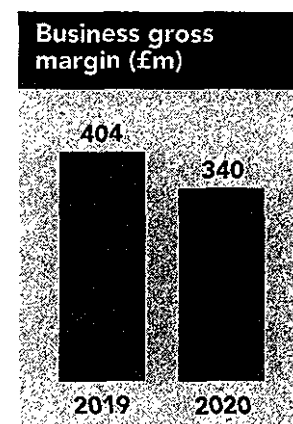


EXHIBIT C-2

Centrica plc 2020 Interim Results **centrica**

Centrica Business

Period ended 30 June (£m)	2019 ¹	2020	Δ
Adjusted operating profit / (loss)			
UK Business	19	(39)	nm
North America Business	(14)	(47)	(236%)
Centrica Business Solutions	(27)	(34)	(26%)
Energy Marketing & Trading (EM&T)	32	115	259%
Core EM&T activities	50	142	184%
Legacy gas contracts	(18)	(27)	(50%)
Centrica Business	9	(4)	nm
Adjusted operating cash flow			
Centrica Business	34	342	906%
Adjusted operating profit / (loss)			
North America Business (\$m)	(19)	(60)	(216%)



¹. Restated to reflect the current operating structure of the Group.

The above adjusted figures are before exceptional items and certain re-measurements. Adjusted operating profit includes share of joint ventures and associates after interest and taxation. Reconciliations of adjusted operating profit, adjusted earnings and adjusted operating cash flow are provided in the Group Financial Review in the Interim Results announcement.

Confidential

Exhibit C-3

Projected Financial Forecast

Direct Energy Services, LLC

Ohio Electricity

REDACTED

Prepared by:

Faith Kelly, Financial Analyst

Direct Energy

faith.kelly@directenergy.com



Exhibit C-4 Credit Rating

Direct Energy Business, LLC is a fully owned subsidiary of Centrica plc. As such, Direct Energy Business, LLC relies on the credit rating of our parent company,

As evidenced in Exhibit C-5 "Credit Report", which is also summarized in the table below, Centrica plc maintains a long-term credit rating of Baa2 with Moody's, and an A- with Fitch and is rated as having a "Stable" outlook by both Rating Agency.

Agency Credit Ratings:

Rating Agency	Long Term Rating	Outlook	Short Term Rating
Moody's	Baa2	Stable	P-2
S&P	BBB	Stable	A-2

Exhibit C-5
Credit Report

As part of Exhibit C-4 complete credit reports from two credit reporting agencies were provided for Direct Energy's parent company Centrica plc.



Rating Action: Moody's downgrades Centrica's ratings to Baa2/Ba1, stable outlook

13 Mar 2020

London, 13 March 2020 -- Moody's Investors Service (Moody's) has today downgraded to Baa2 from Baa1 the issuer and senior unsecured ratings of Centrica plc (Centrica). Moody's has also downgraded to Ba1 from Baa3 the junior subordinated debt ratings. The Prime-2 short-term commercial paper rating has been affirmed. The outlook was changed to stable from negative.

A full list of affected ratings is provided towards the end of this press release.

RATINGS RATIONALE

The rating downgrade takes account of the persistently challenging environment in Centrica's markets of operations and the resulting deterioration in the company's credit metrics, with financial ratios no longer commensurate with the previous Baa1 rating.

Centrica reported a 35% decline in adjusted operating profit to GBP901 million in 2019. The decline in earnings and cash flows was primarily due to the impact of UK default tariff cap, low wholesale gas prices and nuclear outages. While the company's adjusted operating cash flow of GBP1.8 billion and net debt of GBP3.2 billion were both within management's 2019 target ranges, the deterioration in earnings is evidence of a continued difficult operating environment in Centrica's key markets.

UK retail energy supply remains challenging. While the pace of decline in Centrica's customer accounts appears to be easing with the number of accounts down 2.4% in 2019, profitability has been heavily impacted by the default tariff cap and further pressure on margins from intense competition. Performance of other businesses has been mixed, with the Services division reporting an increase in the number of accounts and margins, and the Energy Marketing and Trading (EM&T) division's results boosted by good European trading and optimisation performance. While achieved B2B power retail margins improved in North America, Centrica continued to incur operating losses in the Business Solutions and Home Solutions divisions, and earnings from Upstream were down by 68% due to lower volumes and commodity prices in 2019.

Against this difficult environment, Centrica has been executing on a number of measures to preserve cash flows through (1) additional cost cutting initiatives, with the aim of achieving GBP1 billion in savings across 2019-2022; (2) rebasing of dividend payments to its shareholders in 2019; and (3) non-core asset sales. While improving the company's cost structure will bring significant restructuring costs over the medium-term, management's strategic focus on the long-term viability of Centrica's business in the evolving markets of energy supply and services coupled with the disciplined financial policy, continue to be supportive of Centrica's credit quality.

With regard to disposals, Centrica's strategic objective is to sell the Spirit Energy exploration and production (E&P) business and its nuclear interest. There are, however, risks to execution with uncertainty around timing and any proceeds to be received, particularly in the context of the recent drop in commodity prices coupled with prolonged outages at nuclear power plants. Spirit Energy is directly exposed to movements in oil and gas prices, even if the sensitivity of its 2020 cash flows is limited by hedging. A sustained weak commodity environment would, however, reduce the company's Upstream earnings next year and depress the longer-term outlook for the business.

Overall, Centrica's Baa2 ratings are supported by (1) a degree of business and international diversification across the UK, Ireland and North America; (2) its leading market position in the UK supply segment, with 11.8 million customer accounts as of end-2019; (3) well-established brand and market position in the services division in the UK; and (4) positive free cash flow generation and disciplined financial policy with track record of creditor-supportive measures. These positives are, however, balanced against (1) strong competitive dynamics in retail supply, given low barriers to entry; (2) pressure on profitability following the introduction of a price cap in the UK retail supply; (3) exposure to commodity markets and weather; and (4) uncertainty around the company's ability to sustainably improve profitability in the context of the ongoing business restructuring.

The Ba1 long-term rating on the hybrid securities, which is two notches below the issuer rating of Baa2 for Centrica, reflects the features of the hybrids that receive basket 'C' treatment, i.e. 50% equity or "hybrid equity credit" and 50% debt for financial leverage purposes.

RATIONALE FOR STABLE OUTLOOK

The stable outlook reflects Moody's expectation that Centrica will be able to navigate the challenges in its markets, including because of the recent drop in commodity prices, and will take measures, as these may be necessary, to shore up its financial profile so that its credit metrics are commensurate with the Baa2 ratings.

WHAT COULD CHANGE THE RATING UP/DOWN

Exhibit C-5

Credit Report - Moody's

Rating upgrade is unlikely in the near term given the continued regulatory and competitive pressures in Centrica's key markets of operations and exposure to commodity markets. Over the medium term, a stabilisation of the market environment coupled with sustainable improvement in the company's profitability and material strengthening of the company's financial profile could exert upward rating pressure.

Downward rating pressure would arise if Centrica was not able to maintain financial profile in line with the current ratings, namely funds from operations (FFO)/net debt above 30% and retained cash flow (RCF)/net debt above 20% on a sustainable basis. Taking account of the planned disposals, the ratings could be downgraded if Centrica's FFO/net debt appeared likely to be persistently below 40% and RCF/net debt below 30%, albeit the precise tolerance for financial leverage will depend on the details of disposals and any further developments in the group's markets of operations.

The principal methodology used in these ratings was Unregulated Utilities and Unregulated Power Companies published in May 2017. Please see the Rating Methodologies page on www.moodys.com for a copy of this methodology.

LIST OF AFFECTED RATINGS

..Issuer: Centrica plc

Downgrades:

.... LT Issuer Rating, Downgraded to Baa2 from Baa1

....Junior Subordinated Regular Bond/Debenture, Downgraded to Ba1 from Baa3

....Senior Unsecured Bank Credit Facility, Downgraded to Baa2 from Baa1

....Senior Unsecured Medium-Term Note Program, Downgraded to (P)Baa2 from (P)Baa1

....Senior Unsecured Regular Bond/Debenture , Downgraded to Baa2 from Baa1

Affirmations:

....Commercial Paper, Affirmed P-2

....Other Short Term, Affirmed (P)P-2

Outlook Actions:

..Issuer: Centrica plc

....Outlook, Changed To Stable From Negative

Centrica plc is the UK's largest energy supplier. It provides gas and electricity to residential and commercial customers, mostly under the British Gas brand. The company also provides energy-related services, mainly comprising maintenance and repair. In North America, Centrica supplies energy to commercial and residential customers via its Direct Energy subsidiary.

REGULATORY DISCLOSURES

For ratings issued on a program, series, category/class of debt or security this announcement provides certain regulatory disclosures in relation to each rating of a subsequently issued bond or note of the same series, category/class of debt, security or pursuant to a program for which the ratings are derived exclusively from existing ratings in accordance with Moody's rating practices. For ratings issued on a support provider, this announcement provides certain regulatory disclosures in relation to the credit rating action on the support provider and in relation to each particular credit rating action for securities that derive their credit ratings from the support provider's credit rating. For provisional ratings, this announcement provides certain regulatory disclosures in relation to the provisional rating assigned, and in relation to a definitive rating that may be assigned subsequent to the final issuance of the debt, in each case where the transaction structure and terms have not changed prior to the assignment of the definitive rating in a manner that would have affected the rating. For further information please see the ratings tab on the issuer/entity page for the respective issuer on www.moodys.com.

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Regulatory disclosures contained in this press release apply to the credit rating and, if applicable, the related rating outlook or rating review.

Please see www.moodys.com for any updates on changes to the lead rating analyst and to the Moody's legal entity that has issued the rating.

Exhibit C-5

Credit Report - Moody's

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Moody's
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Exhibit C-5

Credit Report - Moody's

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Exhibit C-8 Corporate Structure

Please see the attached for a graphical depiction of the organization structure of Direct Energy Services, LLC ("DES") and the affiliated companies reporting structure.

As depicted in the graphical structure, the ultimate parent company of DES is Centrica plc, that is domiciled in England and Wales. Direct Energy Marketing Inc. is the immediate North American parent company of DES, Bounce Energy Inc.; First Choice Power, LLC; CPL Retail Energy, L.P.; Direct Energy, L.P. and WTU Retail Energy, L.P. are affiliates of Direct Energy Services, LLC.

DES is the parent company of Direct Energy Business, LLC and Gateway Energy Services Corporation. Direct Energy Business, LLC is the parent company of Direct Energy Business Marketing, LLC.

CONFIDENTIAL

*100% ownership except where noted

INTERNATIONAL

REDACTED

Footnote 1. Direct Energy Marketing Limited owns 1800 Preferred non-voting shares.
Footnote 2. The ownership interest indicated may fluctuate based on business modelling.
Footnote 3. This entity holds other minority interest(s) less than 40%.



Exhibit C- 9
Financial Arrangements

REDACTED

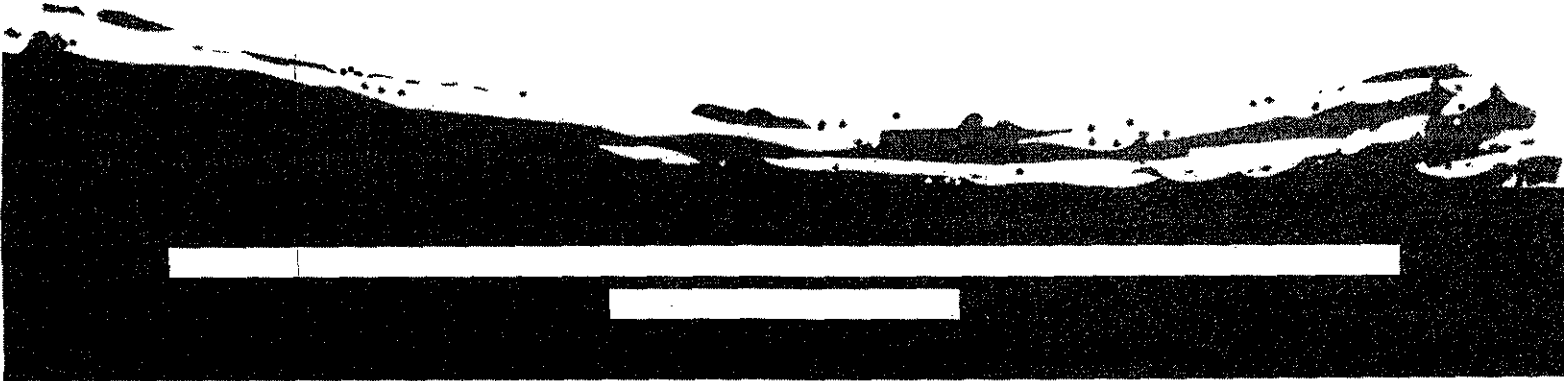




Exhibit D-1 Operations

Direct Energy Services, LLC is part of the Direct Energy family of companies, and as such has operational backing with DE's affiliates to maximize efficiency in providing high quality service to customers. Direct Energy maintains a 24-hour operation for buying and selling in both retail and wholesale markets. Direct Energy Business Marketing, LLC is the wholesale trading affiliate for US Trading and has the contractual relationships with outside parties and partners to provide energy supply for end use customers.

Direct Energy does not own any generation facilities. We purchase and sell power from the wholesale market on an hourly, daily, weekly and monthly basis. After buying or selling the power, Direct Energy then schedules the energy with the Control Areas. This process entails buying and scheduling transmission and ancillary services and properly creating and submitting NERC tags (via OATI software) to the Control Areas. Our retail and wholesale schedules are confirmed with the Control Areas to ensure flow prior to start and end of the schedule for verification of flow.



Exhibit D-2 Key Technical Personnel

John Schultz, President – Centrica North America & Direct Energy Business

John.schultz@directenergy.com

(732) 750-6197

Mr. Schultz has in excess of 20 years of experience in the energy industry and has held various positions in the field including natural gas and electricity trading and operations, commercial and industrial sales and energy infrastructure development. Mr. Schultz was previously the Senior Vice President of Hess Energy Marketing, LLC and was promoted to President of Direct Energy Business, LLC ("DEB") and is currently the President of Centrica North America as well.

Mr. Schultz is a graduate of Penn State University and has attended executive development programs at both the Fuqua School of Business at Duke University and Harvard Business School.

Steve Dixon, SVP, North American Sales – Direct Energy Business

Steve.dixon@directenergy.com

(732) 750-6240

Steve is currently SVP of North American Sales for Direct Energy Business. In this role, he is responsible for leading all aspects of developing a best in class customer-facing sales team.

Steve joined DEB as Head of the East Region Gas Operations in November 2013, and prior to that he was Vice President of Natural Gas Operations for Hess Corporation's Energy Marketing business. He joined Hess Corporation in 1998, after serving in positions at Resource Energy, Aquila Energy, and Phillips Petroleum Company (now ConocoPhillips). He has 30 years of experience in the energy industry in a variety of roles including operations, sales, marketing, and trading.

Steve is originally from Houston, TX and has a B.S. in Business Administration from Lyon College and a MBA from the Walton College at the University of Arkansas. He has also attended executive development programs at both Harvard Business School and Harvard Law School.

David Brast, SVP North American Power & Gas – Direct Energy Business
David.brast@directenergy.com
(713) 877-3642

David is the SVP of North American Power & Gas where his responsibility is overseeing retail supply, trading, asset optimization and power generation.

David joined the company in August 2013. He is an experienced energy professional who previously held a role as Senior Vice President of Business Segments for NRG Energy. He has more than 20 of years of experience specializing in risk management, power and gas trading and commercial operations. He has a Bachelor's degree in Accounting and Finance from Texas A&M University.



Exhibit D-3 FERC Power Marketer License

Direct Energy Services, LLC maintains a current FERC Market Based Rate Tariff, which is under docket ER11-1846-000 effective January 1, 2011.