

**DIS Case Number: 22-0079-EL-CRS**

## Section A: Application Information

### A-1. Provider type:

☐ Power Broker
 ☐ Aggregator
 ☐ Retail Generation Provider
 ☒ Power Marketer

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

**Legal Name:** Octopus Energy LLC  
**Phone:** 8336286888    **Extension (if applicable):**  
**Website (if any):** <https://octopusenergy.com/>  
**Country:** United States  
**Street:** 224 Main Street, Suite 500  
**City:** Houston    **Province/State:**  
**Postal Code:** 77002

### 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	Type	Address	Active?	Proof
Octopus Energy LLC	Official Name	114 Main Street Ste 500 Houston, TX 77002	Yes	File

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

Provide all business names the applicant uses in North America, including the names provided in A-2 and A-3.

Name	Type	Address	Active?	Proof
Octopus Energy LLC	Official Name	114 Main Street Ste 500 Houston, TX 77002	Yes	File

### A-5. Contact person for regulatory matters



Rebecca DuPont  
114 Main Street Ste 500  
Houston, TX 77002  
US  
rebecca.dupont@octoenergy.com  
7132890288

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

Rebecca DuPont  
114 Main Street Ste 500  
Houston, TX 77002  
US  
rebecca.dupont@octoenergy.com  
7132890288

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

<b>Phone:</b> 833-628-6888	<b>Extension (if applicable):</b>	<b>Country:</b> United States
<b>Fax:</b> 281-519-3971	<b>Extension (if applicable):</b>	<b>Street:</b> 114 Main Street Ste 500
<b>Email:</b> manager@octopusenergy.com	<b>City:</b> Houston	<b>Province/State:</b> TX
	<b>Postal Code:</b> 77002	

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

82-5187288

**A-9. Applicant's form of ownership**

**Form of ownership:** Limited Liability Company (LLC)

**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**

Duke Energy Ohio  
 FirstEnergy - Cleveland Electric Illuminating  
 FirstEnergy - Ohio Edison  
 FirstEnergy - Toledo Edison  
 AES Ohio  
 American Electric Power (AEP)

### **Class of customer selection**

Commercial  
 Industrial  
 Mercantile  
 Residential

### **A-11. Start date**

Indicate the approximate start date the applicant began/will begin offering services: 03-01-2022

### **A-12. Principal officers, directors, and partners**

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

Name	Email	Title	Address
Rebecca DuPont	rebecca.dupont@octoenergy.com	Director of Operations	114 Main Street Ste 500 Houston, TX 77002 US
Michael Lee	michael.lee@octoenergy.com	CEO	114 Main Street Ste 500 Houston, TX 77002 US
Wayne Tencer	wayne.tencer@octoenergy.com	Financial Controller	114 Main Street Ste 500 Houston, TX 77002 US

### **A-13. Company history**

On Sept 21st, 2020, Evolve Retail Energy, LLC (Evolve) had an upstream change of control when Octopus Energy Holdings Ltd, a Privately owned UK Electric & Gas supplier acquired Evolve and became its new ultimate parent company. Octopus Energy's primary goal in the US and worldwide is to make green power as easily accessible and cost efficient as fossil fuels.

Octopus Energy LLC won REP of the year in 2020 at EMC:



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During the month of April, the Energy Marketing Conferences hosted their Spring Energy Marketing Conference, a three-day virtual conference with more than 700 attendees, 40 sponsors, 75 3D virtual exhibitor booths, and over 50 industry professionals who spoke on multiple panels. We're delighted to announce that Octopus Energy won the 2020 Retail Energy Provider of the Year award! This award was attributed mostly to the way we handled the Feb Freeze in 2021. Octopus Energy LLC only had 2 PUCT complaints total. Our customer service professionals in other states & countries took over our TX phone lines to help customers when we lost power.

Octopus Energy U.S. Inks Deal to Acquire Brilliant Energy:

<https://www.businesswire.com/news/home/20210510005099/en/Octopus-Energy-U.S.-Inks-Deal-to-Acquire-Brilliant-Energy>

Octopus Energy LLC purchased Brilliant Energy's Residential Book of business after the TX Freeze in Feb. 2021.

Octopus Energy LLC is a Certified B Corp:

We're thrilled to announce that Octopus Energy, through our parent company Octopus Group, is a certified B Corporation (or B Corp)! B Corporations are profit-making companies certified to meet very high standards of social and environmental performance, accountability, and transparency. With this recognition, Octopus joins a growing group of companies — including Ben & Jerry's and Patagonia — pursuing purpose as well as profit.

To learn more about Octopus Energy LLC please visit our website.

- <https://octopusenergy.com/whyoctopus>
- <https://octopusenergy.com/about>
- <https://octopusenergy.com/blog>

### **A-14. Secretary of State**

Secretary of State Link:

## **Section B: Applicant Managerial Capability and Experience**

### **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..

Jurisdiction of Operation: Octopus Energy LLC is currently only operating in the Texas Ercot market. REP license # 10262. We are actively marketing and serving load.



**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.

File(s) attached

**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..

Liability and Investigations Disclosures: Octopus Energy LLC does not have any liabilities or investigations to disclose.

**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?

**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?

**No**



## **B-6. Environmental disclosures**

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.

### **PJM disclosure option chosen**

## **Section C: Applicant Financial Capability and Experience**

### **C-1. Financial reporting**

Provide a current link to the most recent Form 10-K filed with the Securities and Exchange Commission (SEC) or upload 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.

Does not apply

### **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.

Preferred to file this information confidentially

### **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.

Preferred to file confidentially

#### **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'.

This does not apply

#### **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



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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.

Preferred to file this information confidentially

### 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?

- Applicant
- Parent company of the applicant
- Affiliate company that guarantees the financial obligations of the applicant
- Any owner or officer of the applicant

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?

Merger Information: On 09/21/2021, Evolve Retail Energy, LLC (Evolve) had an upstream change of control when Octopus Energy Holdings Limited acquired Evolve and became its new ultimate parent company. As a result, Evolve Retail Energy, LLC updated its technical/managerial qualifications and adding a DBA for Octopus Energy. The PUCT was notified in our filing Docket 51384 with a REP amendment which they approved on 02/16/2021. <http://interchange.puc.texas.gov/search/filings/?UtilityType=A&ControlNumber=51384&ItemMatch=Equal&DocumentType=ALL&SortOrder=Ascending>

Octopus Energy U.S. Inks Deal to Acquire Brilliant Energy:

<https://www.businesswire.com/news/home/20210510005099/en/Octopus-Energy-U.S.-Inks-Deal-to-Acquire-Brilliant-Energy>

Octopus Energy LLC purchased Brilliant Energy's Residential Book of business after the TX Freeze in Feb. 2021.

### 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.

File(s) attached

### C-9. Financial arrangements

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:

1. 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.
2. 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.
3. 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.
4. 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).

File(s) attached



## Section D: Applicant Technical Capacity

### **D-1. Operations**

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.

**Operations Description:** Octopus Energy LLC traditionally buys wholesale power from local generation & re-sells it to residential customers. We buy RECs to green up our entire load. We do not typically sell commercial power, we don't have generation or distribution & we don't sell retail ancillaries either, however, should we be involved in an acquisition that required those products we would expand to include them.

### **D-2. Operations Expertise & Key Technical Personnel**

Given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations. Include the names, titles, e-mail addresses, and background of key personnel involved in the operations of the applicant's business.

File(s) attached

### **D-3. FERC Power Marketer and License Number**

Provide a statement disclosing the applicants FERC Power Marketer License Number (Power Marketers Only).





Public Utilities  
Commission

# Application Attachments



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
11/17/2021	202132004420	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	99.00	0.00	0.00	0.00

### Receipt

This is not a bill. Please do not remit payment.

VCORP SERVICES, LLC  
25 ROBERT PITT DRIVE, SUITE 204  
MONSEY, NY 10952

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Frank LaRose**  
**4775727**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**OCTOPUS ENERGY LLC**

and, that said business records show the filing and recording of:

Document(s)

**REGISTRATION OF FOREIGN FOR PROFIT LLC**

Effective Date: 11/16/2021

Document No(s):

**202132004420**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
17th day of November, A.D. 2021.

**Ohio Secretary of State**

**JON HUSTED**  
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453)  
Central Ohio: (614) 466-3910

[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[busserv@OhioSecretaryofState.gov](mailto:busserv@OhioSecretaryofState.gov)

File online or for more information: [www.OHBusinessCentral.com](http://www.OHBusinessCentral.com)

**Mail this form to one of the following:**

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)  
P.O. Box 1390  
Columbus, OH 43216

[For screen readers, follow instructions located at this path.](#)

## Registration of a Foreign Limited Liability Company

**Filing Fee: \$99**  
**Form Must Be Typed**

**CHECK ONLY ONE (1) BOX**

☒ (1) Registration of a Foreign For-Profit Limited Liability Company  
(106-LFA)  
ORC 1705

Jurisdiction of Formation

Date of Formation

☐ (2) Registration of a Foreign Nonprofit Limited Liability Company  
(106-LFA)  
ORC 1705

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Name

Mailing Address

City

State

ZIP Code

## Experience

State	No. of Customers Served	Customer Classes Served	Amount of Load Served	Utility Territories Active In	
TX	12000	3			

## Operations Plan

Octopus Energy LLC has established business processes and systems to manage all aspects of engaging in retail electricity sales and contracting with customers in Ohio. Octopus Energy LLC also has a proprietary billing system used in 5 countries.

## Customer Contracting

All consumer interactions, including enrollment and contracting, engaged in by Octopus Energy LLC employees and agents will be conducted with the highest degree of professionalism, in accordance with industry best practices and in full compliance with federal, state, and municipal law as well as the regulations of the Public Utilities Commission of Ohio.

## Providing Contracted Services

Octopus Energy LLC currently provides the following terms in Texas on post pay: 6 months, 12 months, 24 months, 36 months & MTM (Month to Month). For Pre-Pay we offer MTM & 12 months plans. Octopus Energy LLC also offers an EV (Electric Vehicle) accommodating fixed rate TOU (Time Of Use) plan. Although no longer allowed in TX. Octopus Energy has the capability to bill customer's RT (Real Time) interval usage using Ercot's RT Energy rates. As such, we have the capabilities and resources to provide similar products and services to customers in Ohio.

## Customer Billing

Octopus Energy LLC plans to bill our Ohio customers directly for the products and services we provide. Our experience in billing customers directly in Texas gives us the capabilities and resources to provide such billing to customers in Ohio.

## Responding to Customer Inquiries and Complaints

Customer inquiries and/or complaints will be managed directly by Octopus Energy LLC in accordance with industry best practices and the regulations of the PUCO. If any complaints or concerns should arise from customers or potential customers, Octopus Energy LLC's customer service can be reached at (833) 628-6888 or [manager@octopusenergy.com](mailto:manager@octopusenergy.com). Octopus Energy LLC hereby states that it will respond to customer inquiries and complaints in accordance with PUCO rules adopted pursuant to Section 4928.10 of the Ohio Revised Code and contained in Chapter 4901:1-21 of the Administrative Code.

# INPUTS

\*\*\*\*requests and questions regarding this Proforma model can be emailed to [rebecca.dupont@octoenergy.com](mailto:rebecca.dupont@octoenergy.com)

## OE US New Market

Author: OEUS

Sheet: O\_Dashboard

[Cell contents from another tab](#)

Model Inputs	Calculation Cell
	Total

Financial year

Period end date

2021	2022	2023	2024
30 Apr 21	30 Apr 22	30 Apr 23	30 Apr 24

### Customer Numbers:

Customer Gains	0	0	520	2,750
Customer Losses	0	0	95	679
<b>Total meterpoints on supply</b>	<b>0</b>	<b>0</b>	<b>615</b>	<b>4,044</b>
Year end FTE Allocation	0	0	1	3
Customers per FTE	0	0	792	1,319

### Profit and loss:

Revenue	0	0	238,402	3,708,368
COGS	0	0	-194,745	-3,117,630
<b>Gross profit</b>	<b>0</b>	<b>0</b>	<b>43,657</b>	<b>590,738</b>
Gross margin	0%	0%	18%	16%
Bad Debt Expenses	0	0	-3,567	-55,375
Overheads	0	-23,000	-107,047	-291,118
<b>EBITDA</b>	<b>0</b>	<b>-23,000</b>	<b>-66,957</b>	<b>244,245</b>
Depreciation & Amortization	0	0	-6,078	-63,596
<b>EBIT</b>	<b>0</b>	<b>-23,000</b>	<b>-73,035</b>	<b>180,649</b>
Interest	0	-2,299	-18,498	-74,103
Exceptional Items	0	0	0	0
<b>PBT</b>	<b>0</b>	<b>-25,299</b>	<b>-91,532</b>	<b>106,546</b>
Tax	0	0	0	0
<b>Net Income</b>	<b>0</b>	<b>-25,299</b>	<b>-91,532</b>	<b>106,546</b>

### Cash Flow and Balance Sheet:

Cumulative Retained earnings / (losses)	0	-25,299	-116,831	-10,286
Minimum Cash Balance	0	0	100,000	100,000
Interco Transfers	0	117,250	173,477	796,170
Interco Transfers Balance	0	117,250	290,727	1,086,897



[illegible]

## P &amp; L Cont'd

[illegible]

## Balance Sheet

Entity		YE 2022	YE 2022	YE 2022	YE 2022	YE 2022	YE 2023	YE 2023	YE 2023	YE 2023	YE 2023	YE 2023	YE 2023
Balance Sheet		December	January	February	March	April	May	June	July	August	September	October	November
LOCAL CURRENCY		2022/008	2022/009	2022/010	2022/011	2022/012	2023/001	2023/002	2023/003	2023/004	2023/005	2023/006	2023/007
	Mapping	2022/008	2022/009	2022/010	2022/011	2022/012	2023/001	2023/002	2023/003	2023/004	2023/005	2023/006	2023/007
<b>Assets</b>													
Investments	INV	-	-	-	-	-	-	-	-	-	-	-	-
Goodwill	GW												
Joint venture	JV												
Investment in associate	ASSOC												
Current assets:													
Accrued Income	AI	-	-	-	-	-	-	-	846	3,507	5,870	5,981	9,828
Cash	CAS	-	-	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Commercial													
Domestic Debit Balances	CTD	-	-	-	-	-	-	-	-	437	1,871	3,030	3,190
Trade Debtors	TD												
Bad Debt - Billed	BD	-	-	-	-	-	-	-	12	61	143	226	363
Bad Debt - Unbilled	BDU												
Intercompany Trade Debtor/(Creditor)	ITD												
VAT	VAT												
Other Assets	OA	-	-	-	-	-	-	-	-	-	-	-	-
Pre-Paid Expenses	PE	-	-	-	-	-	-	-	-	-	-	-	-
Industry Security	IS	-	-	-	-	-	-	-	897	3,786	4,252	3,965	6,204
Inventory	INVE												
Deferred Tax Asset	OACT												
Total current assets		-	-	100,000	100,000	100,000	100,000	100,000	101,731	107,669	111,850	112,749	118,858
Fixed Assets:													
Tangible Fixed Assets	TFA	-	-	-	-	-	-	-	2	7	15	47	87
Intangible Assets - Tech	IFAT												
Intangible Assets - CAC	IFAC	-	-	-	-	-	-	-	1,122	2,805	5,049	7,854	13,464
Accumulated Depreciation	AD	-	-	-	-	-	-	-	0	0	0	1	2
Accumulated Ammortisation - Tech	AAT												
Accumulated Ammortisation - CAC	AAC	-	-	-	-	-	-	-	31	109	249	468	842
<b>Total Assets</b>		-	-	100,000	100,000	100,000	100,000	100,000	102,824	110,371	116,664	120,181	131,566
<b>Liabilities</b>													
Current liabilities:													
Accruals	ACC	-	-	-	-	-	-	-	898	3,731	4,801	4,498	7,258
CCL	CCL												
Other Creditors	OC	-	-	-	-	-	-	-	33	139	232	236	388
Trade Creditors	TC	-	-	5,750	5,750	5,750	5,774	5,774	7,181	7,955	8,727	9,510	13,097
Intercompany Creditors	IC												
Customer Prepayments	CP	-	-	-	-	-	-	-	-	-	-	-	-
Foreign Exchange gain/(loss) on revaluation	FX												
Total current liabilities		-	-	5,750	5,750	5,750	5,774	5,774	8,113	11,825	13,760	14,244	20,742
Long term liabilities:													
Intercompany Long-term debt	ILD	-	-	105,750	111,500	117,250	123,000	128,774	135,490	146,198	156,624	166,659	178,823
Long-term debt	LD												
Other long-term liabilities	OLD	0	0	-441	-1,346	-2,299	-3,300	-4,349	-5,450	-6,624	-7,886	-9,233	-10,672
<b>Total Liabilities</b>		-	-	5,750	111,941	118,596	125,299	132,074	149,053	164,646	178,270	190,136	210,237
<b>Shareholder's Equity</b>													
Equity Capital	EC	-	-	-	-	-	-	-	-	-	-	-	-
Other Reserves	OR												
Retained Earnings	RE	-	5,750	11,941	18,596	25,299	32,074	38,897	46,230	54,275	61,606	69,954	78,671
NCI Retained Earnings	RE NCI												
Foreign currency translation reserve	FXR												
<b>Shareholder's Equity</b>		-	5,750	11,941	18,596	25,299	32,074	38,897	46,230	54,275	61,606	69,954	78,671
<b>Total Liabilities &amp; Shareholder's Equity</b>		-	-	100,000	100,000	100,000	100,000	100,000	102,824	110,371	116,664	120,181	131,566
Check		-	-	-	-	-	-	-	-	-	-	-	-

## Balance Sheet Cont'd

YE 2023 December 2023/008 2023/008	YE 2023 January 2023/009 2023/009	YE 2023 February 2023/010 2023/010	YE 2023 March 2023/011 2023/011	YE 2023 April 2023/012 2023/012	YE 2024 May 2024/001 2024/001	YE 2024 June 2024/002 2024/002	YE 2024 July 2024/003 2024/003	YE 2024 August 2024/004 2024/004	YE 2024 September 2024/005 2024/005	YE 2024 October 2024/006 2024/006	YE 2024 November 2024/007 2024/007	YE 2024 December 2024/008 2024/008	YE 2024 January 2024/009 2024/009	YE 2024 February 2024/010 2024/010	YE 2024 March 2024/011 2024/011	YE 2024 April 2024/012 2024/012
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
22,214 100,000	47,645 100,000	59,036 100,000	46,743 100,000	54,130 100,000	71,387 100,000	120,878 100,000	205,970 100,000	294,518 100,000	294,679 100,000	216,634 172,045	250,696 196,324	414,837 100,000	664,816 100,000	640,024 100,000	411,336 345,011	386,754 478,738
5,073	11,465	27,226	30,470	24,930	27,938	38,073	62,389	106,307	157,076	152,092	115,538	129,392	214,110	379,895	330,335	219,379
- 673 -	- 1,338 -	- 2,162 -	- 2,813 -	- 3,567 -	- 4,562 -	- 6,247 -	- 9,120 -	- 13,229 -	- 17,340 -	- 20,359 -	- 23,853 -	- 29,639 -	- 38,909 -	- 47,831 -	- 53,559 -	- 58,942
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13,318	29,919	36,682	27,250	30,900	40,043	77,282	211,868	308,891	206,425	137,515	151,035	244,177	411,477	391,522	234,355	221,465
139,931	187,691	220,781	201,650	206,392	234,806	329,986	571,107	796,486	740,840	657,927	689,741	858,767	1,351,494	1,463,609	1,267,478	1,247,394
137	206	293	408	565	703	868	1,066	1,297	1,567	1,877	2,233	2,633	3,086	3,590	4,151	4,831
19,074 - 4 -	27,489 - 6 -	35,904 - 8 -	47,124 - 11 -	58,344 - 16 -	72,650 - 20 -	86,955 - 24 -	104,122 - 30 -	121,288 - 36 -	141,316 - 44 -	161,344 - 52 -	184,232 - 62 -	207,121 - 73 -	241,454 - 86 -	275,788 - 100 -	315,843 - 115 -	373,065 - 134
- 1,371 -	- 2,135 -	- 3,132 -	- 4,441 -	- 6,062 -	- 8,080 -	- 10,495 -	- 13,388 -	- 16,757 -	- 20,682 -	- 25,164 -	- 30,282 -	- 36,035 -	- 42,742 -	- 50,403 -	- 59,176 -	- 69,539
157,767	213,245	253,838	244,730	259,224	300,059	407,290	662,877	902,278	862,997	795,932	845,863	1,032,413	1,553,207	1,692,484	1,528,180	1,555,617
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- 16,339 -	- 37,019 -	- 45,818 -	- 34,416 -	- 38,755 -	- 50,057 -	- 92,358 -	- 212,305 -	- 304,766 -	- 233,503 -	- 156,463 -	- 177,198 -	- 300,125 -	- 509,709 -	- 489,498 -	- 296,424 -	- 278,227
- 878 -	- 1,920 -	- 2,379 -	- 1,881 -	- 2,178 -	- 2,872 -	- 4,867 -	- 8,298 -	- 11,868 -	- 11,872 -	- 8,719 -	- 10,090 -	- 16,710 -	- 27,305 -	- 26,282 -	- 16,873 -	- 15,857
- 13,498 -	- 18,942 -	- 19,367 -	- 23,222 -	- 23,599 -	- 28,415 -	- 29,971 -	- 36,672 -	- 39,367 -	- 43,713 -	- 41,750 -	- 47,088 -	- 51,987 -	- 72,665 -	- 72,276 -	- 73,142 -	- 90,021
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- 30,715 -	- 57,882 -	- 67,564 -	- 59,519 -	- 64,532 -	- 81,344 -	- 127,196 -	- 257,276 -	- 356,001 -	- 289,087 -	- 206,932 -	- 234,376 -	- 368,822 -	- 609,680 -	- 588,055 -	- 386,438 -	- 384,106
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- 200,466 -	- 234,256 -	- 269,794 -	- 275,630 -	- 290,727 -	- 316,899 -	- 378,443 -	- 548,615 -	- 746,549 -	- 762,903 -	- 762,903 -	- 762,903 -	- 766,718 -	- 983,865 -	- 1,086,897 -	- 1,086,897 -	- 1,086,897
-12,253	-14,064	-16,164	-18,437	-20,796	-23,328	-26,226	-30,088	-35,485	-41,774	-48,132	-54,489	-60,863	-68,157	-76,785	-85,842	-94,900
- 243,433 -	- 306,202 -	- 353,522 -	- 353,585 -	- 376,055 -	- 421,572 -	- 531,864 -	- 835,979 -	- 1,138,034 -	- 1,093,765 -	- 1,017,966 -	- 1,051,769 -	- 1,196,402 -	- 1,661,701 -	- 1,751,737 -	- 1,559,178 -	- 1,565,903
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
85,666	92,957	99,684	108,856	116,831	121,513	124,574	173,102	235,756	230,767	222,034	205,906	163,989	108,494	59,253	30,997	10,286
85,666	92,957	99,684	108,856	116,831	121,513	124,574	173,102	235,756	230,767	222,034	205,906	163,989	108,494	59,253	30,997	10,286
- 157,767 -	- 213,245 -	- 253,838 -	- 244,730 -	- 259,224 -	- 300,059 -	- 407,290 -	- 662,877 -	- 902,278 -	- 862,997 -	- 795,932 -	- 845,863 -	- 1,032,413 -	- 1,553,207 -	- 1,692,484 -	- 1,528,180 -	- 1,555,617

<b>OE US New Market</b> Author: OEUS Sheet: O_Direct Cash Flow	Model Inputs	Calculation Cell
	<i>Cell contents from another tab</i>	<b>Total</b>

<b>FY22 EBITDA</b>	-	23,000
<b>FY22 Funding Requirements</b>		117,250

## Direct Cash Flow Statement

[illegible]

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0	0	0	0	0	0	0	-898	-3,731	-4,801	-4,498	-7,258	-16,339	-37,019	-45,818	-34,416	-38,755	-50,057	-92,358
0	0	0	0	0	0	-897	-2,889	-466	287	-2,239	-7,114	-16,601	-6,763	9,432	-3,650	-9,143	-37,239	-134,586
0	0	0	0	0	0	-3	-11	-22	-36	-60	-91	-138	-200	-278	-371	-479	-601	-739
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	-900	-3,798	-4,220	-4,550	-6,796	-14,463	-33,078	-43,983	-36,665	-38,436	-48,377	-87,898	-227,683

0	0	0	0	0	0	0	0	-5	-13	-23	-86	-112	-137	-188	-239	-315	-390	-344	-410
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0	-750	-750	-750	-750	-753	-753	-753	-753	-753	-753	-753	-753	-753	-828	-828	-828	-828	-828	-828
0	-5,000	-5,000	-5,000	-5,000	-5,021	-5,021	-5,021	-5,021	-5,021	-5,021	-5,021	-5,021	-5,021	-5,523	-5,523	-5,523	-5,523	-5,523	-5,523
0	0	0	0	0	0	0	0	-278	-480	-678	-814	-1,560	-1,926	-3,919	-4,275	-5,221	-5,481	-7,277	-8,739
0	-5,750	-5,750	-5,750	-5,750	-5,774	-5,774	-6,058	-6,267	-6,475	-6,674	-7,446	-7,838	-10,459	-10,865	-11,887	-12,222	-13,972	-15,501	
0	0	0	0	0	-44	-110	-197	-1,254	-1,471	-1,686	-2,226	-2,676	-3,353	-4,024	-4,804	-5,611	-4,202	-4,941	

0	0	0	0	0	0	0	0	-33	-139	-232	-236	-388	-878	-1,920	-2,379	-1,881	-2,178	-2,872	-4,867
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	-33	-139	-232	-236	-388	-878	-1,920	-2,379	-1,881	-2,178	-2,872	-4,867

0	-5,750	-5,750	-5,750	-5,750	-5,774	-6,716	-10,708	-10,426	-10,035	-12,164	-21,644	-33,790	-35,538	-5,835	-15,097	-26,172	-61,544	-170,172
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0	105,750	5,750	5,750	5,750	5,774	6,716	10,708	10,426	10,035	12,164	21,644	33,790	35,538	5,835	15,097	26,172	61,544	170,172
0	105,750	5,750	5,750	5,750	5,774	6,716	10,708	10,426	10,035	12,164	21,644	33,790	35,538	5,835	15,097	26,172	61,544	170,172

[illegible]

Direct Cash Flow Cont'd

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1 Aug 23	1 Sep 23	1 Oct 23	1 Nov 23	1 Dec 23	1 Jan 24	1 Feb 24	1 Mar 24	1 Apr 24
31 Aug 23	30 Sep 23	31 Oct 23	30 Nov 23	31 Dec 23	31 Jan 24	29 Feb 24	31 Mar 24	30 Apr 24
2024	2024	2024	2024	2024	2024	2024	2024	2024
8	9	10	11	12	1	2	3	4
31	30	31	30	31	31	28	31	30

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0	0	0	0	0	0	0	0	0
162,052	243,749	299,662	253,188	236,843	330,119	499,031	689,584	522,292
0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0
876	1,040	1,217	1,409	1,614	1,832	2,064	2,309	2,568
0	0	0	0	0	0	0	0	0
162,928	244,788	300,880	254,597	238,457	331,952	501,095	691,893	524,859

-212,305	-304,766	-233,503	-156,463	-177,198	-300,125	-509,709	-489,498	-296,424
-97,023	102,466	68,910	-13,520	-93,141	-167,301	19,956	157,167	12,890
-891	-1,057	-1,238	-1,432	-1,641	-1,863	-2,099	-2,348	-2,611
0	0	0	0	0	0	0	0	0
-310,219	-203,357	-165,831	-171,415	-271,980	-469,288	-491,852	-334,679	-286,145

-147,291	41,431	135,049	83,181	-33,523	-137,337	9,244	357,214	238,715
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-493	-575	-674	-771	-885	-998	-1,127	-1,254	-1,397
0	0	0	0	0	0	0	0	0
-828	-828	-828	-828	-828	-828	-911	-911	-911
-5,523	-5,523	-5,523	-5,523	-5,523	-5,523	-6,075	-6,075	-6,075
-12,463	-15,043	-16,389	-14,290	-16,607	-21,349	-29,767	-29,198	-24,141
-19,308	-21,969	-23,415	-21,412	-23,844	-28,698	-37,880	-37,439	-32,525
-5,672	-6,550	-7,419	-8,433	-9,437	-11,113	-12,305	-13,646	-14,973

-24,980	-28,520	-30,834	-29,846	-33,281	-39,811	-50,185	-51,085	-47,498
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-8,298	-11,868	-11,872	-8,719	-10,090	-16,710	-27,305	-26,282	-16,873
0	0	0	0	0	0	0	0	0
-8,298	-11,868	-11,872	-8,719	-10,090	-16,710	-27,305	-26,282	-16,873

-198	-231	-271	-310	-356	-401	-452	-504	-561
-17,167	-17,167	-20,028	-20,028	-22,889	-22,889	-34,333	-34,333	-40,055
-17,365	-17,398	-20,298	-20,337	-23,244	-23,290	-34,786	-34,837	-40,617

-197,934	-16,354	72,045	24,279	-100,139	-217,147	-103,033	245,011	133,727
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-97,934	83,646	172,045	196,324	96,185	-117,147	-3,033	345,011	478,738
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197,934	16,354	0	0	3,815	217,147	103,033	0	0
197,934	16,354	0	0	3,815	217,147	103,033	0	0

0	0	72,045	24,279	-96,324	0	0	245,011	133,727
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100,000	100,000	172,045	196,324	100,000	100,000	100,000	345,011	478,738
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100,000	100,000	172,045	196,324	100,000	100,000	100,000	345,011	478,738
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# **EVOLVE RETAIL ENERGY, LLC**

**(A Texas Limited Partnership)**

**Financial Statements**

**December 31, 2018**

**(Restated)**



**Cañas, CPA, LLC**

**Accounting | Auditing | Consulting | Taxes**

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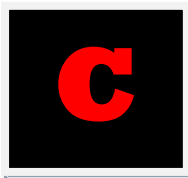


# Evolve Retail Energy, LLC

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**Cañas, CPA, LLC**

**Accounting | Auditing | Consulting | Taxes**

---

## **INDEPENDENT AUDITOR'S REPORT**

To Member and Management of  
Evolve Retail Energy, LLC  
Houston, Texas

We have audited the accompanying financial statements of Evolve Retail Energy, LLC (a Texas limited partnership), which comprise the balance sheet as of December 31, 2018, and the related statements of operations, changes in member's capital, and cash flows for the period from inception to December 31, 2018, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Evolve Retail Energy, LLC as of December 31, 2018, and the results of its operations and its cash flows for the period from inception to December 31, 2018 in accordance with accounting principles generally accepted in the United States of America.

## Restatement

As discussed in Note 6 to the financial statements, the Company has restated its 2018 financial statements to reflect advances payable to executives and to reduce contributions.

*Cañas, CPA, LLC*

Houston, Texas

February 12, 2019,

Except for note 6 to which the date is August 7, 2020

**Evolve Retail Energy, LLC**  
**Balance Sheet**  
**December 31, 2018**  
**(Restated)**

---

**Assets**

**CURRENT ASSETS**

Cash and Cash Equivalents	\$ 34,919
Restricted Cash	<u>975</u>

TOTAL CURRENT ASSETS 35,894

TOTAL ASSETS \$ 35,894

**Liabilities and Member's Capital**

**CURRENT LIABILITIES**

Accounts Payable	\$ 12,187
Advances Payable	<u>16,018</u>

TOTAL CURRENT LIABILITIES 28,205

COMMITMENTS AND CONTINGENCIES -

MEMBER'S CAPITAL 7,689

TOTAL LIABILITIES AND MEMBER'S CAPITAL \$ 35,894

The accompanying notes are an integral part of these financial statements.

**Evolve Retail Energy, LLC**  
**Statement of Operations**  
**For Period from Inception to December 31, 2018**

---

REVENUES, Net	\$ -
Operating, General and Administrative Expenses	<u>56,311</u>
LOSS FROM OPERATIONS	<u>(56,311)</u>
NET LOSS	<u><u>\$ (56,311)</u></u>

The accompanying notes are an integral part of these financial statements.

**Evolve Retail Energy, LLC**  
**Statement of Changes in Member's Capital**  
**For the Period from Inception to December 31, 2018**  
**(Restated)**

---

MEMBER'S CAPITAL, INCEPTION	\$ -
Contributions	80,018
Net Loss	<u>(39,057)</u>
MEMBERS' CAPITAL, DECEMBER 31, 2018	40,961
Restatement	<u>(33,272)</u>
MEMBERS' CAPITAL, RESTATED DECEMBER 31, 2018	<u><u>\$ 7,689</u></u>

The accompanying notes are an integral part of these financial statements.

**Evolve Retail Energy, LLC**  
**Statement of Cash Flows**  
**December 31, 2018**  
**(Restated)**

---

OPERATING ACTIVITIES

Net Loss	\$ (56,311)
Adjustments to Reconcile Net Loss to	
Net Cash Used by Operating Activities	
Change in Operating Assets and Liabilities	
Restricted Cash - Client Trust Accounts	(975)
Accounts Payable	12,187
Advances Payable	16,018
	<hr/>
Net Cash Used by Operating Activities	(29,081)

FINANCING ACTIVITIES

Contributions by Member	64,000
-------------------------	--------

NET INCREASE IN CASH	34,919
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CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<hr/> -
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CASH AND CASH EQUIVALENTS, END OF YEAR	<u><u>\$ 34,919</u></u>
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The accompanying notes are an integral part of these financial statements.

## **Evolve Retail Energy, LLC**

### **Notes to Financial Statements**

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#### **NOTE 1: ORGANIZATION**

Evolve Retail Energy, LLC (a Texas limited partnership), (the “Company”) was formed to provide customers electricity services using our innovative model. When the Company is in service, it will service customers in Texas.

#### **NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of the Company is presented to assist in understanding the financial statements. The financial statements and notes are the representations of management, who is responsible for their integrity and objectivity. These accounting policies reflect industry practices, which conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

##### ***Cash and Cash Equivalents***

Cash and cash equivalents include cash on hand, cash in banks, and all highly liquid investments with original maturities of three months or less at the time of purchase.

##### ***Restricted Cash***

Restricted cash represents money which is restricted to be used until the Company begins commercial operations.

##### ***Property and Equipment***

Property and equipment are carried at cost and are depreciated over their estimated useful lives (5 to 7 years) using the straight-line method. Software is carried at cost and is amortized over its estimated useful life (3 years). Costs of assets include those capital expenditures which improve the efficiency of the assets or lengthen their useful lives. Expenditures for maintenance and repairs are charged against income as incurred. Costs and related accumulated depreciation of assets sold or otherwise retired are removed from the accounts, and any resulting gain or loss is reflected in income.



## **Evolve Retail Energy, LLC**

### **Notes to Financial Statements**

---

#### **NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

##### ***Federal and State Income Taxes***

Federal income taxes are the liability of the Company's member; accordingly, the financial statements do not include any provision for federal income taxes. The Company is subject to Texas franchise tax, commonly referred to as the Texas margin tax. Accordingly, no provision and liability for state income tax has been included in the accompanying financial statements due to the fact that the Company did not have any sales during the period from inception to December 31, 2018. The Company applies a more-likely-than-not recognition threshold for all tax uncertainties. Accordingly, only those tax benefits that have a greater than fifty percent likelihood of being sustained upon examination by the taxing authorities are recognized.

As applied to the Company, any tax uncertainties would principally relate to state income taxes, or uncertainties in its U.S. Federal income tax return that is used to determine state income tax liability. The Company's management has reviewed the Company's tax positions and determined there were no significant outstanding or retroactive tax positions with less than a 50% likelihood of being sustained upon examination by the taxing authorities.

Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements. The Company's evaluation was performed for the tax period from inception through December 31, 2018 for U.S. Federal and applicable states, the tax year which principally remain subject to examination by major tax jurisdictions as of December 31, 2018.

##### ***Concentrations of Credit Risk***

At various times during the year, the Company may have bank deposits in excess of Federal Deposit Insurance Corporation insurance limits. Management believes any credit risk is low due to the overall financial strength of the financial institution.

##### ***Fair Value Considerations***

The Company may use fair value to measure certain financial and nonfinancial assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value hierarchy established and prioritized fair value measurements into three levels based on the nature of the inputs. The hierarchy gives the highest priority to inputs based on market data from independent sources (observable inputs-Level 1) and the lowest priority to a reporting entity's internal assumptions based upon the best information available when external market data is limited or unavailable (unobservable inputs-Level 3).

## **Evolve Retail Energy, LLC**

### **Notes to Financial Statements**

---

#### **NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

The fair value option allows entities to choose, at specified election dates, to measure eligible financial assets and financial liabilities at fair value that are not otherwise required to be measured at fair value. If an organization elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings. The Partnership did not elect the fair value option for the measurement of any eligible assets or liabilities.

The Company's financial instruments (primarily cash and cash equivalents and payables) are carried in the accompanying balance sheet at amounts which approximate fair value.

#### ***Use of Estimates***

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates that have the most impact on financial position and results of operations primarily relate to the collectability of accounts receivable, the useful lives of property and equipment and certain accrued liabilities. Management believes these estimates and assumptions provide a reasonable basis for the fair presentation of the financial statements.

#### **NOTE 3: PROPERTY AND EQUIPMENT**

Property and equipment consist of capitalized software that is not in use as of December 31, 2018. No amortization expense was taken during 2018.

#### **NOTE 4: RELATED PARTY**

During 2018, the Company's co-founders provided the Company \$30,018 in contributions. The Company's parent Company contributed an additional \$50,000 to the Company.

#### **NOTE 5: SUBSEQUENT EVENTS**

The Partnership has evaluated subsequent events through the date the financial statements were available for issuance on February 12, 2019. No matters were identified affecting the accompanying financial statements or related disclosures, except for the following:

In January 2019 and February 2019, the Company received a total of \$125,000 in additional contributions from the parent company.

**Evolve Retail Energy, LLC**  
**Notes to Financial Statements**

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**NOTE 6: RESTATEMENT**

Upon reviewing advances made by its former members, management determined that those advances were incorrectly included and reported as contributions in the originally issued financial statements. Management also determined that software costs should have been reported as research and development. These financial statements are being restated to report those changes. The information in the following table shows the effect of the restatement of each affected financial statement line item:

	Previously Reported	Restated	Effect of Change
<b>BALANCE SHEET</b>			
PROPERTY AND EQUIPMENT, NET	\$ 17,254	\$ -	\$ (17,254)
TOTAL ASSETS	\$ 53,148	\$ 35,894	\$ (17,254)
CURRENT LIABILITIES			
Advances Payable	\$ -	\$ 16,018	\$ 16,018
TOTAL CURRENT LIABILITIES	\$ 12,187	\$ 28,205	\$ 16,018
MEMBER'S CAPITAL	\$ 40,961	\$ 7,689	\$ (33,272)
<b>STATEMENT OF CASH FLOWS</b>			
Net Income	\$ (39,057)	\$ (56,311)	\$ (17,254)
Adjustments to Reconcile Net Loss to			
Net Cash Used by Operating Activities			
Change in Operating Assets and Liabilities			
Advances Payable	\$ -	\$ 16,018	\$ 16,018
Net Cash Used by Operating Activities	\$ (27,845)	\$ (29,081)	\$ (1,236)
INVESTING ACTIVITIES			
Purchases of Property and Equipment	\$ (17,254)	\$ -	\$ 17,254
FINANCING ACTIVITIES			
Contributions by Member	\$ 40,961	\$ 7,689	\$ (33,272)

# **EVOLVE RETAIL ENERGY, LLC**

**(A Texas Limited Partnership)**

**Financial Statements**

**December 31, 2019**



**Cañas, CPA, LLC**

**Accounting | Auditing | Consulting | Taxes**

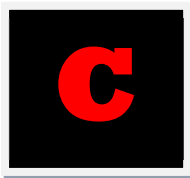
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# Evolve Retail Energy, LLC

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**Cañas, CPA, LLC**

**Accounting | Auditing | Consulting | Taxes**

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## **INDEPENDENT AUDITOR'S REPORT**

To Member and Management of  
Evolve Retail Energy, LLC  
Houston, Texas

We have audited the accompanying financial statements of Evolve Retail Energy, LLC (a Texas limited partnership), which comprise the balance sheet as of December 31, 2019, and the related statements of operations, changes in member's capital, and cash flows for the year ended December 31, 2019, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Evolve Retail Energy, LLC as of December 31, 2019, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Cañas, CPA, LLC*

Houston, Texas  
August 10, 2020

**Evolve Retail Energy, LLC**  
**Balance Sheet**  
**December 31, 2019**

---

**Assets**

**CURRENT ASSETS**

Cash and Cash Equivalents	\$ 182,170
Other Receivable	<u>5,936</u>

TOTAL CURRENT ASSETS	<u>188,106</u>
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TOTAL ASSETS	<u><u>\$ 188,106</u></u>
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**Liabilities and Member's Capital**

**CURRENT LIABILITIES**

Accounts Payable	\$ 21,825
Accrued Liabilities	1,184
Prepaid Revenues	3,867
Advances Payable	<u>25,408</u>

TOTAL CURRENT LIABILITIES	52,284
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TOTAL LIABILITIES	52,284
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COMMITMENTS AND CONTINGENCIES	-
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MEMBER'S CAPITAL	<u>135,822</u>
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TOTAL LIABILITIES AND MEMBER'S CAPITAL	<u><u>\$ 188,106</u></u>
--	--------------------------

The accompanying notes are an integral part of these financial statements.



**Evolve Retail Energy, LLC**  
**Statement of Operations**  
**Year ended December 31, 2019**

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REVENUES	\$ 9,118
COST OF GOOD SOLD	<u>7,865</u>
GROSS INCOME	1,253
OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES	288,517
OTHER INCOME	<u>(654)</u>
NET LOSS	<u><u>\$ (286,610)</u></u>

The accompanying notes are an integral part of these financial statements.

**Evolve Retail Energy, LLC**  
**Statement of Changes in Member's Capital**  
**Year Ended December 31, 2019**

---

MEMBER'S CAPITAL, RESTATED	
DECEMBER 31, 2018	\$ 7,689
Contributions	414,743
Net Loss	<u>(286,610)</u>
MEMBERS' CAPITAL,	
DECEMBER 31, 2019	<u>\$ 135,822</u>

The accompanying notes are an integral part of these financial statements.

**Evolve Retail Energy, LLC**  
**Statement of Cash Flows**  
**December 31, 2019**

---

OPERATING ACTIVITIES

Net Loss \$ (286,610)

Adjustments to Reconcile Net Loss to

Net Cash Used by Operating Activities

Change in Operating Assets and Liabilities

Other Receivable (5,936)

Accounts Payable 9,638

Accrued Liabilities 1,184

Prepaid Revenues 3,867

Advances Payable 9,390

---

Net Cash Used by Operating Activities (268,467)

FINANCING ACTIVITIES

Contributions 414,743

NET INCREASE IN CASH 146,276

CASH, CASH EQUIVALENTS AND RESTRICTED CASH,  
BEGINNING OF YEAR

35,894

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CASH, CASH EQUIVALENTS AND RESTRICTED CASH,  
END OF YEAR

\$ 182,170

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The accompanying notes are an integral part of these financial statements.

## **Evolve Retail Energy, LLC**

### **Notes to Financial Statements**

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#### **NOTE 1: ORGANIZATION**

Evolve Retail Energy, LLC (a Texas limited partnership), (the “Company”) was formed to provide customers electricity services using our innovative model. The Company provides electricity from 100% renewable energy at wholesale price to customer in Texas. Services are provided on subscription basis without needing to sign any contracts. Customers enroll for a monthly fee plus cost of energy consumed at wholesale.

#### **NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of the Company is presented to assist in understanding the financial statements. The financial statements and notes are the representations of management, who is responsible for their integrity and objectivity. These accounting policies reflect industry practices, which conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

##### ***New Accounting Principle – Revenue from Contracts with Customers***

On January 1, 2019, the Company adopted FASB ASC Topic 606, *Revenue from Contracts with Customers* (“Topic 606”). The main principle in this topic is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this core principle, Topic 606 provides that an entity should apply the following steps: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, the entity satisfies a performance obligation. Topic 606 applies to all contracts with customers, except those that are within the scope of other topics in the FASB’s Accounting Standards Codification (“ASC”). The Company did not have revenues in the prior year, and therefore the company is implementing this standard on its first year offering services.

##### ***Change in Accounting Principle – Restricted Cash***

On January 1, 2019, the Company adopted FASB ASC Topic 230, *Restricted Cash* (Topic 230). The main principle in this topic is that an entity is required to explain the change during the period in the total cash, cash equivalent, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Although the Company does not have restricted cash as of December 31, 2019, it did as of December 31, 2018 and the change in reflected in the cash flow statements in accordance with this standard.

**Evolve Retail Energy, LLC**  
**Notes to Financial Statements**

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**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Cash, Cash Equivalents and Restricted Cash***

Cash, cash equivalents and restricted cash include cash on hand, cash in banks, and all highly liquid investments with original maturities of three months or less at the time of purchase. At December 31, 2019, cash, cash equivalents and restricted cash totaled \$182,170 and \$0, respectively.

***Property and Equipment***

Property and equipment are carried at cost and are depreciated over their estimated useful lives (5 to 7 years) using the straight-line method. Software is carried at cost and is amortized over its estimated useful life (3 years). Costs of assets include those capital expenditures which improve the efficiency of the assets or lengthen their useful lives. Expenditures for maintenance and repairs are charged against income as incurred. Costs and related accumulated depreciation of assets sold or otherwise retired are removed from the accounts, and any resulting gain or loss is reflected in income. During 2019, management transferred all property to its parent company, and therefore there is no balance as of December 31, 2019.

***Revenue Recognition***

The Company provides services on subscription basis without contracts for fixed periods of time or fixed pricing. By enrolling to receive services, customers agree to receive electricity at wholesale prices in effect at time of consumption. Electricity is delivered by independent providers who are under contract with the Company. Performance obligation is satisfied as electricity is consumed as reported to the Company by an independent third party. Contract price is fixed at the time of consumption based on wholesale prices independently reported to the Company.

The five criteria of revenue recognition under Topic 606 are met upon delivering electricity. This is when performance obligation is satisfied, and the sales price is known. Since the Company requires services to be prepaid, monies received are recorded as unearned revenues and deferred as liabilities. Income is recognized once the performance obligation is completed.

## **Evolve Retail Energy, LLC**

### **Notes to Financial Statements**

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#### **NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

##### ***Federal and State Income Taxes***

Federal income taxes are the liability of the Company's member; accordingly, the financial statements do not include any provision for federal income taxes. The Company is subject to Texas franchise tax, commonly referred to as the Texas margin tax. Accordingly, no provision and liability for state income tax has been included in the accompanying financial statements due to the fact that the Company did not have any sales during the period from inception to December 31, 2019. The Company applies a more-likely-than-not recognition threshold for all tax uncertainties. Accordingly, only those tax benefits that have a greater than fifty percent likelihood of being sustained upon examination by the taxing authorities are recognized. As applied to the Company, any tax uncertainties would principally relate to state income taxes, or uncertainties in its U.S. Federal income tax return that is used to determine state income tax liability. The Company's management has reviewed the Company's tax positions and determined there were no significant outstanding or retroactive tax positions with less than a 50% likelihood of being sustained upon examination by the taxing authorities.

Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements. The Company's evaluation was performed for the tax period from inception through December 31, 2019 for U.S. Federal and applicable states, the tax year which principally remain subject to examination by major tax jurisdictions as of December 31, 2019.

##### ***Concentrations of Credit Risk***

At various times during the year, the Company may have bank deposits in excess of Federal Deposit Insurance Corporation insurance limits. Management believes any credit risk is low due to the overall financial strength of the financial institution.

##### ***Fair Value Considerations***

The Company may use fair value to measure certain financial and nonfinancial assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value hierarchy established and prioritized fair value measurements into three levels based on the nature of the inputs. The hierarchy gives the highest priority to inputs based on market data from independent sources (observable inputs-Level 1) and the lowest priority to a reporting entity's internal assumptions based upon the best information available when external market data is limited or unavailable (unobservable inputs-Level 3).

The fair value option allows entities to choose, at specified election dates, to measure eligible financial assets and financial liabilities at fair value that are not otherwise required to be measured at fair value. If an organization elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings.

## **Evolve Retail Energy, LLC**

### **Notes to Financial Statements**

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#### **NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

The Partnership did not elect the fair value option for the measurement of any eligible assets or liabilities.

The Company's financial instruments (primarily cash and cash equivalents and payables) are carried in the accompanying balance sheet at amounts which approximate fair value.

#### ***Advertising***

The Company expenses the cost of advertising as incurred. Advertising expenses for year ended December 31, 2019 totaled \$81,221.

#### ***Use of Estimates***

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates that have the most impact on financial position and results of operations primarily relate to the collectability of accounts receivable, the useful lives of property and equipment and certain accrued liabilities. Management believes these estimates and assumptions provide a reasonable basis for the fair presentation of the financial statements.

#### **NOTE 3: PREPAID REVENUES**

As mentioned in revenue recognition paragraph in Note 2, the Company provides services to customers a pre-paid basis. Cash receipts are initially recorded to prepaid revenues and recognized to revenues upon delivering electricity to customers. As of December 31, 2019, prepaid revenues totaled \$3,867.

#### **NOTE 4: MEMBER'S CAPITAL**

Up to July 17, 2019, the Company was wholly owned by Evolve Energy, Inc. (former member and parent company). On July 17, 2019, the former member transferred 100% of the issued and outstanding membership interest to its wholly owned company, Evolve Mezzanine, LLC (new member and parent company). During 2019, the parent company contributed and additional \$414,743. Refer to note 6 regarding restatements member's capital.

## **Evolve Retail Energy, LLC**

### **Notes to Financial Statements**

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#### **NOTE 5: LEASE**

The Company lease two office spaces under cancellable agreements. Management can terminate the agreements upon providing advance notice. During 2019, rent expense totaled \$10,772.

#### **NOTE 6: PRIOR PERIOD ADJUSTMENT**

Opening member's capital has been restated due to changes made to prior year financial statements for error corrections. As a result of error corrections, opening retained earnings were reduced by \$33,272, and member's capital was restated from \$40,961 to \$7,689.

#### **NOTE 7: COMMITMENTS AND CONTINGENCIES**

On March 26, 2019, the Company entered into a supply and service agreement with a third party. Under the contract, the third party will sell energy to the Company at wholesale and provide scheduling and settlement services. The third party will also provide credit support in the form of guarantees, letters of credit cash posting or other credit support as may be needed from time to time.

On July 24, 2019, the supply and service agreement was amended to include the Company's parent company, Evolve Mezzanine, LLC, in the agreement to provide certain assurances to the third party, and as a condition for the third party to provide the supply agreement and to enter into the supply and service agreement.

As of December 31, 2019, there were no liabilities outstanding in connection with this agreement other than amount due for purchase of electricity.

#### **NOTE 8: SUBSEQUENT EVENTS**

Management performed an evaluation of the Company's activities through August 10, 2020, the date the financial statements were available to be issued, noting no subsequent events that were required to be recognized or disclosed in the financial statements, except as indicated below.

Since December 31, 2019 and through the date of this report, the entire global economy has been substantially impacted by the coronavirus pandemic which began in China and has spread to the United States and most other parts of the world. The Company believes that the range of possible impacts on its business from the coronavirus pandemic could include, but would not necessarily be limited to, one or more of the following factors:



**Evolve Retail Energy, LLC**  
**Notes to Financial Statements**

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**NOTE 8: SUBSEQUENT EVENTS (Continued)**

- A positive impact due to an increasing demand from customers staying home and consuming more electricity.
- A positive impact due to the public more actively seeking cheaper alternatives to power their homes.
- A negative impact due to customers possibly being out of work as their jobs have been eliminated or hours reduced.
- A negative impact to accessing capital markets as investors pause new investments.

At this time, the Company believes that it is premature to determine the potential impact on the Company's business prospects from these or any other factors that may be related to the coronavirus pandemic.

**Evolve Energy, Inc.**  
**And Subsidiary**  
(A Delaware Corporation)

Consolidated Financial Statements  
December 31, 2020



**Cañas, CPA, LLC**

**Accounting | Auditing | Consulting | Taxes**

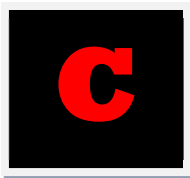
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# Evolve Energy, Inc

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**Cañas, CPA, LLC**

**Accounting | Auditing | Consulting | Taxes**

## INDEPENDENT AUDITOR'S REPORT

To Board of Directors and Stockholders of  
Evolve Energy, Inc.

We have audited the accompanying consolidated financial statements of Evolve Energy, Inc (a Delaware corporation) and subsidiary, which comprise the consolidated balance sheet as of December 31, 2020, and the related consolidated statements of operations, changes in stockholder's equity, and cash flows for the year ended December 31, 2020, and the related notes to the consolidated financial statements.

### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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



## **Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Evolve Energy, Inc as of December 31, 2020, and the results of its operations and its cash flows for the year ended December 31, 2020 in accordance with accounting principles generally accepted in the United States of America.

## **Emphasis of Matter**

### ***Going Concern***

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 15 to the financial statements, the Company's liquidity and capital needs, combined with conditions in the marketplace, raise substantial doubt about its ability to continue as a going concern.

### ***Business Disruption***

The Company has also been affected by the COVID-19 pandemic. As discussed in Note 15, the Company's customer base and liquidity could be affected significantly by conditions in the marketplace due to the COVID-19 pandemic.

Management's plans concerning these matters are also discussed in Note 15 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

*Cañas, CPA, LLC*

Houston, Texas  
October 8, 2021

**Evolve Energy, Inc. and Subsidiary**  
**Consolidated Balance Sheet**  
**December 31, 2020**

<b>Assets</b>	
<b>CURRENT ASSETS</b>	
Cash, Cash Equivalents and Restricted Cash	\$ 383,397
Other Receivable	<u>225</u>
<b>TOTAL CURRENT ASSETS</b>	<b>383,622</b>
<b>NON-CURRENT ASSETS</b>	
Note Receivable - Related Party, net	358,976
Property and Equipment	12,535
Deferred Income Taxes	<u>348,946</u>
<b>TOTAL NON-CURRENT ASSETS</b>	<b>720,457</b>
<b>TOTAL ASSETS</b>	<b><u>\$ 1,104,079</u></b>
<b>Liabilities and Stockholder's Equity</b>	
<b>CURRENT LIABILITIES</b>	
Accounts Payable	91,538
Accrued Liabilities	20,487
Prepaid Revenues	21,890
Advances Payable, Related Parties	<u>10,000</u>
<b>TOTAL CURRENT LIABILITIES</b>	<b>143,915</b>
<b>NON-CURRENT LIABILITIES</b>	
Note Payable	35,500
Advances Payable, Related Party	<u>1,479,879</u>
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>1,515,379</b>
<b>TOTAL LIABILITIES</b>	<b>1,659,294</b>
<b>COMMITMENTS AND CONTINGENCIES</b>	<b>-</b>
<b>STOCKHOLDER'S EQUITY</b>	
Common Stock, 0.0001 Par	
11,000,000 shares authorized, 7,944,435 shares outstanding	795
Additional Paid-in Capital	813,005
Retained Deficit	<u>(1,369,015)</u>
<b>TOTAL STOCKHOLDER'S EQUITY</b>	<b><u>(555,215)</u></b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b><u>\$ 1,104,079</u></b>

The accompanying notes are an integral part of these consolidated financial statements.

**Evolve Energy, Inc. and Subsidiary**  
**Consolidated Statement of Operations**  
**Year ended December 31, 2020**

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REVENUES	\$ 358,384
COST OF GOOD SOLD	<u>306,721</u>
GROSS INCOME	51,663
OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES	<u>1,235,469</u>
LOSS BEFORE INCOME TAX TAXES	(1,183,806)
BENEFIT FOR INCOME TAXES	<u>248,599</u>
NET LOSS	<u><u>\$ (935,207)</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

**Evolve Energy, Inc. and Subsidiary**  
**Consolidated Statement of Stockholder's Equity**  
**Year ended December 31, 2020**

	Shares	Common Stock, Par	Additional Paid- in Capital	Accumulated Deficit	Total Stockholder's Equity
DECEMBER 31, 2019	7,944,435	\$ 795	\$ 200,998	\$ (433,808)	\$ (232,015)
Additional Capital on Purchase of Stock	-	-	612,007	-	612,007
Net Loss	-	-	-	(935,207)	(935,207)
DECEMBER 31, 2020	7,944,435	\$ 795	\$ 813,005	\$ (1,369,015)	\$ (555,215)

The accompanying notes are an integral part of these consolidated financial statements.



**Evolve Energy, Inc. and Subsidiary**  
**Consolidated Statement of Cash Flows**  
**December 31, 2020**

<b>OPERATING ACTIVITIES</b>	
Net Loss	\$ (935,207)
Adjustments to Reconcile Net Loss to	
Net Cash Used by Operating Activities	
Depreciation Expense	771
Interest Expense	33,879
Bad Debt Expense	12,024
Income Tax Benefit	(248,599)
Change in Operating Assets and Liabilities	
Accounts Receivable	6,099
Accounts Payable	56,075
Accrued Liabilities	10,562
Prepaid Revenues	18,023
Advances Payable, Related Parties	(24,801)
	<hr/>
<b>NET CASH USED BY OPERATING ACTIVITIES</b>	(1,071,174)
<b>INVESTING ACTIVITIES</b>	
Purchase of Property and Equipment	(13,306)
<b>FINANCING ACTIVITIES</b>	
Loan to Related Party	(371,000)
Proceeds from Note Payable	35,500
Advances from Related Party	1,446,000
Proceeds from Sale of Stock	<hr/>
<b>NE CASH PROVIDED BY FINANCING ACTIVITIES</b>	1,110,500
<b>NET INCREASE IN CASH</b>	26,020
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF YEAR</b>	<hr/> 357,377
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF YEAR</b>	<hr/> <hr/> \$ 383,397
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>	
Repayment of SAFE Contracts and Warrant	<hr/> \$ 650,000
Purchase of Common Stock and APIC	<hr/> \$ 150,000
Repayment to Executives	<hr/> \$ 13,800

The accompanying notes are an integral part of these consolidated financial statements.

# **Evolve Energy, Inc. and Subsidiary**

## **Notes to Consolidated Financial Statements**

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### **NOTE 1: ORGANIZATION**

Evolve Energy, Inc (the “Company” or “Evolve Energy”) (a Delaware Corporation), is an energy holding company engaged in the sale of electricity through its subsidiary.

Evolve Energy was organized in the state of Delaware on November 14, 2018. The Company holds and manages its wholly owned subsidiary Evolve Mezzanine, LLC and its subsidiary, Evolve Retail Energy, LLC.

Evolve Mezzanine, LLC (“Evolve Mezzanine”) (a Delaware Limited Liability Company), was formed on April 26, 2019 in the state of Delaware to hold Evolve Retail Energy, LLC.

Evolve Retail Energy, LLC (“Evolve Retail” or the “Operating Entity”) (a Texas Limited Liability Company), is the operating entity of the consolidated group. This entity provides electricity to from 100% renewable energy at a wholesale price to customers in Texas. Services are provided on subscription basis without needing to sign any contracts. Customers enroll for a monthly fee plus cost of energy consumed at wholesale.

### **NOTE 2: BASIS OF PRESENTATION**

This summary of significant accounting policies of the Company is presented to assist in understanding the consolidated financial statements. The consolidated financial statements and notes are the representations of management, who is responsible for their integrity and objectivity. These accounting policies reflect industry practices, which conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

### **NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### ***Principles of Consolidation***

The accompanying financial statements are presented on a consolidated basis, and therefore include the accounts of Evolve Energy and its consolidated subsidiary, Evolve Mezzanine, and its subsidiary, Evolve Retail. All intercompany transactions and accounts have been eliminated in consolidation.

#### ***Cash, Cash Equivalents and Restricted Cash***

Cash, cash equivalents and restricted cash include cash on hand, cash in banks, and all highly liquid investments with original maturities of three months or less at the time of purchase. Restricted cash represents cash legally set aside for a specified purpose or as part of an agreement with a third party. As of December 31, 2020, cash, cash equivalent and restricted cash totaled \$383,397. Of this, \$35,500 is in escrow, restricted to secure loan payable (see Note 7).

**Evolve Energy, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**

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**NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Property and Equipment***

Property and equipment are carried at cost and are depreciated over their estimated useful lives using the straight-line method. Costs of assets include those capital expenditures which improve the efficiency of the assets or lengthen their useful lives. Expenditures for maintenance and repairs are charged against income as incurred. Costs and related accumulated depreciation of assets sold or otherwise retired are removed from the accounts, and any resulting gain or loss is reflected in income.

***Revenue Recognition***

**Electricity Sale**

Evolve Retail provides electricity services on subscription basis without contracts or fixed periods of time. By enrolling to receive services, customers agree to receive electricity at wholesale prices in effect at time of consumption. Electricity is delivered by independent providers who are under contract with Evolve Retail. Performance obligation is satisfied as electricity is consumed, as reported by an independent third party. Contract price is fixed at the time of consumption based on wholesale prices independently reported.

**Licensing Revenues**

The Company also recognizes revenues for licensing of its intellectual property to Evolve Retail. Performance obligation is satisfied over time. The contract price is fixed per contract. Revenues and expenses are eliminated on consolidation.

The five criteria of revenue recognition under Topic 606 are met upon delivering electricity and over time for license revenues. This is when performance obligation is satisfied, and the sales price is known.

***Long-Lived Assets***

The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. The Company measures recoverability of these assets by comparing the carrying value of such assets to the estimated undiscounted future cash flows the assets are expected to generate. When the estimated undiscounted future cash flows are less than their carrying amount, an impairment loss is recognized equal to the difference between the assets' fair value and their carrying value. A review of long-lived assets was conducted as of December 31, 2020, and no impairment was identified.

**Evolve Energy, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**

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**NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Income Taxes***

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, the Company determines deferred tax assets and liabilities based on the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The Company recognizes deferred tax assets to the extent that management believes that these assets are more likely than not to be realized. In making such a determination, management consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If management determines that the Company would be able to realize its deferred tax assets in the future in excess of their net recorded amount, management would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

Management records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) management determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, management recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in the consolidated financial statements. The Company's evaluation was performed for the tax period November 2018 through December 2020 for U.S. Federal and applicable states, the tax years which principally remain subject to examination by major tax jurisdictions as of December 31, 2020.

***Concentrations of Credit Risk***

At various times during the year, the Company may have bank deposits in excess of Federal Deposit Insurance Corporation insurance limits. Management believes any credit risk is low due to the overall financial strength of the financial institution.

**Evolve Energy, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**

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**NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Fair Value Considerations***

The Company may use fair value to measure certain financial and nonfinancial assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value hierarchy established and prioritized fair value measurements into three levels based on the nature of the inputs. The hierarchy gives the highest priority to inputs based on market data from independent sources (observable inputs-Level 1) and the lowest priority to a reporting entity's internal assumptions based upon the best information available when external market data is limited or unavailable (unobservable inputs-Level 3).

The fair value option allows entities to choose, at specified election dates, to measure eligible financial assets and financial liabilities at fair value that are not otherwise required to be measured at fair value. If an organization elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings.

The Company did not elect the fair value option for the measurement of any eligible assets or liabilities.

The Company's financial instruments (primarily cash and cash equivalents and payables) are carried in the accompanying consolidated balance sheet at amounts which approximate fair value.

***Advertising***

The Company expenses the cost of advertising as incurred. Advertising expenses for year ended December 31, 2020 totaled \$7,424.

***Use of Estimates***

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates that have the most impact on financial position and results of operations primarily relate to the collectability of accounts receivable, the useful lives of property and equipment and certain accrued liabilities. Management believes these estimates and assumptions provide a reasonable basis for the fair presentation of the consolidated financial statements.

Management continues to utilize information reasonably available. However, the business and economic uncertainty from COVID-19 has made such estimates and assumptions more difficult to assess and calculate. While the Company has not had material effects of COVID-19 on the consolidated financial statements, actual results could differ from those estimates, which could result in material effects to the consolidated financial statements in future reporting periods.

**Evolve Energy, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**

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**NOTE 4: NOTE RECEIVABLE – RELATED PARTY**

In November 2020, the Company lent a related party \$371,000 under a note receivable agreement bearing no interest and payable in one balloon payment on the loan's third anniversary. The loan is forgivable if certain criteria are met, one of which is continued employment with the Company. An allowance for bad debt expenses has been established for this note. As of December 31, 2020, the note receivable is as follows:

Note Receivable – Related Party	\$ 371,000
Allowance for bad debt	( <u>12,024</u> )
 Note Receivable – Related Party, net	 <u>\$ 358,976</u>

In 2020, the Company recorded bad debt expense of \$12,024 in connection with this note.

**NOTE 5: PROPERTY AND EQUIPMENT**

Property and equipment consist of the following as of December 31, 2020:

Computers	\$ 13,306
Accumulated Depreciation	( <u>771</u> )
 Property and Equipment	 <u>\$ 12,535</u>

In 2020, the Company recorded depreciation expense of \$771.

**NOTE 6: PREPAID REVENUES**

The Company provides services to customers on a pre-paid basis. Cash receipts are initially recorded to prepaid revenues and recognized to revenues upon delivering electricity to customers. (Refer to revenue recognition policy in Note 3). As of December 31, 2020, prepaid revenues totaled \$21,890.

## Evolve Energy, Inc. and Subsidiary

### Notes to Consolidated Financial Statements

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#### NOTE 7: NOTE PAYABLE

On April 15, 2020, the Company received a loan from the United States Small Business Administration (“SBA”) under the Payroll Protection Program (“PPP”) totaling \$35,500. The loan bears interest at 1% per annum. Principal and unpaid interest are forgivable if used for stipulated expenses such as payroll, rent and other defined areas. Loan repayments plus accrued interest are deferred for 6 months from effective date. As of December 31, 2021, the balance due of the PPP loan is \$35,500 included in Note Payable in the accompanying consolidated balance sheet. Accrued interest expense for the period April 15, 2020 through December 31, 2020 is immaterial.

Pursuant to SBA rules regarding certain transactions, the borrower is required to set aside the borrowed funds. On November 6, 2020, the Company entered into an escrow agreement with the bank to deposit \$35,500 plus accrued interest into an escrow account. These funds are pledged and assigned to lender. The lender also obtained a lien and first priority security interest in these funds.

In April 2021, the SBA issued a letter indicating that all criteria were met, and the loan was forgiven.

#### NOTE 8: RELATED PARTY TRANSACTIONS

##### Note Receivable

Refer to Note 4 for details on noted receivable from related party.

##### Advances Payable

From inception of the Company, two executives provided advances to the company and paid for expenses on behalf of the Company. These advances bear no interest and are due on demand with available cash. During 2020, the Company repaid these executives \$24,801. As of December 31, 2020, the balance due to these executives totals \$10,000 and is reported as current Advances Payable, Related Parties on the accompanying consolidated balance sheet.

In September 2020, the Company’s board of directors approved a stock sales agreement in which Octopus Energy Holdings (“Octopus Energy”), a United Kingdom company, acquired 100% of the shares outstanding. Since acquiring the stock of the Company, Octopus Energy has provided financial support in the form of advances. These advances are not expected to be repaid in the near term and bear interest at 10% per annum. During 2020, the Company received \$1,446,000 in advances and accrued \$33,879 in interest payable. As of December 31, 2020, the balance due to this party totals \$1,479,879 and is reported as non-current Advances Payable, Related Party on the accompanying consolidated balance sheet.

Interest expenses for the year ended December 31, 2020 totaled \$33,879 in connection with the advances from related party.

**Evolve Energy, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**

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**NOTE 9: STOCKHOLDER'S EQUITY**

The Company was originally registered and authorized to issue 10,000,000 shares of common stock with par value of \$0.0001 per share. In August 2019, the Board of Directors approved increase the number of shares to 11,000,000.

As of December 31, 2020, there are 7,944,435 shares of common stock issued and outstanding.

*Stock Acquisition*

In September 2020, Octopus Energy acquired all shares outstanding to become the only stockholder. In connection with the stock purchase, Octopus Energy provided \$814,000 in additional paid-in capital. The \$814,000 are reported as non-cash transactions on the accompanying consolidated Statement of Cash Flows. Refer to Note 12.

**NOTE 10: LEASE**

The Company lease one office spaces under cancellable agreements. Management can terminate the agreements upon providing advance notice. During 2020, rent expense totaled \$4,861.

**NOTE 11: EMPLOYEE BENEFIT PLAN**

The Company sponsors a 401(k) plan covering all employees who have attained age 18 and completed the required service period. The Company may make basic safe harbor matching contributions. For the year ended December 31, 2020, matching contributions totaled \$7,858.

**NOTE 12: COMMITMENTS AND CONTINGENCIES**

On March 26, 2019, the Company entered into a supply and service agreement with a third party. Under the contract, the third party will sell energy to the Company at wholesale and provide scheduling and settlement services. The third party will also provide credit support in the form of guarantees, letters of credit cash posting or other credit support as may be needed from time to time.

On July 24, 2019, the supply and service agreement was amended to include the Company's parent company, Evolve Mezzanine, LLC, in the agreement to provide certain assurances to the third party, and as a condition for the third party to provide the supply agreement and to enter into the supply and service agreement.

As of December 31, 2020, there were no liabilities outstanding in connection with this agreement other than amount due for purchase of electricity.



**Evolve Energy, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**

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**NOTE 13: INCOME TAXES**

For financial reporting purposes, loss before income tax benefit consists of operating expenses incurred. The benefit for income taxes consists of the:

Current, Federal	\$ 248,599
Deferred, Federal	<u>100,347</u>
Total Tax Benefit	<u>\$ 348,946</u>

Reconciliation between the effective tax rate on loss from continuing operations and the statutory tax rate is as follows:

Income tax benefit at the federal statutory rate	\$ 348,946
Change in valuation	<u>-</u>
Income tax benefit	<u>\$ 348,946</u>

The Company has income tax net operating loss (NOL) carryforwards. Recorded deferred tax assets of \$348,946 reflecting the benefit of in loss carryforwards expire as follows:

2039	\$ 100,347
2040	<u>248,599</u>
Total	<u>\$ 348,946</u>

We believe that it is more likely than not that the benefit from Federal NOL carryforwards will be realized. In recognition of this risk, we have not provided a valuation allowance on the deferred tax assets related to NOL carryforwards. If or when recognized, the tax benefits related to any reversal of the valuation allowance on deferred tax assets as of June 30, 2021, will be accounted for as follows: approximately \$XXX will be recognized as a reduction of income tax expense and \$XXX will be recorded as an increase in equity. The federal NOL carryforwards in the income tax returns filed included unrecognized tax benefits. The deferred tax assets recognized for those NOLs are presented net of these unrecognized tax benefits.

**NOTE 14: NON-CASH INVESTING AND FINANCING ACTIVITIES**

In connection with the purchase agreement by Octopus Energy, it repaid the SAFE contracts that existed at the time at agreed upon amounts consisting of the contract face amount plus a premium for each. Octopus Energy also repaid other liabilities by the Company. These repayments did not flow through the Company and as such are reported as non-cash activities.

## Evolve Energy, Inc. and Subsidiary

### Notes to Consolidated Financial Statements

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#### NOTE 15: EMPHASIS OF MATTER

##### Liquidity

The Company has incurred losses from operations since inception and has accumulated a detained deficit of \$1,369,015 through 2020. As a result of this condition, the Company has experienced liquidity issues but has been able to receive financing from investors in the form of Simple Agreements for Future Equity (“SAFE”) by selling stock and loans. Management believes that the liquidity issue has been mitigated going forward with the stock acquisition by Octopus Energy. Octopus Energy acquired 100% of the stock outstanding and paid off all SAFE contracts. In 2021, Octopus Energy has provided additional funding and has the intention and ability to continue to fund the Company until the Company is able to support itself.

The Company is also taking aggressive actions to increase the customer base. Advertising was increased in the last part of 2020 and continues to be a big focus of the Company. But for more immediate results, the Company acquired the business book of another company, as described in note 16.

Management believes that with financing in place and aggressive business development drive, the Company should overcome liquidity and going concern issues for a reasonable period of time after the financials are issued.

##### Business Disruption

In December 2020, the World Health Organization declared the outbreak to constitute a “Public Health Emergency of International Concern” with respect to a novel strain of coronavirus. On March 24, 2020, the Houston Mayor declared a stay-at-home order, similar to other counties, states and countries. The COVID-19 outbreak disrupted all areas of business and the economy across a range of industries.

The full impact of the COVID-19 outbreak continues to evolve as of the date of this report. As such, it is uncertain as to the full magnitude that pandemic will have on the Company’s financial condition, liquidity, and future results of operations. Management is actively monitoring the situation on its financial condition, liquidity, operations and workforce. Given the changing conditions of the pandemic, the Company is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial conditions or liquidity for 2021.

## **Evolve Energy, Inc. and Subsidiary**

### **Notes to Consolidated Financial Statements**

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#### **NOTE 16: SUBSEQUENT EVENTS**

Management has evaluated events through the date the financial statements were available for issuance on October 8, 2021. These matters were identified:

- In mid-February 2021, Texas faced unprecedented and record-low temperatures over an extended period, along with accumulations of snow and ice. The event caused power interruptions across the state, impacting both power and gas supply. As a result, electricity prices became extremely volatile and ERCOT elected to implement a price cap/floor of \$9,000 per megawatt hour for multiple days. This event caused the Company to incur increased supply costs of approximately \$1.5 million. The Company has since recovered and has modified its products to mitigate losses from similar fluctuations.
- On April 30, 2021, the Company agreed to purchase the customer book of Brilliant Energy LLC via an Asset Purchase Agreement executed between the Company and the bankruptcy trustee for the estate of Brilliant Energy LLC. This agreement was completed under the rules and regulations, and in coordination with the Texas Public Utility Commission. This acquisition materially increased the number of customers served by the Company, resulting in significantly increased revenues and costs, as well as managed load. Funding for this transaction was provided by the Company parent.
- From February 2021 through the date of this report, Octopus Energy UK has provided additional funding totaling \$12,590,000 for operations and business development.
- Effective January 1, 2021, the Company went live on a new accounting system. Full transition was performed after conducting accounting function in prior system and new system on parallel basis since October 2020 and making sure that records were complete and accurate.
- On August 11, 2021, the name of the Subsidiary was formally changed with the Delaware Secretary of State from Evolve Mezzanine, LLC to Octopus Energy US Mezzanine, LLC.
- On August 21, 2021, the name of the Operating entity was formally changed with Texas Secretary of State from Evolve Retail Energy, LLC to Octopus Energy, LLC.

NO adjustments have been recorded in the accompanying financial statements in connection with these items.

**Octopus Energy**

114 Main Street, Suite 500  
Houston, TX 77002

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[octopusenergy.com](https://octopusenergy.com)  
[heretohelp@octopusenergy.com](mailto:heretohelp@octopusenergy.com)  
(833) OCTO-888

## Financial Arrangements:

Octopus Energy will not know the financial obligations at the utilities until registration with the utilities is complete, which is dependent on licensure by PUCO.

Once licensed by PUCO, Octopus Energy will provide evidence of meeting the financial requirements of the utilities as quickly as possible. Without the ability to know the financial obligations of the utilities before licensure, Octopus Energy is unable to provide evidence that it can meet those obligations.

# **Competitive Retail Electric Service Affidavit**

County of Harris :

State of Texas :

Michael Lee, 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.

MIZ  
Signature of Affiant & Title

Sworn and subscribed before me this 28th day of January, 2022  
Month Year

[Signature]  
Signature of official administering oath

Rebecca L DuPont  
Print Name and Title



My commission expires on 08/17/2022

## Corporate History

On Sept 21st, 2020, Evolve Retail Energy, LLC (Evolve) had an upstream change of control when Octopus Energy Holdings Ltd, a Privately owned UK Electric & Gas supplier acquired Evolve and became its new ultimate parent company. This is the only significant Financial History event that has occurred in the last 60 months for the Octopus Energy US branch.

## Value Proposition

Octopus Energy LLC has sufficient management resources to secure and schedule electric supply, establish an honest and positive marketing program, provide excellent customer service and responsible fiscal management. The team is as follows:

**Michael Lee, CEO Octopus Energy USA**

**Rebecca L. DuPont, Director of Operations Octopus Energy USA**

**Greg Jackson, Founder & CEO Octopus Energy**

**Stuart Jackson, Co-Founder & CFO Octopus Energy**

**Matt Burney, Head of Energy Procurement and Market Risk**

**Wayne Tencer, US Financial Controller**

Octopus Energy LLC has the necessary technical and managerial resources to purchase from third parties the electricity and/or renewable energy credits that are produced by new and existing projects that qualify as renewable energy sources as well as purchase renewable energy trading credits on the open market.


Octopus Energy LLC has additional staff in place and lined up to join the company as it expands operations and customer base. Detailed information about these employees will be provided as needed. In addition, Octopus Energy LLC will continue to hire employees as needed to fulfill all staffing needs, and if necessary, will also employ additional outsourced services. Octopus Energy LLC will staff its own customer call center initially, and only outsource this function if operations require it. Octopus Energy LLC will diligently pursue customer satisfaction as a primary goal and will keep its customer service staff up to date on all relevant PSC rules, as well as Octopus Energy LLC's products and rates. This includes continued training procedures for relaying outage reports to the TDU on a 24 basis which is accomplished with our multiple channels of open communication available to our customers through our App (via Google Play Store or Apple Store), Web Chat, Text, Email & Phone.

## Staff Experience


Name	Title	Phone	Email
Michael Lee	CEO Octopus Energy USA	833-628-6888	<a href="mailto:michael.lee@octoenergy.com">michael.lee@octoenergy.com</a>
Rebecca DuPont	Director of Operations USA	713-289-0288	<a href="mailto:rebecca.dupont@octoenergy.com">rebecca.dupont@octoenergy.com</a>
Wayne Tencer	US Financial Controller USA	281-787-1948	<a href="mailto:wayne.tencer@octoenergy.com">wayne.tencer@octoenergy.com</a>
Daniel Roy Greenfeld	Director of Technology USA	818-288-1008	<a href="mailto:daniel.roy.greenfeld@octoenergy.com">daniel.roy.greenfeld@octoenergy.com</a>
Natasha Crowe	Director of Marketing & PR USA	202-368-8101	<a href="mailto:natasha.crowe@octoenergy.com">natasha.crowe@octoenergy.com</a>
Greg Jackson	Founder & CEO Octopus Energy	833-628-6888	<a href="mailto:greg.jackson@octoenergy.com">greg.jackson@octoenergy.com</a>
Stuart Jackson	Co-Founder & CFO Octopus Energy	833-628-6888	<a href="mailto:stuart.jackson@octoenergy.com">stuart.jackson@octoenergy.com</a>
Matt Bunney	Head of Energy Procurement and Market Risk	833-628-6888	<a href="mailto:matt.bunney@octoenergy.com">matt.bunney@octoenergy.com</a>

### Meet the Octopus team


Our team loves solving problems and figuring out the best way to bring you affordable, 100% renewable energy.




**Michael Lee**  
CEO



**Rebecca Dupont**  
Director of Operations




**Natasha Crowe**  
Director of Marketing & PR



**Daniel Roy Greenfeld**  
Director of Technology

### Passionate about our big green mission?



The transition to a renewable energy system is the greatest societal revolution since the invention of the internet. We need incredible, ambitious people to make it happen as fast as possible.



### **Senior Management – Managerial and Technical Experience**

Rebecca DuPont has 20 years experience REP managing all regulatory aspects & Operations for 8 REPs in TX & 3 in the NE.

Wayne Tencer has 20 years experience in Senior Accounting, Financial & Risk Management positions for 5 REPs in TX.

Michael Lee is a Harvard Grad who has spent a decade working in the renewables sector specifically solar & wind. He founded Evolve Energy and co created the App which allows customers to respond to real time pricing in the Ercot market and reduce demand at home using technology like ecobee thermostats.

### **Senior Management – Risk Management Experience**

Matt Bunney will continue meeting the Risk Management requirements for Octopus Energy LLC in the US. Matt has been the Head of Procurement and Market Risk of Octopus Energy in the UK for over 5 years. Matt's department manages all wholesale gas and electricity exposures for >1.6m households, with annualized revenue of c.GBP£1.7Bn which meets the Risk Management Requirements. Matt's risk management team is growing to include employees with experience in all energy markets in the US.

## MICHAEL LEE

### education

- 2012-2014 **HARVARD BUSINESS SCHOOL** **BOSTON, MA**  
Master in Business Administration
- 2002-2006 **OHIO STATE UNIVERSITY** **COLUMBUS, OH**  
Bachelor of Science, Finance; Graduated *cum laude*; Full Scholarship  
President/Captain of the Ski Team

### experience

- 2016-present **PACIFIC NEW ENERGY** **SAN FRANCISCO, CA & SHANGHAI, CHINA**  
**Co-founder**
- Led 10-person organization to develop pipeline of over 20 MW of solar DG projects and 100 GWh of hydro power procurement
  - Established international partnerships to deliver solutions in collaboration with local utilities
- 2014-2016 **SUNEDISON** **SAN FRANCISCO, CA**  
**Business Development – Strategic resource for executive team**
- *Storage*: Lead sales manager for CA SGIP Solar + Storage projects at commercial accounts
  - *DG*: Sales manager for industrial accounts in CA and NV, 30+ MW of pipeline and 2 MW contracts in 3 months
  - *M&A*: Valuation and negotiation on 800+ MW of solar, \$1.2B enterprise value
  - *BD*: Global strategic account relationship management for Fortune 500 accounts; international projects
  - *General Management*: Created a China DG team and platform to expand presence in strategic growth market
- Certifications*: Operational Excellence Black Belt
- 2013-2013 **BANK OF AMERICA MERRILL LYNCH** **NEW YORK, NY**  
**Summer Associate, Investment Banking – Energy and Power**
- Marketed MLP and YieldCo structure to integrated utilities and IPPs with midstream and long-contracted assets
- 2009-2012 **FIRST WIND** **BOSTON, MA**  
**Manager – Strategic Planning/Business Development**
- Ownership of the financial model for non-traditional projects, including DOE-backed 10 MW/20MWh battery
  - Structured innovative financial products, including pre-paid PPA options, batteries, financial hedges
  - Led several holding company equity investment transactions, potential investments valued at \$1.2B
  - Negotiated a minority shareholder buyout, priced at \$30mm; value accretive deal for First Wind
- 2008-2009 **GENERAL ELECTRIC** **PITTSFIELD, MA**  
**Lead Analyst**
- Reduced global tax exposure for Plastics BU 10%+ through development of new transfer pricing structures
- 2006-2008 **Financial Management Program (FMP)** **VARIOUS LOCATIONS**  
Two-year rotational corporate leadership program integrating diverse financial forecasting and operational guidance. Training included Six Sigma and Lean Process Improvement.
- 2016-present **OHIO STATE UNIVERSITY ALUMNI ASSOCIATION** **COLUMBUS, OH**  
**Board Director**
- Finance, Audit, Investment committee member: oversee \$30mm endowment carveout and \$10mm annual budget
- personal**  
**Other skills**
- Enjoy hiking, camping, and heli-skiing. Independent travel to all 44 National Parks within the continental US  
Intermediate Chinese Mandarin, self-taught python language, cryptocurrencies

# Rebecca L. DuPont

6111 Beverly Hill, Suite 4 • Houston, Texas 77057 • Cell (713) 289-0288  
[rebeccadupont2000@gmail.com](mailto:rebeccadupont2000@gmail.com)

With 20 plus years of executive energy leadership, I can bring to your organization practical solutions and help you reach goals. I'm looking for new companies that want to enter the Ercot market, companies that need to expand their operations to include all deregulated markets (US and overseas) and companies that require better options on the wholesale side of their business mainly diversification of energy portfolios. With a broad book of contacts in all areas of the energy and oil and gas industries, I can also assist in buying and selling commodities or other oilfield related assets. I am currently available for both short and long-term engagements barring any conflicts of interest.

## ACCOMPLISHMENTS

- 7 Full-Service REP's in Texas up to 25,000 customers. *(6 Months from REP application to 1<sup>st</sup> Enrollment)*
- 3 REPs in the North East
- 2 QSE's in Texas
- 1 FERC license with the ability to Export through the DC Ties & Market Based Rate Authority
- 8 ISDA's
- 5 Lockboxes with 3 different Wholesale Suppliers
- Zero PUCT Complaints/Fines from any companies created and maintained. Authored all Customer Legal Documents for every entity created. (EFL, TOS, PDS, YRAC, EULA & TOU)
- All Compliance with DOE, FERC, PUCT and Ercot expertly filed and maintained until released.
- 2 Offsite Customer Service Centers maintained and trained
- 4 Broker Companies with over 1000 sub-brokers and 45 websites designed to drive sales
- 1<sup>st</sup> Female Geophysicist to work in the field in Oman in April of 1998 for Veritas Digicon
- Youngest Female Director of a Geophysical Department -VDGC / FPS Houston. TX.
- Created 18 LLC's in Texas and 3 In Delaware. Maintained Annual Franchise Tax Filings.
- Filed for and Received multiple EINS, Sales Tax Licenses, GRT Utility Permits & Resale Certificates
- Filed for and received 2 Trademarks for Shyne Energy LLC
- Filed for and Received a HUB license in 2017 to trade wholesale power on the Houston minority market.
- Appointed by the Secretary of State as a Notary Public Officer serving the state of Texas. (Term 8/17/18-8/17/22)

## EXPERIENCE

### Vice President of Operations

EVOLVE RETAIL ENERGY, LLC – *Evolve is Tech company 1<sup>st</sup> and a REP 2<sup>nd</sup>. Evolve offers Real Time wholesale settlement point Prices multiplied by Real time 15-minute interval SMT data. This is all controlled by an App that shows billing and pricing while also automatically controlling smart devices (HVAC), lighting, blinds and EV chargers to eliminate or reduce usage during peak prices while increasing usage during Valleys. The App would also send notifications of these peaks and valleys so customers at home without these devices could also benefit from the information by manually adjusting their usage.*

July 2018 – Present • 3 years

Houston, Texas Area

- Filed for & was granted a Pre-Pay/Post-Pay REP license and negotiated a Wholesale Supply agreement with one of the largest Privately held independent Suppliers in the US. This allowed the company to grow without the enormous collateral restraints imposed by Ercot for a Real Time Priced product of this magnitude.
- Coordinated with SmartGrid Billing Systems, Big Data Energy, Smart Meter Texas, Ercot and our Wholesale Supplier to build a network which allowed our Billing System, SMT, EDI and Ercot to bill and manage our customers residential electricity through an App on their phone.
- Helped lead a Team in India to maximize the App's visual appeal and efficiency and got the App added to the Apple Store & Google Play Store.
- Negotiated Seller Agreements and Authored a leasing program to sell Ecobee and Honeywell devices to our customers which we had already integrated with our systems to react to price spikes in the Ercot market.
- Created 4 DBA's for Evolve and a Mezzanine Holding Company to put in between the REP and the Parent Company.
- Created a Process to settle Wholesale Usage Daily for the entire load by ESIID with our Supplier, SMT & Ercot. Afterwards billed Ercot UFE and Ancillary Services for said day by customer according to their % of total load.
- Put into place safeguards to constantly check for rate fluctuations in TDSPs charges, UFE, Ancillaries & Ercot Uplifts. Energy forecasts were pushed to the App for our customers daily.
- Set up Customer Service access points through the App via text, Email, and phone. Also, Webchat was added to the Website to assist enrollments through that point of access or browsing customers with questions.
- Since Evolve Energy is 100% Green, I was responsible for managing our Ercot REC account & our REC purchases according to our load per Ercot protocols.

## **SVP Operations**

E-T GLOBAL ENERGY, LLC; ONYXGROUP MANAGEMENT LLC; PACIFIC LNG, LLC; ENERTRADE ELECTRIC, LLC - *Family of Energy, Electric, Oil and Gas Companies owned by the same investment group*

Nov 2013 – Nov 2018 • 6 years

Houston, Texas Area

- Successfully filed Enertrade's PUCT REP license (approved and operating in 6 months.)
- Completed their QSE, LSE & CP with Ercot as well. Received approval from FERC for their PSE.
- Worked with OATI to schedule exports into Mexico. Set up supply agreements across the border.
- Set Up a Lockbox with Luminant Energy to relieve collateral restraints from Ercot.
- Renewed ET Global Energy's Export License with the Department of Energy.
- Obtained ISDA's with Direct, Calpine and BP for electric power purchase for ET Global.
- Also set up operations for a fuel reclamation plant in South TX.
- Pacific LNG is still in the planning stages awaiting legislation and awarding of PMEX contracts; additional funding of 2 Billion in capital.

## **Chief Operating Officer**

SMARTCOM ENERGY SERVICES, LLC

2011 – 2014 • 3 yrs

Houston, Texas Area

- Created and executed a business plan for post pay customers and later year planned a new model for pre-pay customers. *This Company was set up for a Nigerian Owner. Nigeria is basing their electricity deregulation on the Ercot Model.*
- Negotiated billing and EDI contracts with vendors for the LSE.
- Monitored the TX SET testing in flight 1011.
- Outlined a Proforma for the LSE.
- Investigated and outlined a budget for an offsite call center managed out of Houston.
- Created and launched a highly effective website with an online enrollment program and in the process of creating a broker's login program where they can login to get daily pricing.
- Oversaw the creation of contracts and implemented services with FISERV and ACE CASH EXPRESS for customers to pay at Fiesta, HEB, Wal-Mart and CVS.
- Coordinated with the corporation's bank to create a lockbox able to handle paper bills coming in as well as communicate with the billing system to generate and send NACHA files and process credit card payments from Authorize.net.
- Oversaw contracting for a QSE and QSE services for wholesale operations and maintained daily contact with them over market prices, purchasing and hedging.

### **Senior Vice President of Operations**

MEGA ENERGY, LLC

2008 – 2011 • 3 yrs

Houston, Texas Area

- Handpicked by the founders of this startup to establish and build the entire operational framework to support this retail electric company. *Mega Energy sold its book of business to TXU Energy and started operations in the North East.*
- Assumed operational leadership for QSE licensing, all staffing, training, online enrollment, customer service, system development, and technology implementation and transaction management.
- Sourced vendors and selected/implemented billing and banking systems.
- Created and launched a highly effective website with an online enrollment program.
- Partnered in growing the company from inception to \$24 million in annual sales.
- Paid over 100 individual Brokers and Brokerage Firms \$250,000 + monthly.
- Filed Q1-4 GRT, Annual PUGRA and Monthly sales Taxes. Created tax tables manually from Comptroller Data

### **Senior Vice President of Operations**

AMERIPOWER, LLC

2006 – 2008 • 2.5 yrs

Sugar Land, Texas Area

- Challenged to restructure internal operations and accounting systems, and to identify new profit centers to drive customer volume and revenue growth.
- Developed rate structures, established an online enrollment system and billing procedures.
- Authored and implemented policies on deposit collections, delinquencies, penalties, credit checks and disconnects.
- Created chart of accounts, tax tables, salaries, commission reporting and payments.
- Analyzed gas markets, purchased/scheduled power on the QSE, and managed billing transactions and regulatory reporting.

### **President and CEO**

AZOR ENRGY, LLC

2005 – 2006 • 1.5 yrs

Houston, Texas Area

- Authored a business plan, secured QSE and LSE licensing and built the operational infrastructure to support this retail electricity startup.
- Created marketing plans, completed market testing and established sales agreements with energy brokers.
- Recruited and trained staff developed website and online enrollment and scheduled/purchased power on the ERCOT grid.

### **Director of Transaction Management**

GEXA ENRGY, LLC

2002 – 2005 • 3 yrs

Houston, Texas Area

- Recruited by this startup electricity provider to establish and build the operational infrastructure to support the company's aggressive growth posture.
- *Worked with the TX SET at Ercot in Austin at the very beginning of deregulation.*
- Accepted full responsibility for staff recruitment and training, system development, new customer enrollment, performance metrics and reporting.
- Developed and launched an automated proprietary billing system.
- Audited internal controls to ensure accurate and timely client billing.
- Managed the certification, compliance and testing parameters to expand electricity services to the East Coast market.

### **3D Land Exploration Manager and Geophysicist**

Veritas DGC

1998 – 2002 • 4 yrs

Houston, Texas Area

- Managed and mentored six geophysicists processing and acquiring seismic data. Developed economic forecasts, marketed technical products and services and prepared client bids. Oversaw system installations and tested new equipment. Traveled throughout the United States and the Middle East to oversee difficult survey projects.
- Advanced UNIX database management skills and expert level Sage Geophysical Velocity software.

## EDUCATION

Louisiana State University  
Baton Rouge, LA.

**Bachelor of Science in Physics and Mathematics, Dual Major (A)**  
1991-1994

Louisiana School for Math Science & the Arts  
Natchitoches, LA.

Math Major, Mathematics (A)  
1989-1991

*A strategic-thinking accounting and finance executive with 20+ years of experience who does not mind rolling up his sleeves. Fueled by a passion to develop highly productive teams and individuals.  
Looking for a challenging and rewarding home.*

## Experience

### **OCTOPUS ENERGY**

Houston, TX

US Financial Controller – (April 2021 to Present)

- Manage the Finance and Accounting responsibilities for North America
- Coordinate with external Tax, Treasury, Audit and Regulatory agencies and internal groups across the business
- Provide technical expertise and opinions on US GAAP, IAS and M&A activity

### **CHARIOT ENERGY**

Houston, TX

Controller / CFO – (August 2019 to April 2021)

- Lead and manage Finance and Accounting team for North America retail electricity
- Lead the planning, reporting and analysis for existing business, acquisitions and joint ventures
- Coordinate all activities with tax and internal and external audit to ensure complete compliance
- Build and maintain productive relationships with all areas of the business
- Communicate progress, risks and issues to senior management
- Align and streamline power business processes

### **DIRECT ENERGY**

Houston, TX

Senior Director of Finance (July 2011 to August 2019)

- Lead the planning, reporting and analysis for North American power margin (annual \$6b revenue)
- Manage the team responsible for retail product price analysis, customer forecast, and commissions
- Coordinate all activities with internal controls, internal and external audit to ensure complete compliance
- Business lead for implementation of the wholesale and retail power trading systems
- Vendor selection, contract negotiation; resource and budget management for \$25m project
- Build and maintain productive relationships with all areas of the business
- Align and streamline power business processes
- Managed and developed the team for North American retail gas and power margin
- Implement Shared Service model, identifying and enacting efficiencies and process improvements
- Ensure full and timely compliance with regulatory reporting and internal controls; led coordination with internal and external audit partners

Senior Finance Manager (October 2006 to July 2007)

- Manage and develop the team for margin accounting across North American retail and wholesale gas
- Lead centralization of team from multiple sites to a single location while improving controls and documentation; design and deliver efficiencies and improvements in monthly financial reports

- Lead systems implementations related to reporting and back office, including revenue assurance and calendarization of consumption

**PPM ENERGY / IBERDROLA**

Houston, TX / Portland, OR

Director of Finance / Back Office Manager (May 2002 to September 2006)

- Lead team responsible for all accounting, finance, and risk management of Enstor natural gas division
- Preparation and presentation of financial reporting, regulatory requirements, compliance metrics and controls
- Lead annual budget and business plan process and presentation
- Management of Settlements, Confirmations, AR/AP, Accounting Controls and systems implementations
- Provide technical expertise and opinions on US GAAP, IAS and M&A activity

**ENRON**

Seattle, WA / Houston, TX

Finance Manager Revenue & Operations (February 1999 to May 2002)

- Manage the full Revenue accounting cycle and staff in locations across US and UK
- Manage the Treasury function and cash flow modeling/forecasting on development projects
- Coordinate the annual planning and forecasting process
- Manage the complete financial reporting process for all Joint Venture and international projects
- Lead implementation of SAP and additional project to combine reporting for regional divisions

**HINES**

Phoenix, AZ / Houston, TX

Controller (July 2007 to July 2011)

- Manage the implementation of Oracle Reporting for all domestic investment funds and ownership groups
- Manage the support staff and projects related to the Oracle JD Edwards Enterprise Accounting System
- Development of financial reporting systems related to new systems and new investment funds
- Participate in design and development of long term system strategy planning

Project Accountant / Systems Consultant (July 1993 to February 1999)

- Accounting lead for implementation and conversion of software at 100 worldwide sites
- Finance representative in establishing the first Hines office in Arizona
- Design, implement and communicate investor reporting packages
- Implement and maintain cash flow models for current and prospective properties

**Interests**

Statistician – National Basketball Association & Federation of International Basketball (1996 to Present)

- Game night input of official statistics
- Coordination with League offices & rules interpretations

Volunteer – Free The Captives (2015 to Present)

- Assist in annual Fun Run management and operation



## **Senior Management – Risk Management Experience**

### **Matt Bunney CV**

#### **Personal Profile**

**Name:** Matt Bunney  
**Address:**  
  
**Email:** matt.bunney@octoenergy.com  
**Telephone:** 833-628-6888

#### **Employment History**

**February 2016 to PRESENT**

##### **OCTOPUS ENERGY**

###### **Head of Procurement and Market Risk**

- Risk management for all wholesale gas and electricity exposures for >1.6m households, with annualised revenue of c.GBP£1.7Bn
- Ownership of hedge policy and approach to risk management
- Execution of wholesale gas and electricity trades in line with hedge policy
- Execution of certificate trades
- Calculation of company gross margin

**November 2015 to February 2016**

##### **DEUTSCHE BANK**

Working in the Market Initiatives team within the Finance division. Redundancy of role announced in October 2015

###### **November 2015 to February 2016**

###### **Trading Risk and P&L Bookrunner**

- Perform a number of key functions supporting activities that manage the trade Life Cycle functions which reduce Deutsche Bank risks on the balance sheet, both in terms of Risk Weighted Assets and counterparty risk exposure.
- Coordinating External and internal trade compressions, which comprise of analysing selected portfolios to see if they meet trade criteria eligibility for the compressions.
- Trade centralisation via book moves.
- Reducing the Bank's Risk Exposure with other parties via Clearing and termination exercises.
- Liaise with different support teams for escalation and remediation of daily issues encountered.
- Work with different stakeholders to improve/update existing processes and outputs in this constantly changing environment.

- Performs data analysis on Rates trade populations, to assess eligibility for tear up.
- Perform projects to maximise tear up opportunity via centralising trades in a single book, assessing Risk/P&L implications in doing so.
- Key contact for stakeholders across the wider Risk and P&L team, Front Office, Control.
- Key contact for liaison with our external dealer clients to arrange clearing cycles, set up clearing schedules and Compressions and post clearing compression.

## **February 2013 to October 2015**

### **CO-OPERATIVE ENERGY**

#### **February 2014 to November 2015**

#### **Hedging Manager (Acting Head of Hedging and Pricing from June 2014)**

##### **Standard tasks**

*As per Hedging Analyst plus the following*

- Responsible for Hedging, Demand Forecasting and Customer Product Pricing functions, reporting directly to the Chief Commercial Officer.
- Budget holder for the Hedging and Pricing cost centre. Present in monthly Co-operative Energy account reviews to ensure that the Gross Margin is accurately calculated.
- Preparation and occasional presentation of a monthly slide pack to the Risk Committee, attended by all levels of stakeholders up to and including parent company CEO.
- Accountable for calculating price points for new tariffs, retention tariffs and price changes on existing tariffs with focus on balancing forecasted margins and price ranking versus competitive products.
- Developing and implementing pricing strategy in line with Co-operative Energy's growth.
- Analysing the retail market and identifying opportunities to launch tactical products to gain customers.
- Working with the Department of Energy and Climate Change and Ofgem to respond to and shape proposed policy. Coordinated a number of information requests from the Competition and Market Authority.
- Working closely with the Head of Risk and the Internal Audit department to ensure there are sufficient controls in place to identify and minimise risks.
- Member of Co-operative Energy's Senior Management Team. Responsible for putting in place a number of metrics to improve colleague engagement across the wider Commercial Team.
- Managing a team of two –Pricing Analyst and Forecasting Analyst.

#### **February 2013 to February 2014**

#### **Hedging Analyst**

##### **Standard tasks**

- Managing a forward hedge profile worth over £150m by maintaining strong relationships with a number of trading counterparties including banks, oil companies and Big Six energy suppliers.
- Sourcing and implementing new bilateral credit lines with relevant parties.
- Developing and implementing hedging strategy in line with Co-operative Energy's growth.
- Production of monthly and ad-hoc technical and fundamental analysis of wholesale gas and power markets for audiences including the Chief Executive of Midcounties Co-operative (Co-operative Energy's parent company).
- Procuring and pricing long term power purchase agreements with renewable generators.
- Demand and renewable generation forecasting from day-ahead to three years ahead.

**Achievements at Co-operative Energy**

- Novated a £90m gas portfolio to ease credit requirements without incurring any costs.
- Signed new EFET and ISDA contracts with a number of counterparties to gain an additional £85m of credit lines.
- Creation of a number of VBA scripts to make significant efficiencies across a number of areas.
- Sourced the necessary renewable certificates to make Co-operative Energy's fuel mix 70% renewable in 2013-14.
- Key involvement in the preparation of the Community Energy Conference (CEC) 2014.

**February 2006 – February 2013****MIDCOUNTRIES CO-OPERATIVE**

Midcounties is the second largest Co-operative in the UK and has several diverse trading groups including Food, Travel, Pharmacy, Funerals, Childcare, Post Offices and Energy. Annual turnover has rapidly risen year on year due to acquisitions, mergers and new business ventures in 2013 totalled over £1 billion. Nearly 10,000 colleagues are employed.

**April 2012 to February 2013****Finance Systems and Processes Analyst****Standard tasks**

- Developing P&L, balance sheet and cash flow for the newly formed Co-operative Energy business
- Production of the Business Requirement Document for the planned new Finance, Payroll and HR system.
- Writing macros for all members of the Finance department to minimise unnecessary manual processes.
- Liaising with external software suppliers to ensure that the Finance department receive the required level of reporting from the various systems.
- Accurately mapping all the existing processes within the department.
- Critically analysing processes and suggesting/implementing improvements.
- Preparing and presenting Cost Benefit Analysis reports for potential software enhancement.
- Reviewing and challenging SLA's and KPI's to enable continuous improvement of the Finance department.

**Previous roles:****June 2009 – April 2012****Fixed Asset Accountant****August 2006 – September 2008****Assistant Management Accountant****February 2006 - August 2006****Accounts Assistant****Achievements at Midcounties Co-operative**

- One of eight finalists in the 2012 Society DOES awards (award across all 10,000 colleagues for displaying the society's values).
- Winner of the 2012 Support Services Colleague of the Year (award across 300 Finance, IT, HR and other support service colleagues).

- Assistance in the design and implementation of the new invoice approval system to ensure capital invoices are correctly distributed.

### **Qualifications**

AAT (Association of Accounting Technicians) – completed all exams with final case study remaining.

A-Level – Maths (A), Further Maths (A), Music Technology (B), Psychology (C)

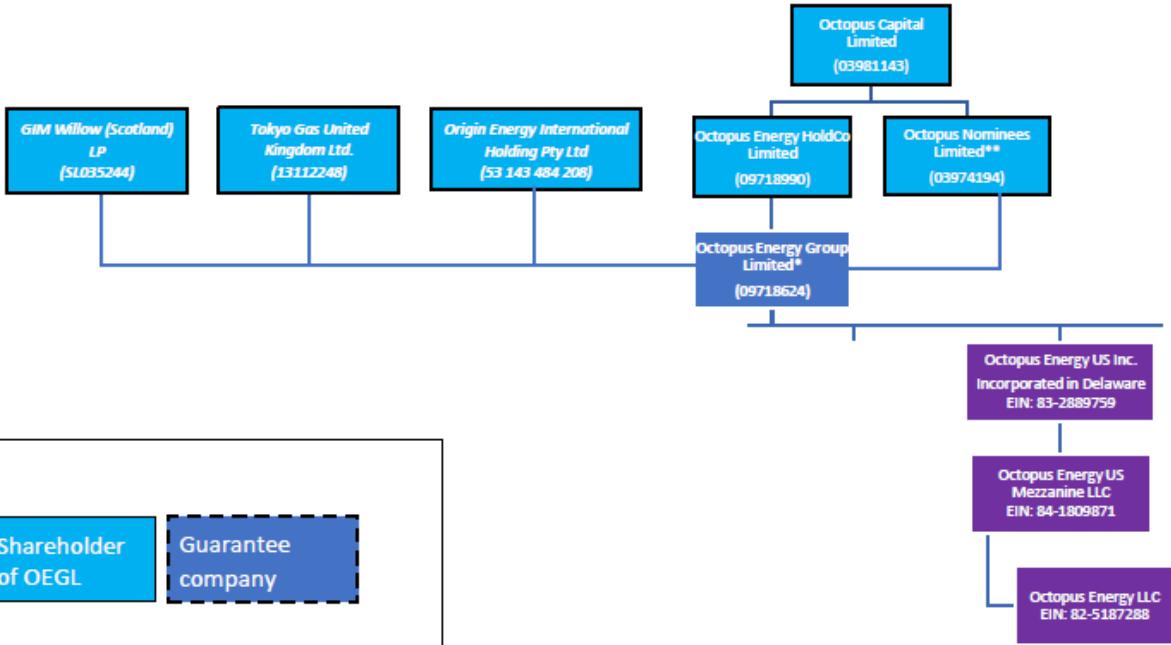
AS-Level – Statistics (A)

### **System Experience**

- Python for data analysis
- SQL
- Microsoft Excel to an advanced level on both formulas and VBA
- Microsoft Office
- Bloomberg
- Agresso
- Business Objects
- IDEA
- Gemini
- ECVA

\*\*\*Octopus Energy US Inc owns 100% of Octopus Energy US Mezzanine LLC which owns 100% of Octopus Energy LLC

**Octopus Energy Group Limited**  
**Structure Chart**



**Key**

UK entity	Overseas entity	Shareholder of OEGL	Guarantee company
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**Case No(s). 22-0079-EL-CRS**

**Summary: In the Matter of the Application of Octopus Energy LLC**