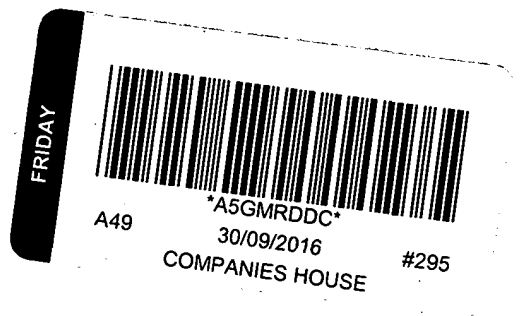


AES UK POWER FINANCING LIMITED

**Annual Report and Financial Statements
31 December 2015**



AES UK POWER FINANCING LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS 2015

CONTENTS	Page
Company information	1
Directors' report	2
Statement of directors' responsibilities	3
Statement of Financial position	4
Notes to the financial statement	5

AES UK POWER FINANCING LIMITED

COMPANY INFORMATION

DIRECTORS

	Appointed	Resigned
Elenise Paz		14 July 2014
Tihomir Mladenov		14 July 2014
Mark Miller	14 July 2014	23 February 2015
Mark Reynolds	14 July 2014	
Roger Casement	14 July 2014	

REGISTERED OFFICE

21 St Thomas Street
Bristol
BS1 6JS

AES UK POWER FINANCING LIMITED

DIRECTORS' REPORT

The directors present their report and the financial statements for the year ended 31 December 2015.

ACTIVITIES, RESULTS AND DIVIDENDS

The principal activity of the company is that of an intermediate holding company. The company has not traded in the current year and is not expected to trade in the foreseeable future.

The directors do not recommend the payment of a dividend (2014: £nil).

DIRECTORS AND THEIR INTERESTS

The directors of the company who served during the year and to date are shown on page 1.

None of the directors had any interests, as defined by the Companies Act 2006, in the shares of the company or of any other group company during the current or preceding financial year.

STRATEGIC REPORT

The directors have not prepared a strategic report as the company is entitled to the special provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

AUDITORS

No auditors are planned to be appointed by the directors going forward because the Company is entitled to the exemption provided by section 480 of the Companies Act 2006 relating to dormant companies.

Approved by the Board of Directors
and signed on behalf of the Board



Mark Reynolds
Director

29 September 2016

AES UK POWER FINANCING LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AES UK POWER FINANCING LIMITED

STATEMENT OF FINANCIAL POSITION
As at 31 December 2015

	Note	2015 £'000	2014 £'000
FIXED ASSETS			
Investments	3	-	-
CREDITORS: amount falling due within one year	4	<u>(171,000)</u>	<u>(171,000)</u>
NET CURRENT LIABILITIES		<u>(171,000)</u>	<u>(171,000)</u>
NET LIABILITIES		<u>(171,000)</u>	<u>(171,000)</u>
CAPITAL AND RESERVES			
Called up share capital	5	1,000	1,000
Profit and loss account	6	<u>(172,000)</u>	<u>(172,000)</u>
SHAREHOLDERS' DEFICIT		<u>(171,000)</u>	<u>(171,000)</u>


For the year ending 31 December 2015 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the Board of Directors on 29 September 2016.

Signed on behalf of the Board of Directors



Mark Reynolds
Director

AES UK POWER FINANCING LIMITED

NOTES TO THE FINANCIAL STATEMENT Year ended 31 December 2015

1. ACCOUNTING POLICIES

The Company is exempt by virtue of s400 (1) of Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The particular accounting policies adopted are described below and have all been applied consistently throughout both the current and preceding year.

In the transition to FRS 102 from previous UK GAAP, the Company has made no measurement and recognition adjustments. An explanation of how the transition to FRS 102 has affected financial position and financial performance of the Company is provided in Note 9.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. The following exemptions have been taken in these financial statements:

- Separate financial instruments – carrying amount of the Company's cost of investment in subsidiary is its deemed cost at 1 January 2014.
- Fair value or revaluation as deemed cost – The previous GAAP revaluation at transition date has been used as deemed cost for specific tangible fixed assets, specific investment property and specific intangible assets.

The Company's ultimate parent undertaking, The AES Corporation, includes the Company in its consolidated financial statements. The consolidated financial statements of The AES Corporation are prepared in accordance with generally accepted accounting principles adopted by the U.S. Securities and Exchange Commission and are available to the public and may be obtained from the Securities and Exchange Commission, 450 5th Street NW, Washington DC 20549, USA. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period required by FRS 102.4.12;
- Related party transactions required by FRS 102.33.5;
- Cash Flow Statement and related notes required by FRS 102.7; and
- Key Management Personnel compensation required by FRS 102.33.6.

As the consolidated financial statements of The AES Corporation include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. On first time adoption of FRS 102, the Company has not retrospectively changed its accounting under previous UK GAAP for hedge accounting for any hedging relationships that no longer existed at the date of transition accounting estimates.

Basis of preparation of financial statements

The company has net liabilities and is not expected to trade in the foreseeable future. However the directors have continued to prepare the financial statements on the going concern basis because they do not believe that any material adjustments arise from preparation on any other basis.

Accounting convention

The financial statements are prepared under the historical cost convention.

AES UK POWER FINANCING LIMITED

NOTES TO THE FINANCIAL STATEMENT
Year ended 31 December 2015

Consolidation

The company is exempt from the requirement to prepare and deliver consolidated financial statements. These financial statements therefore present information about the company as an individual undertaking and not about the group.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment in value.

2. PROFIT AND LOSS ACCOUNT

The company did not trade during the year and made neither profit nor loss.

No director received any emoluments for their services to the company for the year ended 31 December 2015 or the preceding year.

The company has no employees (2014 – none).

3. INVESTMENTS HELD AS FIXED ASSETS

£'000

At 31 December 2014 and 2015

-

Details of the investment are below:

Name of company	Country of incorporation	Type of Shares	Proportion of voting rights held	Proportion of shares held	Nature of business
Subsidiary undertakings:					
<i>Directly owned</i>					
AES UK Power Financing II Limited	England & Wales	Ordinary	100%	100%	Non-trading
AES Drax Power Finance Holdings Limited	England & Wales	Ordinary	99%	99%	Non-trading
<i>Indirectly owned</i>					
AES Drax Power Finance Holdings Limited	England & Wales	Ordinary	1%	1%	Non-trading

4. CREDITORS: Amounts falling due within one year

	2015 £'000	2014 £'000
Amount owed to immediate parent	171,000	171,000

5. CAPITAL AND RESERVES

	2015 £'000	2014 £'000
Authorised		
1,000,000,000 ordinary shares of £1 each	1,000,000	1,000,000
Called up, allotted and fully paid		
1,000,001 ordinary shares of £1 each	1,000	1,000

AES UK POWER FINANCING LIMITED

NOTES TO THE FINANCIAL STATEMENT
Year ended 31 December 2015

6. CAPITAL AND RESERVES

	Called up share capital £'000	Profit and loss account £'000	Total £'000
At 1 January and 31 December 2015	1,000	(172,000)	(171,000)

7. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2015 £'000	2014 £'000
Opening shareholders' interest	(172,000)	(172,000)
Closing shareholders' interest	(172,000)	(172,000)

8. ULTIMATE PARENT COMPANY

The immediate parent company is AES UK Power Holdings Limited, a company incorporated in Great Britain and registered in England and Wales.

The ultimate parent company and controlling entity, and parent of the smallest and largest group for which consolidated accounts are prepared of which this company is a part, is the AES Corporation, a company incorporated in the State of Delaware, USA. Copies of the parent company's financial statements can be obtained from the Securities and Exchange Commission, 450 5th Street NW, Washington DC 20549, USA.

The company has taken advantage of the exemption granted by FRS 8 "Related Party Disclosures" not to disclose transactions with other undertakings within, and related parties of, The AES Corporation Group. There are no other related party transactions during the current and preceding year.

9. TRANSITION TO FRS 102

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 102.

The accounting policies set out in note 1 has been applied in preparing the financial statements for the year ended 31 December 2015 and the comparative information presented in these financial statements for the year ended 31 December 2014.

In preparing its FRS 102 balance sheet, the Company has no material measurement differences in respect of the amounts reported previously in the financial statements prepared in accordance with previous UK GAAP.