

BRITISH TRANSCO INTERNATIONAL
FINANCE B.V.

Amsterdam, the Netherlands

Annual Report
for the year ended 31 March 2018

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BRITISH TRANSCO INTERNATIONAL FINANCE B.V.

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BRITISH TRANSCO INTERNATIONAL FINANCE B.V.

Director's Report

The Management Board of British Transco International Finance B.V. ('the Company'), herewith submits its Annual Report for the year ended 31 March 2018.

Summary of activities

The principal activity of the Company is to act as a finance company for National Grid Gas Plc., its sole shareholder, incorporated in the United Kingdom. As such, the Company has emitted a bond loan and all loan proceeds have been placed at the disposal of its parent company, which in turn has guaranteed repayment of the bond loan to the bond holders. The Company has no employees and no investments other than in loans.

During the year, the Company moved its issued bonds from the Main Market of the London Stock Exchange to the Professional Securities Market of the London Stock Exchange. The purpose for the transfer of the bonds to the Professional Securities Market is to ensure that the Company will not qualify as a Public Interest Entity (PIE) and therefore the Company will not be obliged to fulfil requirements related to PIEs.

Result for the year

The profit for the year is EUR 838,743 (31 March 2017: EUR 427,903). This result is mainly the result of a spread on the proceeds of bearer bonds which have been lent to the shareholder of the Company. The higher result for this year compared to previous year is mainly caused by the development of the EUR/USD exchange rate during the year. Per 31 March 2017 the Company's current ratio is 6.17 (31 March 2017: 9.4).

There have been no unusual events during the reporting year.

Financial risk management

The Company does not have any significant exposure with regard to interest rate or foreign currency risk. The financial risks for the Company are considered to be limited. All incoming loans and bonds issued are guaranteed by the shareholder. The Company maintains a capital of EUR 4,706,820 (31 March 2017: EUR 4,473,599), being its equity at risk to comply with the Dutch tax practice for group finance companies. Apart from the credit risk on the outstanding loans to the shareholder, due to the back to back nature of the bond loan and the loan to the shareholder, the financial risk the Company bears is limited to the amount of capital and reserves, which according to the advanced pricing agreements made with the fiscal authorities is required to be set at a minimum of EUR 2,000,000. The objective of the Company is not to bear any more financial risks. See also note 3 to the financial statements.

Principal risks and uncertainties

The principal risks and uncertainties facing the Company for risk management purposes are the following:

Credit risk

Credit risk is the risk of financial loss to the Company if a financial instrument of a counter party fails to meet its contractual obligations, and arises principally from the Company's receivables from the shareholder. The Company issued bonds under the guarantee of its shareholder, National Grid Gas Plc., and therefore the Company is exposed to the market conditions which affect National Grid Gas Plc.

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National Grid's Group Treasury team maintains frequent contact with Moody's Investor Services (Moody's), Standard and Poor's Rating Services (S&P) and Fitch Ratings and ensures that the agencies are kept aware of significant developments in the Group of which the Company is part of. Senior members of National Grid's management team also meet with these agencies formally, usually at least once in each fiscal year, to discuss the anticipated performance of the Group. The long- and short-term credit ratings of National Grid Gas Plc., the Company's shareholder, are A3/P2 (Moody's), A-/A2 (Standard & Poor's) and A/F2 (Fitch). The management of the Company periodically reviews the credit rating of its shareholder to assess if there is an increased risk of collectability with regard to its receivable from its shareholder.

Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes and infrastructure and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards for corporate behaviour. More specific, possible upcoming changes in local and UK tax law are considered to be an operational risk which might have impact on fiscal treatment of the Company's taxable result and might result in additional taxes due. The developments in local and UK tax law are carefully monitored by the Company's external group and local tax advisor and the consequences of these developments are reported periodically to the management of the Company.

Operational risks arise from all of the Company's operations. The Company was incorporated with the purpose of engaging in those activities outlined under summary of activities. All administrative functions have been outsourced by the Company.

Sensitivity analysis

The Management Board considers the chance that the above-mentioned risks will occur to be minimal and has therefore not performed a sensitivity analysis.

Future outlook

The results in future years will be mainly influenced by the profit margin on the present and future financing activities.

Post-balance sheet events

No post-balance sheet events affecting the financial statements, herewith presented or which require separate disclosure have occurred to date.

Activities in the field of research and development

The Company is not engaged in such activities.

Management Board

The Company has taken notice of adopted legislation effective as of 13 April 2017 as a consequence of which the Company, when nominating or appointing members of the Management Board, should take into account as much as possible a balanced composition of these Boards in terms of gender, to the effect that at least 30 per cent of the positions are held by women and at least 30 per cent by men.

The current composition of the Management Board deviates from the above-mentioned percentages. With regards to future appointments, the Management Board will take gender diversity objectives into account as much as possible.

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The Management Board

D. A. Preston

S. J. van der Duijs

A. Doppenberg

Amsterdam, 28 September 2018

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Balance Sheet for the year ended 31 March 2018 (Before appropriation of results and expressed in EUR)

	Notes	31 March 2018	31 March 2017
FIXED ASSETS			
Financial fixed assets			
Revolving loan to shareholder	4	3,986,938	3,476,380
Loans to shareholder	5	569,834,252	607,105,439
		<u>573,821,190</u>	<u>610,581,819</u>
CURRENT ASSETS			
Receivables			
Interest receivable from shareholder		410	3,661
Accounts receivable from shareholder	6	735,587	1,055,325
		<u>735,997</u>	<u>1,058,986</u>
Cash at banks	7	122,952	57,022
		<u>858,949</u>	<u>1,116,008</u>
CURRENT LIABILITIES			
Corporation tax payable		74,272	33,558
Accrued expenses		64,795	85,231
		<u>139,067</u>	<u>118,789</u>
CURRENT ASSETS LESS CURRENT LIABILITIES		<u>719,882</u>	<u>997,219</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>574,541,072</u>	<u>611,579,038</u>
LONG-TERM DEBT			
Bearer bonds	8	569,834,252	607,105,439
		<u>569,834,252</u>	<u>607,105,439</u>
SHAREHOLDER'S EQUITY			
Issued share capital	9	228,765	228,765
Currency translation reserve		174,098	779,620
Retained earnings		3,465,214	3,037,311
Profit for the year		838,743	427,903
		<u>4,706,820</u>	<u>4,473,599</u>
SHAREHOLDER'S EQUITY AND LONG-TERM DEBT		<u>574,541,072</u>	<u>611,579,038</u>

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Profit and Loss Account for the year ended 31 March 2018

(Expressed in EUR)

	<u>Notes</u>	<u>Year ended 31 March 2018</u>	<u>Year ended 31 March 2017</u>
FINANCIAL INCOME AND EXPENSES			
Interest and similar income from loans to shareholder	10	47,618,528	176,389,427
Interest and similar expense on zero coupon bearer bonds	11	(46,880,958)	(175,333,920)
Bank interest		(101)	(8)
Other Interest		(1,556)	0
Exchange differences		603,839	(261,556)
		<u>1,339,752</u>	<u>793,943</u>
OTHER EXPENSES			
General and administrative expenses	12	(237,119)	(149,412)
		<u>(237,119)</u>	<u>(149,412)</u>
RESULT BEFORE TAXATION			
		<u>1,102,633</u>	<u>644,531</u>
CORPORATION TAX			
	13	(263,890)	(216,628)
NET PROFIT FOR THE YEAR			
		838,743	427,903

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Notes to the financial statements for the year ended 31 March 2018 **(All tabular amounts are, unless otherwise stated, expressed in Euros)**

1. General

British Transco International Finance B.V. ("the Company") was established in Rotterdam on 18 January 1982. The statutory seat is Rotterdam, the Netherlands. The address is Herikerbergweg 238, 1101 CM Amsterdam, the Netherlands. The Company is registered at the trade register under number 24.26.26.46. The principal activity of the Company is to act as a finance company for National Grid Gas Plc., London, United Kingdom, its sole shareholder. As such, the Company has emitted a bond loan and all loan proceeds have been placed at the disposal of its parent company, which in turn has guaranteed repayment of the bond loan to the bond holders. The Company's ultimate parent company is National Grid Plc., London, United Kingdom. The financial statements of the Company are included in the consolidated financial statements of its ultimate parent National Grid Plc., London, England which can be obtained from the corporate website <http://investors.nationalgrid.com>.

2. Summary of principal accounting policies

(a) General

The financial statements have been prepared in accordance with the statutory provisions of Part 9 of Book 2 of the Dutch Civil Code and the firm pronouncements in the Guidelines for annual reporting in the Netherlands as issued by the Dutch Accounting Standards Board. The functional currency of the Company is the U.S. Dollar. The presentation currency of these financial statements is the Euro, as the Company operates in Netherlands, which is a Euro denominated country, and incurs overhead operating expenses and tax liabilities with accounting entries and cash flows generated by the administration in euros.

The balance sheet and profit and loss account include references to the notes.

(b) Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. If necessary for the purposes of providing the view required under Section 362(1), Book 2 of the Dutch Civil Code, the nature of these estimates and judgments, including the related assumptions, is disclosed in the notes to the financial statement items in question.

(c) Assets and liabilities

In general, assets and liabilities (except for equity) are stated at the amounts at which they were acquired or incurred. If not specifically stated otherwise, they are recognised at the amounts at which they were acquired or incurred.

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Notes to the financial statements for the year ended 31 March 2018

2. Summary of principal accounting policies (cont'd)

(d) Loans to shareholder and revolving loan

The loans receivable from shareholder disclosed under financial fixed assets include loans which are intended to be held to their maturity date. These receivables are initially measured at fair value. These loans and debentures are subsequently carried at amortised cost.

If loans are issued at a discount or premium, the discount or premium is recognised through profit or loss over the maturities of the loans, using the effective interest rate method. Transaction costs are included in the initial valuation. Impairment losses are deducted from amortised cost and expensed in the profit and loss account.

(e) Impairment of financial assets

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. If any such evidence exists, the impairment loss is determined and recognised in the profit and loss account. The amount of an impairment loss incurred on financial assets stated at amortised cost is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss shall be reversed. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal shall be recognised in profit or loss.

(f) Accounts receivable/current liabilities/accruals

Accounts receivable/current and liabilities/accruals are recognised initially at fair value and subsequently measured at amortised cost.

(g) Cash and cash equivalents

Cash and cash equivalents include bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts will be shown within borrowings in current liabilities on the balance sheet.

Cash and cash equivalents are stated at nominal value.

(h) Long-term debt

Borrowings, which are intended to be held to maturity, are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost, being the amount received taking account of any premium or discount, less transaction costs.

Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit and loss account over the period of the borrowings using the effective interest method.

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Notes to the financial statements for the year ended 31 March 2018

2. Summary of principal accounting policies (cont'd)

(i) Foreign currencies

Transactions in foreign currencies are stated in the financial statements at the exchange rate of the functional currency on the transaction date. Monetary assets and liabilities in foreign currencies are converted to the closing rate of the functional currency on the balance sheet date. The translation differences resulting from settlement and conversion are credited or charged to the profit and loss account. Assets and liabilities are translated from the functional currency to the presentation currency at the rate of exchange prevailing at the balance sheet date; income and expenses are translated at the exchange rates on the transaction date. Any resulting exchange differences are taken directly to the legal reserve for translation differences within equity.

(j) Financial instruments

All financial instruments are recognised initially at fair value and are subsequently carried at (amortised) cost.

(k) Determination of result

Other income and expenses are recognised in the year to which they are related. Profit is only recognised when realised on balance sheet date. Losses originating before the end of the financial year are taken into account if they become known before preparation of the financial statements.

(l) Financial income and expenses

Financial income and expenses are recognised on a time-weighted basis, taking into account the effective interest rate of the assets and liabilities concerned.

(m) Exchange differences

Exchange differences are recognised in the profit and loss account in the period that they arise.

(n) General and administrative expenses and other expenses

General and administrative expenses and other expenses comprise costs chargeable to the year that are not directly attributable to bonds and loans.

(o) Corporation tax

Taxation is provided for in accordance with a specific Advance Pricing Agreement applicable to the Company. Reference is made to Note 13. Income tax is recognised in the profit and loss account.

Income tax is calculated on the profit/loss before tax in the profit and loss account, taking into account any losses carried forward from previous financial years (where not included in deferred income tax assets), tax-exempt items and non-deductible expenses. Account is also taken of changes in deferred income tax assets and liabilities owing to changes in the applicable tax rates.

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Notes to the financial statements for the year ended 31 March 2018

2. Summary of principal accounting policies (cont'd)

(p) Cash flow statement

No cash flow statement is included, in accordance with Dutch Auditing Standard 360:104, as this information is included in the consolidated financial statements of National Grid Gas Plc, of which the financials can be obtained from the corporate website <http://investors.nationalgrid.com>.

(q) Related parties

All entities within the National Grid Plc. group are considered to be related parties. Other related parties are the members of the Management Board of the Company.

3. Financial risk management

Disclosure of management of financial risks

The financial risks for the Company are limited. All loans payable and bonds issued are guaranteed by the shareholder. The Company is required to maintain a capital of EUR 2,000,000, being its equity at risk to comply with the Dutch tax practice for group finance companies. The risk that the Company bears is therefore limited to the capital and reserves, which according to the advanced pricing agreements made with the fiscal authorities, should be at a minimum of EUR 2,000,000. The objective of the Company is not to bear any more financial risks.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The market risks are limited as all loans payable have equal counter positions which are guaranteed by the shareholder.

Interest and cash flow risks

Interest rate risks are limited as the only loans consist of a shareholder loan receivable and a zero-coupon bond payable with a fixed interest rate.

Foreign currency risk

The foreign currency risks are limited as all major outstanding amounts have equal counter positions which are guaranteed by the shareholder. All non-bond related balances still carry a currency risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a financial instrument of a counter party fails to meet its contractual obligations, and arises principally from the Company's receivables from the shareholder.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risks are limited as all interest payments and future repayments of loans are guaranteed by the shareholder. The repayment dates of loans to the shareholder are equal to the long-term debt. The Company retains a minimum equity at risk of EUR 2,000,000.

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Notes to the financial statements for the year ended 31 March 2018

4. Revolving loan to shareholder

On 4 February 2014 the Company entered into an uncommitted EUR 6,000,000 revolving loan agreement with its shareholder. Interest shall be accrued at a rate per annum equal to LIBOR plus 20bps. No fixed repayment date has been agreed upon. As it is not expected that the loan will be repaid shortly it has been classified as long term. The shareholder shall repay the outstanding advance with accrued interest upon demand by the Company.

With effect from 1 April 2014 the interest has been calculated on the basis of the number of days elapsed based on 360 days per year instead of 365 days per year. As per 1 April 2017 the accounts receivable balance (EUR 1,060,558) with the shareholder (see note 6) has been added to this revolving loan.

The balance per balance sheet amounts to EUR 3,986,938.

	<u>2017/2018</u>	<u>2016/2017</u>
Balance at the beginning of the year	3,476,380	2,755,338
Addition to loan	1,055,325	1,010,393
Repayment	(550,000)	(300,000)
Interest added to the loan	5,233	10,649
Balance at the end of the year	<u>3,986,938</u>	<u>3,476,380</u>

5. Loans to shareholder

In prior years the Company entered into loan agreements with its sole shareholder, National Grid Gas Plc., which are denominated in USD. As at the balance sheet date the following loan was outstanding:

Currency	Issue date	Maturity date	Interest rate	Amount USD	2017/2018	2016/2017
					Amount EUR	Amount EUR
USD	04-May-94	04-Nov-21	8.37863%	702,007,307	569,834,252	607,105,439
Total loans to shareholder					<u>569,834,252</u>	<u>607,105,439</u>

The fair value of the zero coupon loan to the shareholder of the Company with a carrying amount of EUR 569,834,252 amounted to EUR 686,077,426 at 31 March 2018 (31 March 2017: EUR 781,441,687). We calculate the fair value by discounting all future cash flows by the market yield curve, at the balance sheet date, including the credit spread for debt. The market yield curve with respect to the USD currency is obtained from external sources for interest and foreign exchange rates.

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Notes to the financial statements for the year ended 31 March 2018

5. Loans to shareholder (continued)

The following movements occurred:

	Loan to shareholder			
	<1 year	between 1-5 years	> 5 years	Total
Book value 1 April 2016	0	817,828,367	0	817,828,367
Interest accrued zero coupon prior to repurchase	0	68,144,438	0	68,144,438
Carrying value of loan repaid	0	(341,979,288)	0	(341,979,288)
Interest accrued zero coupon after repurchase	0	2,830,112	0	2,830,112
Difference from translation to presentation currency	0	60,281,810	0	60,281,810
Book value 31 March 2017	0	607,105,439	0	607,105,439
	Loan to shareholder			
	<1 year	between 1-5 years	> 5 years	Total
Book value 1 April 2017	0	607,105,439	0	607,105,439
Interest accrued zero coupon	0	46,880,958	0	46,880,958
Difference from translation to presentation currency	0	(84,152,145)	0	(84,152,145)
Book value 31 March 2018	0	569,834,252	0	569,834,252

6. Accounts receivable from shareholder

This amount is due from National Grid Gas Plc. and bears no interest. All receivables fall due in less than one year. All amounts receivable are due upon demand and have therefore been classified as current. The carrying value of the accounts receivable from shareholder approximates the fair value.

7. Cash at banks

Cash at banks consists of current account balances in a total amount of EUR 122,952 (31 March 2017: EUR 57,022), which are available on demand. There are no restrictions on the current accounts.

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Notes to the financial statements for the year ended 31 March 2018

8. Bearer bonds

The Company issued listed bearer bonds (listed at the Professional Securities Market of the London Stock Exchange as of July 2017). The funds have been used to issue loans to the shareholder of the Company. As at the balance sheet date the following bond was outstanding:

Currency	Issue date	Maturity date	Interest rate	Amount USD	2017/2018	2016/2017
					Amount EUR	Amount EUR
USD	05-Nov-91	04-Nov-21	8.37863%	702,007,307	569,834,252	607,105,439
Total bearer bonds					569,834,252	607,105,439

On 5 November 1991 the Company issued zero coupon bearer bonds of in total USD 1,474,000,000 (based on nominal value), due on 4 November 2021. A discounted value of USD 127,850,000, based upon a discount factor of 8.37863 % per annum, was received at the date of issuance. The bonds and all other liabilities of the Company are guaranteed by National Grid Gas Plc. The original currency description of the loan is stated above.

During the year under review, the Company moved its issued bonds from the Main Market of the London Stock Exchange to the Professional Securities Market of the London Stock Exchange. As the Professional Securities Market is not a regulated market, the Company qualifies no longer as a Public Interest Entity.

The fair value of the bonds with a carrying amount of EUR 569,834,252 amounted to EUR 686,077,426 at 31 March 2018 (31 March 2017: EUR 781,441,687). We calculate the fair value by discounting all future cash flows by the market yield curve, at the balance sheet date, including the credit spread for debt. The market yield curve with respect to the USD currency is obtained from external sources for interest and foreign exchange rates.

The following movements occurred:

	Bonds			
	<1 year	between 1-5 years	> 5 year	Total
Book value 1 April 2016	0	817,828,367	0	817,828,367
Interest accrued zero coupon bond prior to repurchase	0	68,144,438	0	68,144,438
Carrying value of bonds repurchased	0	(341,979,288)	0	(341,979,288)
Interest accrued zero coupon bond after repurchase	0	2,830,112	0	2,830,112
Difference from translation to presentation currency	0	60,281,810	0	60,281,810
Book value 31 March 2017	0	607,105,439	0	607,105,439
	Bonds			
	<1 year	between 1-5 years	> 5 year	Total
Book value 1 April 2017	0	607,105,439	0	607,105,439
Interest accrued zero coupon bond	0	46,880,958	0	46,880,958
Difference from translation to presentation currency	0	(84,152,145)	0	(84,152,145)
Book value 31 March 2018	0	569,834,252	0	569,834,252

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Notes to the financial statements for the year ended at 31 March 2018

9. Shareholder's equity

The authorised share capital of the Company consists of 2,525 ordinary shares of EUR 453 each amounting to EUR 1,143,825. As at 31 March 2018, 505 shares were issued and fully paid up.

The movements in capital and reserves can be summarised as follows:

	Issued share capital	Currency translation reserve	Retained earnings	Profit for the year	Total
Balance as at 1 April 2017	228,765	779,620	3,037,311	427,903	4,473,599
Appropriation of result	0	0	427,903	(427,903)	0
Result current year	0	0	0	838,743	838,743
Addition/release	0	(605,522)	0	0	(605,522)
Balance as at 31 March 2018	<u>228,765</u>	<u>174,098</u>	<u>3,465,214</u>	<u>838,743</u>	<u>4,706,820</u>

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Notes to the financial statements for the year ended 31 March 2018

10. Interest and similar income from loans to shareholder

	<u>2017/2018</u>	<u>2016/2017</u>
Interest accrued zero coupon prior to repurchase	0	68,144,438
Gain on redeemed portion of the loan (note 5)	0	104,359,370
Interest accrued zero coupon after repurchase	46,880,958	2,830,112
Interest revolving loan	1,983	182
Spread for the year	735,587	1,055,325
	<u>47,618,528</u>	<u>176,389,427</u>

The spread on the interest zero bond is calculated based on 12.5 basis point remuneration as under the previous applicable Advance Pricing Agreement.

The interest on the revolving loan amounts to 1 year Libor +20bp.

11. Interest and similar expense on zero coupon bearer bonds

The total interest expense is equal to the total interest income minus the spread of EUR 735,587 and minus the interest revolving loan of EUR 1,983.

	<u>2017/2018</u>	<u>2016/2017</u>
Interest accrued zero coupon bond prior to repurchase	0	68,144,438
Loss on repurchase zero coupon bonds (note 8)	0	104,359,370
Interest accrued zero coupon bond after repurchase	46,880,958	2,830,112
	<u>46,880,958</u>	<u>175,333,920</u>

12. General and administrative expenses

	<u>2017/2018</u>	<u>2016/2017</u>
Management and accounting fees	161,591	97,669
Audit fees	45,917	42,176
Tax advisory fees	22,451	3,249
Legal fees	2,112	0
Other general expenses	5,048	6,318
	<u>237,119</u>	<u>149,412</u>

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Notes to the financial statements for the year ended 31 March 2018

13. Corporation tax

The taxable profit of the Company is computed on the basis of an Advance Pricing Agreement with the tax authorities. This requires a minimum taxable income in respect of taking up and granting loans as well as covering any exchange and interest rate risks by way of swap agreements or other hedging procedures. The past Advanced Pricing Agreement is expired. The Company has decided not to apply for a new Advanced Pricing Agreement, but to proceed according to the assumptions as under the expired Advanced Pricing Agreement.

	<u>2017/2018</u>	<u>2016/2017</u>
Result before income tax	1,102,633	644,531
Correction for exchange results	<u>(605,522)</u>	<u>261,980</u>
	<u>497,111</u>	<u>906,511</u>
Income tax expenses	263,890	216,628
effective tax rate	53.1%	23.9%
applicable tax rate < 200,000	20%	20%
applicable tax rate > 200,000	25%	25%

The effective tax rate is different than the applicable tax rate due to currency exchange fluctuations during the year under review.

14. Proposed appropriation of result

The management proposes that the result for the past year will be carried forward. This proposal is not yet reflected in the financial statements.

15. Post-balance sheet events

No major post-balance sheet events have occurred since 1 April 2018 that would make the present financial position substantially different from that shown in the balance sheet at year-end.

16. Directors

The Directors received an amount of EUR 2,825 in respect of their services during the year (year 2016/2017: EUR 2,750). During the year under review Mr. D.A. Preston has been appointed as managing director. In addition, TMF Netherlands B.V. has been replaced by Ms. S. J. van der Duijs and Mr. A. Doppenberg as managing directors.

17. Staff number and employment costs

The Company has no employees, and hence incurred no wages, salaries and related social security premiums during the year or previous year.

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Notes to the financial statements for the year ended 31 March 2018

18. Related parties

Except for the loans, accounts receivables and interest receivables, as outlined in note 4,5 and 6 above, from the shareholder, the interest income from the shareholder, as outlined in note 10 above, and the management remuneration, as outlined in note 16, the Company has no other transactions or outstanding positions with related parties.

19. Independent auditor's remuneration

With reference to Section 2:38a, (1) and (2) Book 2, Part 9 of the Dutch Civil Code, the following fees for the year have been charged by Deloitte Accountants B.V. (31 March 2017: PricewaterhouseCoopers Accountants N.V.). The fees disclosed relate to the year in which services were rendered.

	<u>2017/2018</u>	<u>2016/2017</u>
Audit of financial statements	45,917	42,176
Other audit procedures	0	0
Tax services	0	0
Other non-audit services	0	0
	<u>45,917</u>	<u>42,176</u>

20. Commitments and contingencies not included in the balance sheet

There are no commitments and contingencies per 31 March 2018. No pledges are applicable. The bonds and all other liabilities of the Company are guaranteed by National Grid Gas Plc. On 4 February 2014 the Company entered into an uncommitted EUR 6,000,000 revolving loan agreement with its sole shareholder to which a variation agreement has been drawn up to change the day basis used for the calculation of interest effective from 1 April 2014. The Company retains a minimum equity at risk of EUR 2,000,000.

The Management Board

D. A. Preston

S. J. van der Duijs

A. Doppenberg

Amsterdam, 28 September 2018

BRITISH TRANSCO INTERNATIONAL FINANCE B.V.

Supplementary Information

Retained earnings

Subject to the provision under Dutch law that no dividends can be declared until all losses have been recovered, retained earnings are at the disposal of the shareholder in accordance with Article 14 of the Articles of Association of the Company. Moreover, no distributions may be made if the Management Board is of the opinion that, by such distribution, the Company will not be able to fulfil its financial obligations in the foreseeable future.

Independent auditor's report

The independent auditor's report is set forth on the following page.

Independent auditor's report

To the shareholders of British Transco International Finance B.V.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 INCLUDED IN THE ANNUAL REPORT

Our opinion

We have audited the accompanying financial statements for the year ended March 31, 2018 of British Transco International Finance B.V., based in Amsterdam.

In our opinion the accompanying financial statements give a true and fair view of the financial position of British Transco International Finance B.V. as at March 31, 2018, and of its result for the year ended March 31, 2018 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. The balance sheet as at March 31, 2018.
2. The profit and loss account for the year ended March 31, 2018.
3. The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the financial statements" section of our report.

We are independent of British Transco International Finance B.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA, Dutch Code of Ethics).

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

Materiality

Based on our professional judgement we determined the materiality for the financial statements as a whole at EUR 5.700.000. The materiality is based on 1% of total financial fixed assets. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the Board of Directors that misstatements in excess of EUR 285.000, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Our key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the Board of Directors. The key audit matters are not a comprehensive reflection of all matters discussed.

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

Valuation of Financial Assets and disclosure of the Fair Market Value of Financial Assets

Key Audit Matter

The risk associated with the impairment of the financial assets, which are measured at amortized cost, and the disclosure of the fair value of these financial assets relates to the lack of observable inputs and the correct identification and calculation of possible impairments.

Response

We tested the design and implementation of procedures related to the determination of possible impairment of the financial assets measured against amortized cost and evaluated the impairment analysis of management. For the fair value disclosures we challenged management assumptions used for the determination of the fair value, with the support of data input from independent sources.

Based on the work performed, as mentioned above, we observed that the impairment analysis for these financial assets is appropriate. We also determined that the disclosure of the fair value in relation to these financial assets is appropriate.

REPORT ON THE OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- Director's report.
- Other Information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the Managing Directors' Report in accordance with Part 9 of Book 2 of the Dutch Civil Code, and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Engagement

We were engaged by the Board of Directors as auditor of British Transco International Finance B.V. as of the audit for the year 2017-2018.

DESCRIPTION OF RESPONSIBILITIES REGARDING THE FINANCIAL STATEMENTS

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit 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 company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identified during our audit.

Amsterdam, September 28, 2018

Deloitte Accountants B.V.

Was signed on the original: R.J.M. Maarschalk