

Zephyr Investments Limited

Annual report and financial statements
Registered number 04712921
Year ended 31 December 2021



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Directors' report

The Directors present their Directors' report and financial statements for Zephyr Investments Limited (the "Company") for the year ended 31 December 2021. The Company has adopted the exemptions available in Sections 414(B) and 416(3) of the Companies Act 2006 with regard to the Small Companies Regime.

Principal activities

The principal activity of the Company is that of a holding company.

Zephyr Investments Limited is a subsidiary of Mobius Wind Holdings Limited. The company is a member of Ventient Energy Limited Group. The Company's Group parent, Ventient Energy Limited, has a total of 689.5MW of installed capacity across 34 wind farms in the UK. Ventient Energy Limited is, in turn, a subsidiary of Ventient Energy Sarl which is the second largest, non-utility, generator of onshore wind energy in Europe.

Results and dividends

The result after tax for the year amounted to £- million (2020: profit £- million).

No dividends were paid or proposed in the year or to the date of this report (2020: £nil).

Financial Risk Management

The company aims to minimise financial risk as far as it possibly can. The main purpose of the Company's financial instruments is to provide working capital for the Company's continuing activities and provide funding for future activities. Given the nature of the Company's financial instruments the main risk associated with these is credit risk, however this is minimised due to the fact the balances are mainly due from / owed to fellow group undertakings. The main strategies for the Company financial instruments are outlined below:

- Cash and Cash Equivalents: Cash flows are monitored regularly in order to meet bank covenant ratios and excess cash balances are returned to the owning stakeholder. There are no significant currency exposures
- Intercompany balances: Amounts due from/due to fellow group undertakings are receivable/payable on demand. The Parent, Ventient Energy Limited has access to sufficient funds to meet its financial liabilities.

Going Concern

As detailed in note 1.3, the Directors are of the opinion that it is appropriate to adopt the going concern basis in the preparation of these financial statements.

Directors

The Directors of the Company during the year and up to the date of signing the financial statements, unless otherwise stated, were as follows:

M R Jones
P Andres
D H Griffiths (resigned 2 March 2021)
R J Maia da Silva (appointed 3 September 2021)

Directors' indemnity and insurance

Throughout the financial year and at the date of approval, both qualifying third party directors' and officers' liability insurance, and directors' indemnity provision, were in force.

Directors' report *(continued)*

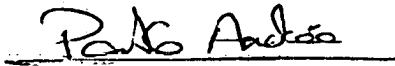
Political contributions

The Company did not make any political donations or incur any political expenditure during the year (2020: £nil).

Basis of preparation

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'P Andres', is written over a horizontal line.

P Andres
Director

24 June 2022

Registered office: Connect House, 133-137 Alexandra Road,
Wimbledon, London, England
SW19 7JY

Statement of Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Statement of Comprehensive Income
for the year ended 31 December 2021

		2021	2020
	Note	£'000	£'000
Administrative expenses		-	3
Operating result/profit	2	-	3
Result/profit before taxation		-	3
Taxation	4	-	-
Result/profit for the financial year	7	-	3
Total comprehensive result/income for the year		-	3

The notes on pages 8 to 11 form part of these financial statements.

Balance Sheet

As at 31 December 2021

	Note	2021 £'000	2020 £'000
Current assets			
Trade and other receivables	5	11	2
Cash at bank and in hand		-	3
		<u>11</u>	<u>5</u>
Creditors: amounts falling due within one year	6	(6)	-
		<u>5</u>	<u>5</u>
Net current assets			
		<u>5</u>	<u>5</u>
Net assets		<u>5</u>	<u>5</u>
Capital and reserves			
Called up share capital	7	-	-
Profit and loss account	7	5	5
		<u>5</u>	<u>5</u>
Total equity		<u>5</u>	<u>5</u>

For the financial year ended 31 December 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the Company to obtain an audit of its financial statements for the year ended 31 December 2021 in accordance with section 476 of the Companies Act 2006.

The notes on pages 8 to 11 form part of these financial statements.

The financial statements on pages 5 to 11 were approved by the board of Directors on 24 June 2022 and were signed on its behalf by:



P Andres
Director
Company registration no. 04712921

Statement of Changes in Equity
for the year ended 31 December 2021

	Called up share capital	Profit and loss account	Total equity
	£'000	£'000	£'000
At 1 January 2021	-	5	5
Total comprehensive income for the year			
Result for the year	-	-	-
Total comprehensive result for the year	-	-	-
At 31 December 2021	-	5	5

	Called up share capital	Profit and loss account	Total equity
	£'000	£'000	£'000
At 1 January 2020	-	2	2
Total comprehensive income for the year			
Profit for the year	-	3	3
Total comprehensive income for the year	-	3	3
At 31 December 2020	-	5	5

Notes to the Financial Statements

1 Accounting policies

1.1 Basis of preparation

Zephyr Investments Limited is a private company, limited by shares, incorporated, domiciled and registered in the UK. The registered number is 04712921 and the registered address is Connect House, 133-137 Alexandra Road, Wimbledon, London, England SW19 7JY.

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and the Companies Act 2006, as applicable to companies using FRS 101.

The accounting policies set out below have been applied consistently in these financial statements.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Accounting Standards in conformity with the requirements of the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year, are discussed in section 1.6.

The Company's financial statements are presented in sterling, which is the Company's functional currency.

The Company's Group parent undertaking, Ventient Energy Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Ventient Energy Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the Company Secretary, C/O Burness Paull LLP, 50 Lothian Road, Festival Square, Edinburgh, Scotland, EH3 9WJ.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosures in respect of accrued income balances.

As the consolidated financial statements of Ventient Energy Limited, the Company's Group parent undertaking, include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value measurement and the disclosures required by IFRS 7 Financial Instrument disclosures

1.2 Measurement convention

The financial statements are prepared on the historical cost basis. All values are rounded to the nearest thousand (£000) except where otherwise stated.

Notes to the Financial Statements

1 Accounting policies (continued)

1.3 Going concern

The financial statements have been prepared on the going concern basis. The Directors believe this to be appropriate for the following reasons:

The Company is dependent for its working capital on funds provided to it by entities within the Ventient Energy Limited Group ('the Group'). This Group is also subject to common bank loan arrangements. The Group Parent, Ventient Energy Limited, has confirmed that it will provide sufficient funds to allow the Company to meet its financial liabilities and obligations as they fall due for a period of at least twelve months after the date upon which the statutory financial statements of the Company are finalised by directors' approval. The Group Parent has confirmed that any intercompany balances, which are due on demand, will not be called for if such repayment would be likely to give rise to the inability of the Company to meet its financial liabilities and obligations as they fall due.

The Group Parent, has sufficient resources to make this commitment, and forecasts that it will continue to operate within its restrictive borrowing covenants for at least the next twelve months.

As such, the Directors consider that the support of the Group Parent will enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. such, the Directors consider that the support of the Group Parent will enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

1.4 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings and trade and other payables.

Other debtors

Other receivables are recognised initially at amortised cost. Subsequent to initial recognition an estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified.

Other creditors

Other creditors are carried at cost, the contractually liable amount or an estimate of this where no invoice has been received.

1.5 Impairment

Financial assets (including other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

1.6 Accounting estimates and judgments

In the process of applying the Company's accounting policies, management necessarily makes judgments and estimates that have a significant impact on the values recognised in the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. The Directors consider there are no critical accounting estimates and no key sources of estimation uncertainty.

Notes to the Financial Statements

1 Accounting policies (continued)

1.7 Adopted IFRS not yet applied

Other accounting standards and interpretations have been published and will be mandatory for the Company's accounting period beginning on or after 1 January 2022 or later periods. The impact of these standards is not expected to be material to the reported results and financial position of the Company.

2 Operating result/profit

The Company was not audited in the year ended 31 December 2021 and hence there are no audit costs. The Company was audited in the previous financial year. The cost of £4,000 was borne by another Group entity, Ventient Energy Services Limited, and was not recharged to the Company.

3 Staff numbers and costs

During the current and prior year the Directors were remunerated for services provided to the Ventient Energy Limited Group. In both the current and prior year any remuneration specific to qualifying activities performed solely in relation to the Company were trivial and were not recharged to the Company. The Company had no employees, apart from Directors during the current or prior year.

4 Taxation

There is no tax charge for the current or preceding financial year.

Reconciliation of effective tax rate

	2021 £'000	2020 £'000
Profit before taxation	-	3
Tax using the UK corporation tax rate of 19% (2020: 19%)	-	(1)
Tax impact of group relief claims	-	1
Total tax charge	-	-

5 Trade and other receivables

	2021 £'000	2020 £'000
Amounts owed by group undertakings	10	1
Other debtors	1	1
	11	2

Notes to the Financial Statements

6 Creditors: amounts falling due within one year

	2021 £'000	2020 £'000
Amounts owed to group undertakings	6	-
	<u>6</u>	<u>-</u>

7 Called up share capital

Called up share capital

	2021 Number	2020 Number	2021 £'000	2020 £'000
Allotted, called up and fully paid				
Ordinary shares of £0.0000001	243,453,057	243,453,057	-	-
	<u>243,453,057</u>	<u>243,453,057</u>	<u>-</u>	<u>-</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Profit and loss account

This reserve account records retained profits

	2021 £'000	2020 £'000
At 1 January	5	2
Net result/profit for the financial year	-	3
At 31 December	<u>5</u>	<u>5</u>

8 Related parties

There were no transactions between the Company and Ventient Energy Limited during the periods from 1 January 2021 to 31 December 2021 and from 1 January 2020 to 31 December 2020. There are no other related parties to be disclosed.

9 Ultimate parent company and ultimate controlling party

The immediate parent undertaking is Mobius Wind Holdings Limited which does not produce consolidated financial statements.

The head of the largest group for which consolidated financial statements are prepared and of which the Company is a member is Ventient Energy Sarl, a Luxembourg registered entity which has a registered address of 11 Boulevard De la Foire, L-1528 Luxembourg.

The ultimate parent company is IIF International Holding LP, an entity 100% owned by institutional investors and so there is no ultimate controlling party. IIF International Holding LP is a Cayman Islands exempted limited partnership advised by JP Morgan Investment Management, a registered investment advisor regulated by the US Securities and Exchange Commission and which is a wholly owned subsidiary of JP Morgan Chase & Co.