Capital Meters Limited
Company Number 04800317

MACQUARIE

Strategic Report, Directors' Report and Financial Statements
for the financial year ended 31 March 2023

The Company's registered office is:
Ropemaker Place
28 Ropemaker Street
London EC2Y 9HD
United Kingdom

Capital Meters Limited

2023 Strategic Report, Directors' Report and Financial Statements

Contents

Strategic Report
for the financial year ended 31 March 2023

In accordance with a resolution of the Directors (the "Directors") of Capital Meters Limited (the "Company"), the Directors submit herewith the Strategic Report of the Company as follows:

Principal activities
The principal activity of the Company during the financial year ended 31 March 2023 ("current financial year") was the provision and management of gas and electricity meters to energy suppliers.

Review of operations
The profit for the financial year ended 31 March 2023 was £6,962,000, a decrease of 2 percent from the profit of £7,087,000 in the previous year.

Net operating income for the year ended 31 March 2023 was £11,500,000, a decrease of 8 percent from the net operating income of £12,567,000 in the previous year. The year-on-year change was due to the reduction in the portfolio of meters owned by the Company.

Administrative expenses for the year ended 31 March 2023 were £1,335,000 as compared to administrative expenses of £391,000 in the previous year. The year-on-year change was due to an increase in recharges from other Macquarie Group affiliates.

As at 31 March 2023, the Company had net assets of £4,772,000 (2022: £6,310,000).

Principal risks and uncertainties
The Company is responsible for its own risk acceptance decisions. From the perspective of the Company, the principal risks are credit risk, liquidity risk, interest rate risk, foreign exchange risk, operational risk, group risk, conduct risk, regulatory and compliance risk, strategic/business risk, environmental and social risk (including climate change), financial crime risk, technology and cyber risk, reputational risk, tax risk and work health and safety risk. The principal risks of the Company are monitored by the relevant division of the Risk Management Group ("RMG") of the Macquarie Group (Macquarie Group comprising Macquarie Group Limited ("MGL"), the ultimate parent of the Company, and its subsidiaries). There are currently no plans to substantially change the nature of the business going forward.

The range of factors that may influence the Company's short-term outlook include:
- broader market volatility and weaker consumer sentiments driven by the recent banking concerns and ongoing macro-economic uncertainty, although the direct impact on the Company from banking concerns is broadly immaterial.
- global inflation and interest rates, and the impact of geopolitical events.
- the uncertainty introduced by the Russia-Ukraine conflict.
- potential tax or regulatory changes and tax uncertainties.

The risk presented by the Russia-Ukraine conflict is managed by the Company within the framework of the overall strategy and risk management structure of the Macquarie Group.

The continued impact and uncertainty surrounding the Russia-Ukraine conflict has been monitored throughout the year for the Company by RMG. There was no significant direct financial impact, and the Company has continued to operate effectively throughout the year.

The Directors have assessed the impact of the high interest rate and high inflationary environment on the Company. The Directors have concluded that these did not have a material impact on the operations of the Company during the current financial year.

The Company is not subject to any other principal risks or uncertainties, over and above those stated.

Strategic Report
for the financial year ended 31 March 2023 (continued)

Risk management

Risk is an integral part of the Macquarie Group's businesses. The Company is exposed to a variety of financial risks that include the effects of credit risk and liquidity risk. Additional risks faced by the Company include operational, legal, compliance and documentation risk. The primary responsibility for management of these risks lies with the individual businesses giving rise to them. It is the responsibility of RMG to ensure appropriate assessment and management of these risks.

As an indirect subsidiary of MGL, the Company manages risk within the framework of the overall strategy and risk management structure of the Macquarie Group. RMG is independent of all other areas of the Macquarie Group, reporting directly to the Managing Director and the Board of MGL. The Head of RMG is a member of the Executive Committee of MGL. RMG authority is required for all material risk acceptance decisions. RMG identifies, quantifies and assesses all material risks and sets prudential limits. Where appropriate, these limits are approved by the Executive Committee and MGL Board. The risks to which the Company is exposed are managed on a globally consolidated basis for MGL as a whole, including all subsidiaries, in all locations. Macquarie Group's internal approach to risk ensures that risks in subsidiaries are subject to the same rigour and risk acceptance decisions.

Financial Risk Management

Credit risk

Credit risk is the risk that a counterparty will fail to complete its contractual obligations when they fall due. Credit exposures, approvals and limits are controlled with the Macquarie Group's credit framework, as established by RMG.

Liquidity risk

Liquidity risk is the risk of an entity encountering difficulty in meeting obligations with financial liabilities. Liquidity management is performed centrally by Group Treasury, with oversight from the Asset and Liability Committee ("ALCO"). The Directors have adopted the risk model used by the Macquarie Group, as approved by RMG. This model is incorporated into the Macquarie Group's risk management systems to enable the Company to manage this risk effectively.

Interest rate risk

The Company has both interest-bearing assets and interest-bearing liabilities. Interest-bearing assets include cash balances and receivables from other Macquarie Group undertakings, all of which earn a variable rate of interest. Interest-bearing liabilities include payables to other Macquarie Group undertakings, which also incur a variable rate of interest.

Foreign exchange risk

The Company has foreign exchange exposures which include amounts receivable from and payable to other Macquarie Group undertakings which are denominated in non-functional currencies. Any material non-functional currency exposures are managed by applying Macquarie Group's Group-wide process of minimising exposure at an individual Company level.

Non-Financial Risk Management

Operational risk

The Company operates within a global framework which is applied consistently across all business lines within the Macquarie Group for the identification, monitoring, management and reporting of operational risk. Operational risk management occurs largely as part of the normal day to day running of each business with the framework, policies and oversight being managed at a central level by RMG. The framework can be tailored to the risk profile of each business, but each business must comply with certain mandatory aspects.

Strategic Report
for the financial year ended 31 March 2023 (continued)

Risk management (continued)
Non-Financial Risk Management (continued)

Group risk

The risk that the actions and activities of one part of the Macquarie Group may compromise the financial, operational and reputational position of the Company. Management of financial group risk is embedded across underlying governance documents and committees relating to financial exposures. Management of reputation risk is embedded throughout the risk management framework and considered in the assessment of all risk types. Intragroup outsourcing is governed in accordance with the internal Macquarie Group's policies.

Conduct risk

The risk of behaviour, action or omission by individuals employed by, or on behalf of, the Company or taken collectively in representing the Company that may have a negative outcome for the Company's clients, counterparties, the communities and markets in which it operates, its staff, or the Company. The Company's approach to conduct risk management is integrated in its risk management framework.

Regulatory and compliance risk

The risk of failure to comply with laws, regulations, rule statements of regulatory policy, and codes of conduct applicable to the Company's financial services and other regulated activities. Frameworks have been established to manage the identification, escalation, management and reporting of regulatory and compliance risks across the Macquarie Group. These frameworks include policies, guidelines and standards which have been implemented to guide compliance.

Strategic/Business risk

The risk of the Company's business model being inadequate in the medium to long term. 'Strategic and Business' risk is managed and controlled through the annual strategy and business planning process. The Company Board ("Board") has regular oversight of business risk in the Company.

Environmental and social risk (including climate change)

The risk of reputational or financial impacts due to failure to identify or manage material environmental or social issues arising from or with respect to the Company's investment, financing, client activities or supply chain. Under the Code of Conduct all staff share responsibility for identifying and managing environmental and social issues as part of normal business practice. Staff is supported by the RMG environmental and social risks ("ESR") team, as well as through access to the environmental and social risk training.

Financial crime risk

The risk of knowingly or unknowingly perpetuating or helping parties to commit or to further potentially illegal activity through the Company. Financial crime risk encompasses the risks of money laundering, terrorism financing, bribery and corruption, and sanctions. The RMG Financial Crime Risk team ("FCR") manages and oversees financial crime risk, engages with regulators and maintains and monitors the effectiveness of global financial crime risk frameworks, programs and policies for the Macquarie Group.

Technology and cyber risk

The risk of loss resulting from failure, inadequacy or misuse of technology and technology resources owned, managed or supplied by the Company including technology outsourced and/or managed on behalf of the Company. The RMG Operational Risk and Governance team is responsible for the independent oversight of technology risk.

Strategic Report
for the financial year ended 31 March 2023 (continued)

Risk management (continued)

Non-Financial Risk Management (continued)

Reputational Risk

The risk of damage to Macquarie Group's reputation from the perspective of our clients, shareholders, regulators, staff or the communities and markets in which Macquarie Group operate. Reputational risks are managed by risk management frameworks applied to all Operating and Central Service Groups.

Section 172 (1) Statement

The Directors of the Company consider, both individually and collectively, that they have acted in the way that would most likely promote the success of the Company for the benefit of its members as a whole (having regard to relevant stakeholders and matters set out in section 172(1)(a-f) of the Companies Act 2006) in the decisions taken during the year ended 31 March 2023. To the extent necessary for an understanding of the development, performance and position of the Company, an explanation of how the Directors considered these matters is set out in the Directors' Report on pages 8 to 10.

The following sets out the requirements of section 172 (1) and notes how the Directors have discharged their duties. In doing so they have had regard to matters including those in respect of the Company's stakeholders, who are principally group shareholders, internal and external customers.

(a) Likely consequences of any decision in the long term:

The Company is a wholly-owned subsidiary of MGL and the Macquarie Group and therefore complies with the policies and practices, ethical and business standards that are set by the MGL Board and are described in the Macquarie Group Annual Report. The following statement should therefore be read in conjunction with the MGL Annual Report.

Any decision taken by Directors is aligned to the wider Macquarie Group and made in accordance with Macquarie's Code of Conduct (the "Code") – and based on the three principles of – Opportunity, Accountability and Integrity. Macquarie's purpose of 'empowering people to innovate and invest for a better future' is deeply embedded in Macquarie's culture and is underpinned by these longstanding operating principles. Before a proposal is brought to the Board for approval, it will have gone through a series of internal approvals, in accordance with the Macquarie Group's risk management framework. Macquarie adopts a conservative approach to risk management which is underpinned by a sound risk culture. Macquarie's robust risk management framework and risk culture are embedded across all Macquarie Group's operations.

To facilitate good decision making, Directors meet as required with documentation circulated in advance. Where relevant this may include diligence on financial impacts, as well as non-financial factors to allow them to fully understand the performance and position of the Company, along with the matters that are to be discussed.

The principal activity of the Company during the year was the provision and management of gas and electricity meters to energy suppliers. Key decisions which the Board met to consider during the year were:

- the approval of the statutory financial statements of the Company;
- the approval of the payment of dividends to the Company's Shareholder; and
- to consider the Company's participation in certain commercial transactions.

(b) Interests of the Company's workforce:

Though the Company itself does not have any direct employees, it does utilise the services of employees employed by the Macquarie Group via a range of internal shared services agreements. The workforce's culture, values, behaviours, performance, and engagement drive how it serves its customers and interacts with suppliers.

Strategic Report
for the financial year ended 31 March 2023 (continued)

Section 172 (1) Statement (continued)

(c) Business relationships with suppliers, customers and others:
The Board is cognisant of the stakeholders of the Company and the importance of strong relationships, coupled with appropriate levels of communication and engagement.

Suppliers: Macquarie Group is committed to ensuring high standards of environmental, social and governance performance across its supply chain. This commitment is driven by our business principles. Macquarie Group has put in place a Supplier Governance Policy to manage the risks associated with suppliers who provide the Macquarie Group with high inherent risk goods or services, and also 'Principles for Suppliers' to help uphold our core values with the aim of having supplier relationships that create long-term and sustainable value for our clients, shareholders and community.

Customers: The Board also recognises that working with its customers to ensure that the Company understands their issues is crucial to the success of the Company. The Macquarie meter asset provision business (of which the Company forms part) has regular meetings at all levels with key customers with whom the business has generally had long-standing relationships. The Company was not required to make material commercial decisions relating to external customers during the year.

Regulators: The Board recognises the importance of having good relationships with the energy regulator (Ofgem) and with UK Government bodies such as DESNZ (Department for Energy Security and Net Zero). This relationship is driven by the Directors across all of the Macquarie Group Meter Asset Provision business entities to ensure a collective approach is taken. The business (of which the Company forms part) has regular meetings with these bodies as well as being a founding member of CMAP (Community of Meter Asset Providers), an industry body set up to provide a single voice for Meter Asset Providers.

(d) Community and the environment:
The Board and Management recognise the importance of sound Environmental, Social and Governance ("ESG") practices as part of their responsibility to clients, shareholders, workforce and the communities in which Macquarie operates.

The Board recognises that failure to manage ESG risks could affect communities, the environment and other external parties, and expose the Macquarie Group to commercial, reputational and regulatory impacts.

Assessing and managing ESG risks and approaches in focus areas which are considered material to our business and stakeholders, such as meter reuse opportunities and environmental considerations in the recycling of metering equipment, is a key business priority for the Company.

(e) Reputation for high standards:
The reputations of the Company and its Directors are fundamental to the long-term success of the Company and significant effort is expended to ensure that performance and processes attain and wherever possible exceed expectations. The Macquarie Group and the Company are committed to maintaining high ethical standards – adhering to laws and regulations, conducting business in a responsible way and treating all stakeholders with honesty and integrity. These principles are further reflected in the Code.

Strategic Report
for the financial year ended 31 March 2023 (continued)

Section 172 (1) Statement (continued)

(f) Need to act fairly as between members of the Company:

The Company is a separate legal entity and is therefore making this statement as such, but in practical terms, the Company is part of a wider group and in addition to promoting the success of the Company as a whole, the duties of the Directors of the Company are exercised in a way that is most likely to promote the success of the Company for the Macquarie Group as a whole, while having regard to factors outlined in section 172(1) Companies Act 2006.

On behalf of the Board,

Neil Denley
Director
21 November 2023

Directors' Report
for the financial year ended 31 March 2023

In accordance with a resolution of the Directors of the Company, the Directors submit herewith the audited financial statements of the Company and report as follows:

Directors and Secretaries

The Directors who each held office as a Director of the Company throughout the year and until the date of this report, unless disclosed otherwise, were:
M Boulkenafet (appointed on 3 October 2023)
N Denley
S Mackie (resigned on 25 August 2023)
T Senior (resigned on 10 February 2023)
P Stokes (appointed on 4 April 2023)

The Secretary who held office as a Secretary of the Company throughout the year and until the date of this report, unless disclosed otherwise, was:
H Everitt

Results

The profit for the financial year ended 31 March 2023 was £6,962,000 (2022: profit of £7,087,000).

Dividends paid or provided for

Interim dividends of £8,500,000 (2022: £5,500,000) were paid during the current financial year. No other dividend has been proposed.

State of affairs

There were no significant changes in the state of affairs of the Company that occurred during the current financial year under review not otherwise disclosed in the Strategic/Directors' Report.

Going concern

The Company has excess of current assets over current liabilities at 31 March 2023 of £1,444,000. The Company continues to be profitable and the Directors expect the current business will continue for the foreseeable future.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future (which has been taken as at least 12 months from the date of approval of the financial statements). This assessment has been aided by the use of profit forecasts which consider the current performance of the Company and overlay future assumptions to forecast results out to future periods and, as a result of this assessment, management concluded that the Company has sufficient resources to meet its liabilities as they fall due for a period not less than 12 months from the date of the approval of the financial statements. No material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern have been identified by the Directors. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Events after the reporting date

On 27 September 2023, an interim dividend of £2,500,000 (£50 per ordinary share) was paid by the Company.

At the date of this report, the Directors are not aware of any other matter or circumstance which has arisen that has significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in the financial years subsequent to 31 March 2023 not otherwise disclosed in this report.

Directors' Report
for the financial year ended 31 March 2023 (continued)

Likely developments, business strategies and prospects

Russia-Ukraine conflict

The risk presented by the Russia-Ukraine conflict is managed by the Company within the framework of the overall strategy and risk management structure of the Macquarie Group.

The continued impact and uncertainty surrounding the Russia-Ukraine conflict have been monitored throughout the year for the Company by RMG. There was no significant direct financial impact and the Company has continued to operate effectively throughout the year.

Global inflation and high interest rates

The Directors have assessed the impact of the high interest rate and high inflationary environment on the Company. The Directors have concluded that these did not have a material impact on the operations of the Company during the current financial year.

The Directors believe that no other significant changes are expected other than those already disclosed in this report and the Strategic Report.

The principal activities, review of operations and the financial risk management objectives and policies of the Company and the exposure of the Company to credit risk, liquidity risk, interest rate risk, foreign exchange risk, operational risk, group risk, conduct risk, regulatory and compliance risk, strategic/business risk, environmental and social risk (including climate change), financial crime risk, technology and cyber risk, reputational risk, tax risk and work health and safety risk are contained within the Strategic Report.

Indemnification and insurance of Directors

As permitted by the Company's Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and also at the date of approval of the financial statements. The ultimate parent purchased and maintained throughout the financial year directors' liability insurance in respect of the Company and its Directors.

Statement of Directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Strategic Report, Directors' 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, 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 year. 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, 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.

Directors' Report
for the financial year ended 31 March 2023 (continued)

Statement of Directors' responsibilities in respect of the financial statements (continued)

The Directors are 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 also 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.

Directors' confirmations

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Independent auditors

Pursuant to section 487(2) of the Companies Act 2006, the auditors of the Company are deemed re-appointed for each financial year unless the Directors or the members of the Company resolve to terminate their appointment. The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and, as at the date of these financial statements, the Directors are not aware of any resolution to terminate the appointment of the auditors.

On behalf of the Board,

Neil Denley
Director
21 November 2023

Financial statements

Profit and loss account
for the financial year ended 31 March 2023

	Notes	2023 £000	2022 £000
Turnover	4	11,501	12,568
Cost of sales	4	(1,853)	(2,418)
Gross profit		9,648	10,150
Administrative expenses	4	(1,335)	(391)
Other operating expenses	4	(1)	(1)
Operating profit		8,312	9,758
Interest receivable and similar income	4	194	6
Interest payable and similar expenses	4	(98)	(219)
Net impairment gains/(losses) on financial assets	4	71	(350)
Profit before taxation	4	8,479	9,195
Tax on profit	5	(1,517)	(2,108)
Profit for the financial year	12	6,962	7,087

The above profit and loss account should be read in conjunction with the accompanying notes on pages 14 to 27, which form an integral part of the financial statements.

Turnover and profit before taxation relate wholly to continuing operations.

There were no other comprehensive income and expenses other than those included in the results above and therefore no separate statement of comprehensive income has been presented.

Capital Meters Limited

Company Number 04800317

Balance Sheet as at 31 March 2023

	Notes	2023 £000	2022 £000
Fixed assets			
Tangible assets	6	4,437	6,001
		4,437	6,001
Current assets			
Debtors	7	3,218	11,321
Cash at bank	8	892	923
		4,110	12,244
Current liabilities			
Creditors: amounts falling due within one year	9	(2,666)	(10,435)
Net current assets		1,444	1,809
Total assets less current liabilities		5,881	7,810
Deferred tax liabilities	10	(1,109)	(1,500)
Net assets		4,772	6,310
Capital and reserves			
Called up share capital	11	50	50
Profit and loss account	12	4,722	6,260
Total Capital and reserves		4,772	6,310

The above balance sheet should be read in conjunction with the accompanying notes on pages 14 to 27, which form an integral part of the financial statements.

The financial statements on pages 11 to 27 were approved for issue by the Board of Directors on 21 November 2023 and were signed on its behalf by:

Neil Denley
Director

Statement of changes in equity
for the financial year ended 31 March 2023

	Notes	Called up share capital £000	Profit and loss account[1] £000	Total capital and reserves £000
Balance as at 1 April 2021		**50**	**4,673**	**4,723**
Profit for the financial year		-	7,087	7,087
Total comprehensive income		-	7,087	7,087
Transactions with equity holders in their capacity as ordinary equity holders:				
Dividends paid	13	-	(5,500)	(5,500)
Balance as at 31 March 2022	12	**50**	**6,260**	**6,310**
Profit for the financial year		-	6,962	6,962
Total comprehensive income		-	6,962	6,962
Transactions with equity holders in their capacity as ordinary equity holders:				
Dividends paid	13	-	(8,500)	(8,500)
Balance as at 31 March 2023	12	**50**	**4,722**	**4,772**

The above statement of changes in equity should be read in conjunction with the accompanying notes on pages 14 to 27, which form an integral part of the financial statements.

[1]The profit and loss account represents accumulated comprehensive income for the year and prior years less dividends paid.

Notes to the financial statements for the financial year ended 31 March 2023

Note 1. Company information

The Company is a private company limited by shares and is incorporated and domiciled in the United Kingdom and registered in England and Wales. The address of its registered office is Ropemaker Place, 28 Ropemaker Street, London EC2Y 9HD, United Kingdom. The Company's principal place of business is Suites 3&4 Warners Mill, Silks Way, Braintree CM7 3GB, United Kingdom.

The principal activity of the Company during the financial year ended 31 March 2023 was the provision and management of gas and electricity meters to energy suppliers.

Note 2. Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ("FRS 101") and have been prepared in accordance with the provisions of the Companies Act 2006.

The financial statements contain information about the Company as an individual company.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the financial years presented, unless otherwise stated.

i) Going concern

As at 31 March 2023, the Company had net assets of £4,772,000 (2022: £6,310,000). The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future (which has been taken as at least 12 months from the date of approval of the financial statements). This assessment has been aided by the use of profit forecasts which consider the current performance of the Company and overlay future assumptions to forecast results out to future periods and, as a result of this assessment, management concluded that the Company has sufficient resources to meet its liabilities as they fall due for a period not less than 12 months from the date of the approval of the financial statements. No material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern have been identified by the Directors. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

ii) Basis of measurement

The financial statements have been prepared in accordance with the Companies Act 2006 and under the historical cost convention.

iii) Disclosure exemptions

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in FRS 101 which addresses the financial reporting requirements and disclosure exemptions in the financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of UK adopted international accounting standards ("IFRS").

In accordance with FRS 101, the Company has availed of an exemption from the following paragraphs of IFRS:

- The requirements of IFRS 7 'Financial Instruments: Disclosures'.
- The requirements of paragraphs 91 to 99 of IFRS 13 'Fair Value Measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers.
- The requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 'Leases'.
- The requirements of paragraphs 38 of International Accounting Standards ("IAS") 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - Paragraph 79(a)(iv) of IAS 1 (reconciliation of shares outstanding).
  - Paragraph 73(e) of IAS 16 'Property, Plant and Equipment'.
- The requirements of paragraphs 10(d), 16, 38B to 38D, 111 and 134 to 136 of IAS 1 'Presentation of Financial Statements' (additional comparatives and capital management disclosures).
- The requirements of IAS 7 'Statement of Cash Flows'.
- The requirements of paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'(disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- The requirements of paragraph 17 and 18A of IAS 24 'Related Party Disclosures' (key management compensation).

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 2. Basis of preparation (continued)

iii) Disclosure exemptions (continued)

- The requirements of IAS 24 to disclose related party transactions entered into between two or more members of a group where both parties to the transaction are wholly owned within the group.
- The requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 'Impairment of Assets'.

iv) Critical accounting estimates and significant judgements

The preparation of the financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the accounting policies. The notes to the financial statements set out areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company and the financial statements such as:

- judgement in the choice of inputs, estimates and assumptions used in the measurement of Expected Credit Losses ("ECL") including the determination of significant increase in credit risk ("SICR"), forecasts of economic conditions and the weightings assigned thereto (Note 3(xiii)).
- estimates in recoverability of tax receivables, deferred tax assets and measurement of current and deferred tax liabilities can require significant judgement, particularly where the recoverability of such tax balances relies on the estimation of future taxable profits and management's determination of the likelihood that uncertain tax positions will be accepted by the relevant taxation authority (Note 3(iii), 5, 9 and 10).
- measurement and assumptions in relation to the recognition of other creditors (Note 9).

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events.

Management believes that the estimates used in preparing this financial report are reasonable. Actual results in the future may differ from those reported and it is therefore reasonably possible, on the basis of existing knowledge, that outcomes within the next financial year that are different from management's assumptions and estimates could require an adjustment to the carrying amounts of the reported assets and liabilities in future reporting years.

v) New Accounting Standards and amendments to Accounting Standards and interpretations that are either effective in the current financial year or have been early adopted

The amendments to existing accounting standards that are effective for the annual reporting year beginning on 1 April 2022 did not result in a material impact to the Company's financial statements.

Note 3. Significant accounting policies

i) Foreign currency translation

Functional and presentation currency

The functional currency of the Company is determined as the currency of the primary economic environment in which the Company operates. The Company's financial statements are presented in 'Pounds Sterling' (£), which is also the Company's functional currency.

Transactions and balances

At initial recognition, a foreign currency transaction is translated into the entity's functional currency using the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of each reporting year:

- foreign currency monetary assets and liabilities are translated using the closing exchange rate
- non-monetary items (including equity) measured in terms of historical cost in a foreign currency remain translated using the spot exchange rate at the date of the transaction, and
- non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date that the fair value was measured.

Foreign exchange gains and losses arising from the settlement or translation of monetary items, or non-monetary items measured at fair value are recognised in other operating expense.

For the detailed policy on *Financial instruments* refer Note 3(iv).

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 3. Significant accounting policies (continued)
ii) Revenue and expense recognition

Turnover

Turnover includes:

• ***Operating lease income***

Operating lease income is recognised on a straight-line basis over the period of the lease, with any rental increases recognised in the period to which they relate. All lease rentals received but unearned under the lease agreements are recorded as deferred income in creditors on the balance sheet until earned.

• ***Other income***

Other income includes revenue from meters that have been removed. The income due in relation to the removal of a meter that is subject to a premature replacement charge from the supplier is accrued at the point of removal.

Other operating expense

Other operating expenses comprises other gains and losses relating to foreign exchange difference.

Net interest income/expense

Interest income and interest expense are recognised using the effective interest rate ("EIR") method for financial assets and financial liabilities carried at amortised cost. The EIR method calculates the amortised cost of a financial instrument at a rate that discounts estimated future cash receipts or payments through the expected life of the financial instrument to the net carrying amount of the financial asset or liability. The calculation of the EIR does not include ECL.

When the estimates of payments or receipts of a financial instrument are subsequently revised, the carrying amount is adjusted to reflect the actual or revised cash flows with the re-measurement recognised as part of interest income (financial assets) or interest expense (financial liabilities).

Interest income on financial assets that are not credit impaired is determined by applying the financial asset's EIR to the financial asset's gross carrying amount. Interest income on financial assets that are subsequently classified as credit impaired (Stage 3), is recognised by applying the EIR to the amortised cost carrying value (being the gross carrying value after deducting the impairment loss).

Interest income and expense on financial assets and liabilities that are classified as FVTPL is accounted for on a contractual rate basis.

Dividends

The interim dividend is recognised when paid, and the final dividend is recognised when approved by the shareholders.

Expenses

Expenses are recognised in the profit and loss account as and when the provision of services is received.

Fee Expense

Management fees and cost recoveries are charged to the Company in respect of services provided by other Macquarie Group entities as per the agreed cost sharing arrangement. Such expenses are recognised under Administrative expenses in the Company's profit and loss account on an accrual basis in accordance with the standard recovery methodology applied by the servicing entity.

iii) Taxation

The balance sheet approach to tax effect accounting has been adopted whereby the income tax expense for the financial year is the tax payable on the current year's taxable income adjusted for changes in deferred tax assets and liabilities attributable to temporary differences between the tax basis of assets and liabilities and their carrying amounts in the financial statements, and unused tax losses.

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 3. Significant accounting policies (continued)

iii) Taxation (continued)

Deferred tax liabilities are recognised when such temporary differences give rise to taxable amounts that are payable in future years. Deferred tax assets and liabilities are recognised at the tax rates expected to apply when the assets are recovered, or the liabilities are settled under enacted or substantively enacted tax law.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Current tax assets and liabilities are offset when there is a legally enforceable right to offset and an intention to either settle on a net basis or realise the asset and settle the liability simultaneously.

The Company exercises judgement in determining whether deferred tax assets, particularly in relation to tax losses, are probable of recovery.

Factors considered include the ability to offset tax losses, the nature of the tax loss, the length of time that tax losses are eligible for carry forward to offset against future taxable profits and whether future taxable profits are expected to be sufficient to allow recovery of deferred tax assets.

The Company undertakes transactions in the ordinary course of business where the income tax treatment requires the exercise of judgement. The Company estimates the amount expected to be paid to/(recovered from) tax authorities based on its understanding and interpretation of the law. Uncertain tax positions are presented as current or deferred tax assets or liabilities with reference to the nature of the underlying uncertainty.

Value-Added Tax (VAT)

Where VAT is not recoverable from tax authorities, it is either capitalised to the balance sheet as part of the cost of the related asset or is recognised as a part of the other operating expenses in the profit and loss account. Where VAT is recoverable from or payable to tax authorities, the amount is recorded as a separate asset or liability in the balance sheet.

iv) Financial instruments

Recognition of financial instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial instrument is initially recognised at fair value and is adjusted for (in the case of instruments not classified at FVTPL) transaction costs that are incremental and directly attributable to the acquisition or issuance of the financial instrument, and fees that are an integral part of the effective interest rate. Transaction costs and fees paid or received relating to financial instruments carried at FVTPL are recorded in the profit and loss account.

The best evidence of a financial instrument's fair value at initial recognition is its transaction price, unless its fair value is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique for which variables include only inputs from observable markets.

Financial instruments arising in multiple transactions are accounted for as a single arrangement if this best reflects the substance of the arrangement. Factors considered in this assessment include whether the financial instruments:

- are entered into at the same time and in contemplation of one another;
- have the same counterparty;
- relate to the same risk;
- there is no apparent economic need or substantive business purpose for structuring the transactions separately that could not also have been accomplished in a single transaction; or
- consideration of whether each of the financial instruments has its own terms and conditions and each may be transferred or settled separately.

Notes to the financial statements for the financial year ended 31 March 2023 (continued)

Note 3. Significant accounting policies (continued)
iv) Financial instruments (continued)

De-recognition of financial instruments

Financial assets

Financial assets are de-recognised from the balance sheet when:

- the contractual rights to cash flows have expired; or
- the Company has transferred the financial asset such that it has transferred substantially all the risks and rewards of ownership of the financial asset.

A financial asset is transferred if, and only if, the Company:

i) transfers the contractual rights to receive the cash flows of the financial asset, or

ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement where the Company is:

- not obligated to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset;
- prohibited from selling or pledging the original asset other than as security to the eventual recipients; and
- obligated to remit any cash flows it collects on behalf of the eventual recipients without material delay.

In transactions where the Company neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset, the asset is de-recognised if control over the asset is lost. Any interest in the transferred and de-recognised financial asset that is created or retained by the Company is recognised as a separate asset or liability.

In transfers where control over the asset is retained, the Company continues to recognise the asset to the extent of its continuing involvement as determined by the extent to which it is exposed to changes in the value of the transferred asset.

Financial liabilities

Financial liabilities are derecognised from the balance sheet when the Company's obligation has been discharged, cancelled or has expired.

Classification and subsequent measurement

Financial assets

Financial assets are classified based on the business model within which the asset is held and on the basis of the financial asset's contractual cash flow characteristics.

Business model assessment

The Company uses judgement in determining the business model at the level that reflects how groups of financial assets are managed and its intention with respect to its financial assets. In determining the business model, all relevant evidence that is available at the date of the assessment is used including:

(i) how the performance of the financial assets held within that business model is evaluated and reported to the Macquarie Group's senior management personnel and senior executives;

(ii) the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and

(iii) how managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

Solely payment of principal and interest ("SPPI")

The contractual cash flows of a financial asset are assessed to determine whether these represent SPPI on the principal amount outstanding consistent with a basic lending arrangement. This includes an assessment of whether cash flows primarily reflect consideration for the time value of money, and credit risk of the principal outstanding. Interest may also include consideration for other basic lending risks and costs.

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 3. Significant accounting policies (continued)
iv) Financial instruments (continued)

Amortised cost

A financial asset is subsequently measured at amortised cost using the EIR method where:

(i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;

(ii) the contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI requirements; and

(iii) the financial asset has not been classified as designated as fair value through profit or loss ("DFVTPL").

Interest income determined in accordance with the EIR method is recognised as part of interest and similar income.

Fair value through profit or loss ("FVTPL")

Financial assets that do not meet the criteria to be measured at amortised cost are subsequently measured at FVTPL.

For the purposes of the Company's financial statements, the FVTPL classification consists of the following:

- financial assets that are held for active trading ("HFT"), which are measured at FVTPL. This classification includes all derivative financial assets, except those that are designated as hedging instruments in qualifying hedge relationships and are classified as FVPTL;
- financial assets in a business model whose objective is achieved by managing the financial assets on a fair value basis in order to realise gains and losses as opposed to a business model in which the objective is to collect contractual cash flows (FVTPL);
- financial assets that fail the SPPI test (FVTPL); and
- financial assets that have been designated to be measured at fair value through profit or loss to eliminate or significantly reduce an accounting mismatch (DFVTPL).

Equity financial assets that are not held for active trading are measured at FVTPL. Subsequent changes in fair value are recognised as investment income within other operating income/expenses.

Subsequent changes in the fair value of debt financial assets are measured at FVTPL are presented as follows:

- Changes in the fair value of financial assets that are classified as HFT and financial assets managed on a fair value basis are recognised in net trading income;
- Changes in the fair value of debt financial investments and loans to associates and joint ventures that fail SPPI are recognised in investment income as part of other operating income/expenses;
- Changes in the fair value of all other FVTPL and DFVTPL financial assets are recognised as part of other income and loss within other operating income/expenses.

Where applicable, the interest component of financial assets is recognised as interest and similar income.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount reported on the balance sheet, when there is a current legally enforceable right to offset the amounts and either there is an intention to settle on a net basis or realise the financial asset and settle the financial liability simultaneously.

v) Loans to group undertakings

Loans and receivables includes loan assets held at amortised cost and amounts due from related entities, which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

vi) Cash at bank

Cash at bank includes bank balances only.

Notes to the financial statements for the financial year ended 31 March 2023 (continued)

Note 3. Significant accounting policies (continued)

vii) *Debtors*

Debtors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

viii) Tangible assets

Tangible assets are stated at historical cost (which includes, where applicable, directly attributable borrowing costs and expenditure directly attributable to the acquisition of the asset) less, accumulated depreciation and, where applicable accumulated impairment losses.

Tangible assets include assets leased out under operating leases.

Depreciation is the process to allocate the difference between cost and residual values over the estimated useful life. Depreciation is calculated on a straight-line basis for all assets as follows:

Meters: The useful lives of meters being leased under long term contracts are between 10 and 20 years. Following some changes to the Smart Meter Mandate during the year, the useful lives of meters being leased under standard terms and conditions contracts has been reviewed and updated from December 2023 to December 2025, this continues to be under review subsequent to the year end.

Useful lives, residual values and depreciation methods are reviewed annually and reassessed in light of commercial and technological developments. Gains and losses on disposal are determined by comparing the proceeds with the asset's carrying amount and are recognised in the profit and loss account.

The depreciation charge is recognised as part of cost of sales.

ix) Inventory

The net book value of removed meters is classified to inventory and immediately written off to the profit and loss account due to the meters having no further economic value.

x) Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

xi) Provisions and contingent liabilities

Provisions are recognised when it is probable that an outflow of economic benefits will be required to settle a present legal or constructive obligation that has arisen as a result of past events and for which a reliable estimate can be made. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation.

Contingent liabilities are either possible obligations whose existence will be confirmed only by uncertain future events, or they are present obligations where a transfer of economic resources is not probable or cannot be reliably measured. Contingent liabilities are not recognised on the balance sheet but are disclosed unless an outflow of economic resources is remote.

xii) Due to/from related entities

Transactions between the Company and related entities principally arise from the provision of lending arrangements and acceptance of funds on deposit, intercompany services and transactions and the provision of financial guarantees, and are accounted for in accordance with Note 3(ii) *Revenue and expense recognition,* Note 3(iv) *Financial Instruments* and Note 3(v) *Loans to group undertakings*. Financial assets and financial liabilities are presented net where the offsetting requirements are met, such that the net amount is reported in the balance sheet.

Notes to the financial statements for the financial year ended 31 March 2023 (continued)

Note 3. Significant accounting policies (continued)

xiii) Impairment

Expected credit losses ("ECL")

The ECL requirements apply to financial assets measured at amortised cost and FVOCI, lease receivables, amounts receivable from contracts with customers, loan commitments, certain letters of credit and financial guarantee contracts issued that are not DFVTPL. The Company applies a three-stage approach to measuring the ECL based on changes in the financial asset's underlying credit risk and includes forward-looking information ("FLI").

The calculation of ECL requires judgement and the choice of inputs, estimates and assumptions. Outcomes within the next financial year that are different from management's assumptions and estimates could result in changes to the timing and amount of ECL to be recognised.

The ECL is determined with reference to the following stages:

(i) Stage 1 – 12 month ECL

At initial recognition, and for financial assets for which there has not been a significant increase in credit risk ("SICR") since initial recognition, ECL is determined based on the probability of default ("PD") over the next 12 months and the lifetime losses associated with such PD, adjusted for FLI. Stage 1 also includes financial assets where the credit risk has improved and has been reclassified from stage 2.

(ii) Stage 2 – Lifetime ECL not credit-impaired

When there has been a SICR since initial recognition, the ECL is determined with reference to the financial asset's lifetime PD and the lifetime losses associated with that PD, adjusted for FLI. The Company exercises judgement in determining whether there has been a SICR since initial recognition based on qualitative, quantitative, and reasonable and supportable information that includes FLI.

Use of alternative criteria could result in significant changes to the timing and amount of ECL to be recognised. Lifetime ECL is generally determined based upon the contractual maturity adjusted, where appropriate, for prepayments, extension, call and similar options, of the financial asset. For revolving facilities, the Company exercises judgement based on the behavioural, rather than contractual characteristics of the facility type. Stage 2 may include financial assets where the credit risk has improved and has been reclassified from stage 3.

(iii) Stage 3 – Lifetime ECL credit-impaired

Financial assets are classified as stage 3 where they are determined to be credit impaired, which generally matches the definition of default. This includes exposures that are at least 90 days past due and where the obligor is unlikely to pay without recourse against available collateral.

The ECL for credit impaired financial assets is generally measured as the difference between the contractual and expected cash flows from the individual exposure, discounted using the EIR for that exposure. For credit-impaired exposures that are modelled collectively for portfolios of exposure, ECL is measured as the product of the lifetime PD, the loss given default ("LGD") and the exposure at default ("EAD"), adjusted for FLI.

Presentation of loss allowances

The ECL allowances are presented in the balance sheet as follows:

- loan assets, 'Amounts due from other Macquarie group entities, loans to associates and joint ventures measured at amortised cost – as a deduction to the gross carrying amount
- loan assets, loans to associates and joint ventures, and debt financial investments measured at FVOCI – as a reduction in FVOCI reserve within equity. The carrying amount of the asset is not adjusted as it is recognised at fair value
- lease receivables, contract receivables and other assets measured at amortised cost – as a deduction to the gross carrying amount
- undrawn credit commitments and financial guarantees (not measured at FVTPL) – as a provision included in other liabilities.

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 3. Significant accounting policies (continued)
xiii) Impairment (continued)

Presentation of loss allowances (continued)
When the Company concludes that there is no reasonable expectation of recovering cash flows from the financial asset, and all possible collateral has been realised, the financial asset is written off, either partially or in full, against the related provision. Recoveries of loans previously written off are recorded based on the cash received.

Impairment of tangible assets
For meters an assessment is made at each reporting date for indications of impairment.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). A reversal is recognised only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised for the asset in prior years.

Impairment losses are recognised in other impairment charges as part of other operating income/expenses for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

xiv) Leases

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. At inception, or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component unless an election is made to account for the lease and non-lease components as a single lease component.

Accounting where the Company is a lessor
Leases where the lessee has substantially all the risks and rewards incidental to ownership of the leased assets are classified as finance leases. All other leases are classified as operating leases.

Finance lease
Where finance leases are granted to third parties, the present value of the minimum lease payments plus an estimate of the value of any unguaranteed residual value is recognised as a receivable.

The difference between the gross receivable and the present value of the receivable is unearned interest income. Lease receipts are discounted using the interest rate implicit in the lease. Interest income is recognised over the term of the lease using the EIR method, which reflects a constant rate of return. Finance lease income is presented within interest and similar income in the profit and loss account.

Operating lease
Where the Company is the lessor under an operating lease, the underlying asset is carried at cost and depreciated over its useful life in accordance with the rates specified in Note 3 (viii) *Tangible assets*. Operating lease income is recognised on a straight-line basis over the period of the lease unless another systematic basis is more appropriate. Assets leased out under operating leases are included in *Tangible assets*.

xv) Called up share capital

Ordinary shares and other similar instruments are classified as equity.

xvi) Rounding of amounts

All amounts in the Strategic Report, Directors' Report and Financial Statements have been rounded off to the nearest thousand pound sterling (£000) unless otherwise indicated.

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 4. Profit before taxation

Profit before taxation is stated after (charging)/crediting:	2023 £000	2022 £000
Turnover by category:		
Operating lease income	9,677	10,720
Other income	1,824	1,848
Total turnover	11,501	12,568
Cost of sales		
Depreciation charges - tangible assets	(1,210)	(1,506)
Inventory recognised as an expense	(346)	(508)
Other cost of sales	(297)	(404)
Total cost of sales	(1,853)	(2,418)
Administrative expenses		
Professional fees	(135)	-
Service fees paid to Macquarie Group undertakings	(1,185)	(448)
Auditors' remuneration		
- Fees payable to the Company's auditors for the audit of the Company	(15)	14
Other administrative expenses	(0)	43
Total administrative expenses	(1,335)	(391)
Interest		
Interest receivable and similar income from:		
Other Macquarie Group undertakings	174	6
Unrelated parties	20	-
Total interest receivable and similar income	194	6
Interest payable and similar expenses to:		
Other Macquarie Group undertakings	(98)	(219)
Total interest payable and similar expenses	(98)	(219)
Other operating expenses		
Foreign exchange losses	(1)	(1)
Total other operating expenses	(1)	(1)
Net impairment gains/(losses) on financial assets		
Credit impairment reversals/(charges)		
Debtors	71	(350)
Total net impairment gains/(losses) on financial assets	71	(350)

The Company had no employees during the current and previous financial year.

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 5. Tax on profit

i) Tax expense included in profit:

	2023 £000	2022 £000
Current tax		
UK corporation tax at 19% (2022: 19%)	**1,908**	2,132
Total current tax	**1,908**	2,132
Deferred tax		
Origination and reversal of temporary differences	**(297)**	(385)
Effect of changes in tax rates	**(94)**	361
Total deferred tax	**(391)**	(24)
Tax on profit	1,517	2,108

ii) Reconciliation of effective tax rate

The income tax expense for the year is lower (2022: higher) than the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below:

	2023 £000	2022 £000
Profit before taxation	**8,479**	9,195
Current tax charge at 19% (2022: 19%)	**1,611**	1,747
Effect of:		
Effect of rate change	**(94)**	361
Total tax on profit	**1,517**	2,108

The UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

Notes to the financial statements for the financial year ended 31 March 2023 (continued)

Note 6. Tangible assets

	Meters £000	Total £000
Cost		
At 1 April 2022	42,126	42,126
Transfer to inventory	(4,296)	(4,296)
At 31 March 2023	37,830	37,830
Accumulated depreciation		
At 1 April 2022	36,125	36,125
Charge for the year	1,210	1,210
Transfer to inventory	(3,942)	(3,942)
At 31 March 2023	33,393	33,393
Carrying value		
At 31 March 2023	4,437	4,437
At 31 March 2022	6,001	6,001

Assets with a cost of £37,830,000 (31 March 2022: £42,126,000) and a net book value of £4,437,000 (31 March 2022: £6,001,000) are held for use in operating lease arrangements. The future minimum lease payments under these leases is deemed to be one day's rental due to the ability of individual households, where the meters are located, to churn to a different energy supplier.

The majority of the above amounts have expected useful lives longer than 12 months after the balance date.

Note 7. Debtors

	2023 £000	2022 £000
Trade debtors	905	1,032
Income tax receivables	-	1,146
Amounts owed by other Macquarie Group undertakings[1]	1,403	7,952
Prepayments and accrued income	910	1,191
Total debtors	3,218	11,321

[1]Amounts owed by other Macquarie Group undertakings are unsecured and have no fixed date of repayment.

At the reporting date, amounts owed by other Macquarie Group undertakings has ECL allowance of £nil (2022: £nil) which is net presented against the gross carrying amount.

Note 8. Cash at bank

	2023 £000	2022 £000
Cash at bank	892	923
Total cash at bank	892	923

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 9. Creditors: amounts falling due within one year

	2023 £000	2022 £000
Trade creditors	35	85
VAT payable	134	323
Taxation	1,908	-
Amounts owed to other Macquarie Group undertakings[1]	59	9,412
Accruals	45	15
Other creditors	485	600
Total creditors: amounts falling due within one year	2,666	10,435

[1]Amounts owed to other Macquarie Group undertakings are unsecured and have no fixed date of repayment.

Note 10. Deferred tax liabilities

Deferred tax liabilities	**Tangible assets £000**	**Total £000**
Balance as at 1 April 2021	(1,525)	(1,525)
Deferred tax charged to profit and loss account for the year	25	25
Balance as at 31 March 2022	(1,500)	(1,500)
Deferred tax charged to profit and loss account for the year	391	391
Balance as at 31 March 2023	(1,109)	(1,109)

The above amounts are expected to be recovered after 12 months of the balance date by the Company.

In applying judgement in recognising deferred tax assets, management has assessed all available information, including future business profit projections. Management's assessment of the likely availability of future taxable profits against which to recover deferred tax assets is based on the most recent financial forecasts approved by management, takes into consideration the reversal of existing taxable temporary differences and past business performance.

Note 11. Called up share capital

	2023 Number of shares	2022 Number of shares	2023 £000	2022 £000
Called up share capital				
Opening balance of fully paid ordinary shares at £1 per share	50,000	50,000	50	50
Closing balance of fully paid ordinary shares at £1 per share	50,000	50,000	50	50

Note 12. Profit and loss account

	2023 £000	2022 £000
Profit and loss account		
Balance at the beginning of the financial year	6,260	4,673
Profit for the financial year	6,962	7,087
Dividends paid on ordinary share capital (Note 13)	(8,500)	(5,500)
Balance at the end of the financial year	4,722	6,260

Note 13. Dividends paid or provided for

Dividends paid	2023 £000	2022 £000
Ordinary share capital		
- Interim dividend paid (2023: £170 per share (2022 : £110 per share))	8,500	5,500
Total dividends paid (Note 12)	8,500	5,500

Notes to the financial statements
for the financial year ended 31 March 2023 (continued)

Note 14. Related party information
As 100% of the voting rights of the Company are controlled within the group headed by MGL, incorporated in Australia, the Company has taken advantage of the exemption contained in FRS 101 and has therefore not disclosed transactions or balances with entities which are 100% controlled by the Macquarie Group. The consolidated financial statements of MGL, within which the Company is included, can be obtained from the address given in Note 17.

The Master Loan Agreement (the "MLA") governs the funding arrangements between various subsidiaries and related body corporate entities which are under the common control of MGL and have acceded to the MLA. The Tripartite Outsourcing Major Services Agreement ("TOMSA") governs the provision of intra-group services between subsidiaries and related body corporate entities other than certain excluded entities.

Relationships with an entity which is not a party to the MLA have been presented on a gross basis.

The Company does not have any related party transactions or balances other than those with entities which form part of the Macquarie Group as mentioned above. All transactions with related entities were made on normal commercial terms and conditions and at market rates except where indicated.

Note 15. Directors' remuneration
During the financial years ended 31 March 2023 and 31 March 2022, all Directors were employed by and received all emoluments from other Macquarie Group undertakings. The Directors perform Directors' duties for multiple entities in the Macquarie Group, as well as their employment duties within Macquarie Group businesses. Consequently, allocating their employment compensation accurately across all these duties would not be meaningful.

Note 16. Contingent liabilities and commitments
The Company has no contingent liabilities or commitments which are individually material or a category of contingent liabilities or commitments which are material.

Note 17. Ultimate parent undertaking
As at 31 March 2023, the immediate parent undertaking of the Company is Macquarie Investments 1 Limited.

The ultimate parent undertaking and controlling party of the Company is MGL. The largest group to consolidate these financial statements is MGL, a company incorporated in Australia. The smallest group to consolidate these financial statements is Macquarie Bank Limited ("MBL"), a company incorporated in Australia. Copies of the consolidated financial statements for MGL and MBL can be obtained from the Company Secretary, Level 6, 50 Martin Place, Sydney, New South Wales, 2000 Australia.

Note 18. Events after the reporting date
On 27 September 2023, an interim dividend of £2,500,000 (£50 per ordinary share) was paid by the Company.

There were no other material events subsequent to 31 March 2023 and up until the authorisation of the financial statements for issue, that have not been reflected in the financial statements.

Independent auditors' report to the members of Capital Meters Limited

Report on the audit of the financial statements

Opinion

In our opinion, Capital Meters Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Strategic Report, Directors' Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 March 2023; the profit and loss account and statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 March 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to misstatement of financial information via inappropriate journal entries and/or management bias in key accounting estimates. Audit procedures performed by the engagement team included:

- testing of taxation related balances and disclosures including review of any correspondence with HM Revenue & Customs;
- review of meeting minutes from the year and up to the date of approval of the financial statements;
- enquiries with management in regards to any litigation and claims, and a review of legal expenses to identify any such undisclosed issues;
- testing of journals to supporting documentation to identify any inappropriate adjustments; and
- testing the appropriateness of the key estimates made by management to identify any deliberate misstatements in the financial statements.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Andy Grimbly (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cambridge
21 November 2023