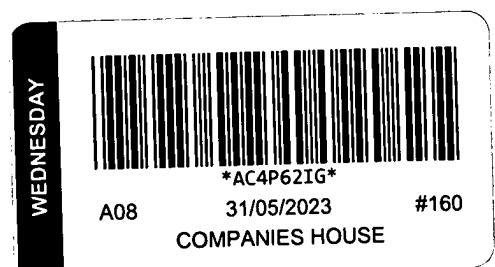


Registered number: 06273020

EQUITIX INVESTMENT MANAGEMENT LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



EQUITIX INVESTMENT MANAGEMENT LTD

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EQUITIX INVESTMENT MANAGEMENT LTD

COMPANY INFORMATION

Directors H B Crossley
G A Jackson (resigned 15 August 2022)
S L Jones
A P Bhuwania
S A Cote
F Boshell

Company secretary P S Roughton

Registered number 06273020

Registered office 3rd Floor
South Building
200 Aldersgate Street
London
EC1A 4HD

Independent auditor KPMG LLP
Chartered Accountants
15 Canada Square
London
E14 5GL

Bankers Royal Bank of Scotland International
280 Bishopsgate
London
EC2M 4RB

EQUITIX INVESTMENT MANAGEMENT LTD

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

This report highlights and explains the strategic issues for the Company.

THE BUSINESS MODEL

The Company is authorised by the Financial Conduct Authority. The Company's primary business activity is acting as the investment manager for the following;

Equitix European Infrastructure I SCSP	Equitix MA 12 LP
Equitix Fund I LP	Equitix MA 13 LP
Equitix Fund II LP	Equitix MA 14 LP
Equitix Fund III LP	Equitix MA 15 LP
Equitix Fund IV LP	Equitix MA 16 LP
Equitix MA I LP	Equitix MA 17 LP
Equitix MA 2 LP	Equitix MA North LP
Equitix M25 Access LP	Equitix MA 18 LP
Equitix MA 4 LP	Equitix MA 19 LP
Equitix MA 4 Japan LP	Equitix MA 20 LP
Equitix Fund V LP	Equitix MA 21 LP
Equitix MA 5 LP	Equitix MA 22 LP
Equitix V Primary Infrastructure LP	Equitix MA 23 LP
Equitix Fund VI LP	Equitix MA Spring LP
Equitix MA 6 LP	Equitix VI Primary Infrastructure LP
Equitix MA 7 LP	Equitix MA 24 LP
Equitix MA 8 LP	Equitix MA 25 LP
Equitix MA 9 LP	Equitix MA 26 LP
Equitix MA 10 LP	Equitix MA Thor LP
Equitix MA 11 LP	

Collectively known as the "Funds", unregulated collective investment schemes focusing on primary and secondary infrastructure investments. Under the terms of the Limited Partnership Agreements with each of the Funds, the Company selects and recommends appropriate investments that compliment the portfolio of each of the Funds.

The Company evaluates each possible investment via an investment committee comprising suitably qualified specialists to ensure that only opportunities that will meet the return requirements of all fund investors are selected.

The Company's other primary business activity is acting as the investment manager of Equitix Energy Saving Investments LP and Equitix Energy Efficiency Fund LP (the "Green Funds"), unregulated collective investment schemes focused on equity funded energy efficiency initiatives including any and all projects that invest in green energy and energy efficient projects.

Under the terms of each Green Fund's Limited Partnership Agreement, the Company selects primary market projects for investment.

The Green Funds appoint an independent chair to oversee the investment committee. The investment committee's responsibility is to analyse each investment to filter only the highest quality opportunities.

EQUITIX INVESTMENT MANAGEMENT LTD

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

BUSINESS OBJECTIVES AND STRATEGY

The Company remains closely engaged with Equitix Limited and Equitix Infrastructure Investments Limited, fellow group undertakings, to ensure that it understands all primary market projects and can make coherent proposals to the Funds in order to maintain a well balanced and profitable portfolio on behalf of the Funds.

The Company constantly monitors the secondary market to evaluate each opportunity and make investment proposals to the Funds for those projects that the Company believes will fit well in the portfolio of the Funds and the Green Funds.

REVIEW OF THE BUSINESS AND KEY PERFORMANCE INDICATORS

The key elements to the Company's strategies are listed below:

- raise investment capital for new Funds;
- achievement of sustainable long-term investment growth for Funds under the Company's management;
- maintain sustainable investment returns for Funds under the Company's management;
- identify, develop and manage a sustainable and attractive investment pipeline for all Funds;
- make targeted investments in suitable secondary market acquisitions creating well balanced portfolio growth; and
- delivery of strict rate of return criteria.

During the year the Company raised over £2.1bn (2021 - £1.3bn) for all unregulated collective investment schemes for which the Company is the Manager.

During the year, the Company recommended the investment in over £2.4bn (2021 - £1.5bn) of capital across the Funds.

The portfolio valuations for the Funds show a well balanced, diversified and sustainable set of investments. The Company's assets under management are performing well. This is demonstrated by the valuations and distribution performance along with investment forecasts demonstrate a long term, sustainable investment return in line with investment targets. The Company continues to further seek opportunities for investment on behalf of the Funds and the Green Funds.

For reasons listed above, the Directors believe the Company has satisfied all key performance indicators set during the year.

EQUITIX INVESTMENT MANAGEMENT LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

BUSINESS RISK AND UNCERTAINTY

There are a number of potential risks and uncertainties, which could result in a material impact on the Company's long-term performance and cause results to differ materially from expected and historical results.

The Company's risk management policies and procedures are discussed below:

Issue	Risk	Mitigation
Investment	The Company may recommend the acquisition of a secondary market opportunity that does not perform to plan and does not produce the rate of return inherent in the acquisition price.	The Company employs the use of external experts combined with internal challenge, to perform rigorous due diligence checks on all opportunities before agreeing to recommend as investments. All investment decisions are passed by a majority vote from the investments committee, which is populated by appropriately qualified investment professionals.
Compliance	The Company may fail to meet obligations handed down by the Financial Conduct Authority (UK) and as a result lose its licence to operate as an investment manager.	The Directors are all regulated individuals and regularly update personal training plans to ensure awareness of all compliance requirements. The Company employs a Compliance Officer appropriately qualified in regulatory matters to provide advice on the optimal regulatory environment for the Company.
Financial	The Company may fall into financial and liquidity difficulty.	The Company deals with Fund investors only, the investors in which are all screened to ensure their creditworthiness and capacity for investment. The Company only borrows from Equitix Finance Limited, a fellow group undertaking, at no interest and thus reduces its exposure to interest movements.

Given the resources available, the Directors have formed the judgement that the Company is well positioned to mitigate the majority of risks that could have a potentially material impact on the primary business activities and key objectives.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors of the Company have considered the fact that UK businesses are currently facing uncertainties such as the consequences of Brexit, environmental sustainability and geopolitical events such as the Russian invasion of Ukraine. These uncertainties have contributed to an environment where there exists a range of issues and risks, including inflation, rising interest rates, labour shortages, disrupted supply chains and new ways of working when preparing these financial statements. In addition, whilst 2023 has seen instability in the banking sector prompting some central banks to take supportive action, this market turbulence has not impacted the Company's own cash balances. Refer to Note 2 Accounting Policies.

Market risk

The Company's activities expose it partially to certain market risks from infrastructure projects that affect investor returns for the Funds under the Company's management.

The Company mitigates this risk by assessing the impact of these strategies on each investment before it is acquired by the Funds, ensuring that the minimum return that can be made on each investment satisfies the investment needs of the Fund investors.

The Company is also partially exposed to market risks including a lack of suitable deal flow generated by primary projects coming to market in the UK and Europe.

EQUITIX INVESTMENT MANAGEMENT LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

The Company mitigates this risk by constantly maintaining awareness of alternative markets including non-government supported infrastructure and non-UK investment opportunities. These new markets are assessed carefully by the Company to ensure that a shift in the market focus of the Funds still satisfies the needs of Fund investors.

Interest rate risk management

The Company is not directly exposed to interest rate risk. Intercompany loans with fellow subsidiary companies do not attract any interest, have no fixed date of repayment, and are callable on demand.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral as a means of mitigating the risk of financial loss from defaults.

The Company primarily transacts with unregulated collective investment schemes, and is authorised and regulated by the FCA (UK). Rigorous testing is performed on every new investor to the Fund to limit the risk of counterparty default in respect of investments that the Company offers to the funds currently under its management. The Company also limits its receivables to these fund counterparties to mitigate the risk of counterparty default resulting in financial loss to the Company.

Investment management fees are charged either semi-annually or quarterly in advance based on the value of drawdown invested funds, this income is typically received within 10 business days of the Company, acting as Manager, issuing a payment request notice to all fund partners.

Liquidity risk

The Company adopts a prudent approach to liquidity management and maintains sufficient cash reserves to meet its obligations. The revenue derived from the funds managed by the Company is sustainable and underpinned by individual Limited Partnership Agreements with all material risk managed and mitigated. The Company is regulated by the Financial Conduct Authority and is required to maintain and monitor liquid resources to meet regulatory capital requirements.

FUTURE DEVELOPMENT

The Company will continue to evaluate and select high quality investment assets for the Funds including identifying pre-emption opportunities for existing investments. Two key performance indicators for the coming year is the amount of capital raised for future Equitix funds and the level of investments recommended and executed. The Company will continue to evaluate a wide variety of infrastructure opportunities as well as alternative sectors with similar investment characteristics.

The Company has considered its disclosures in relation to Streamlined Energy and Carbon Reporting (SECR). The Company is considered a low energy user, falling within the 40 MWh threshold. It is not required to make detailed disclosures in its Financial Statements of energy and carbon information.

EQUITIX INVESTMENT MANAGEMENT LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

FUTURE DEVELOPMENT (continued)

Statement by the Directors in performance of their statutory duties in accordance with s172(1) Companies Act 2006

The Directors of the Company, as those of all UK Companies, must act in accordance with a set of general duties which are detailed in section 172 (1) (a) to (f) of the Companies Act 2006.

The following paragraphs summarise how the Directors' fulfil their duties:

Risk Management

The Company is a regulated manager for a number of core infrastructure funds and managed accounts. As the Equitix business grows, so the risk and regulatory environment becomes more complex. Throughout the year the Company has ensured that all critical decisions in relation to its managed funds are routed through the appropriate governing body (for example the Investment Committee), and that its regulatory status is continually monitored to ensure continued compliance.

Our People

The Company has no direct employees, instead carrying out its duties in partnership with staff employed by fellow subsidiary undertakings.

Business Relationships

The Company is an integral part of the Equitix group ("Equitix" or the "Group") which places immense importance on creating and maintaining strong client relationships and the success of this focus can be seen in the growth in size, geographical reach and assets under management. The Group has established a strong reputation as a leading developer, trusted partner and operator in the infrastructure industry. The Group has dedicated team functions that develop and maintain relationships with key investors and maintain continuous dialogue with them.

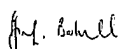
Community and Environment

The Group believes that environmental, social and governance (ESG) criteria materially affect the value of portfolio companies. Robust governance, combined with the active management of environmental and social responsibilities enables the reduction of risk and the creation of lasting value. For this reason, ESG objectives and initiatives form an essential part of the Equitix investment process and they are consolidated into its investment papers. Our aim is to provide value for money and generate growth in local economies by maximising local investment, creating improved community services and better reporting for our investors.

Shareholders

The Company is a wholly owned subsidiary of Equitix 2020 Security Ltd, whose ultimate parent is majority owned by one shareholder, a diversified alternative asset management business, with the remaining equity owned by the Equitix management team. There is continual engagement with the parent shareholder on the strategy and objectives of the Company.

This report was approved by the board and signed on its behalf.



Ffion Boshell
Director

Date: 25/04/2023

EQUITIX INVESTMENT MANAGEMENT LTD

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the financial statements for the year ended 31 December 2022.

DIRECTORS

The Directors who served during the year are shown on page 1.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £34,573,714 (2021 - £18,976,823).

The Directors paid a dividend during the year of £10,500,000 (2021 - £14,500,000)

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and market position are set out in the Strategic Report on pages 2 to 6. The financial position of the Company, its cash flows, liquidity position and borrowings are described by the Directors in the notes to these financial statements on pages 17 to 24. Included within this section is a brief description of the Company's objectives, capital management policies and financial risk management.

The Company's forecasts and projections, taking account of reasonably possible changes in performance, show that the Company should be able to operate within the level of its current available resources including support from other Group undertakings.

As a consequence, the Directors believe the Company is well placed to manage its risks successfully despite any current uncertainties and the economic outlook.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least a year. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

FUTURE DEVELOPMENTS

The Directors of the Company are not aware of any circumstances in which the principal activity of the Company would cease or alter. For further explanation please refer to the strategic report.

AUDITOR

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

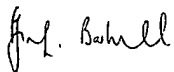
This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

EQUITIX INVESTMENT MANAGEMENT LTD

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

This report was approved by the board and signed on its behalf.



Ffion Boshell
Director

Date: 25/04/2023

EQUITIX INVESTMENT MANAGEMENT LTD

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT,
DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX INVESTMENT MANAGEMENT LTD

Opinion

We have audited the financial statements of Equitix Investment Management Ltd ("the Company") for the year ended 31 December 2022 which comprise the statement of total comprehensive income, balance sheet, the statement of changes in equity and related notes, including the accounting policies in note 2.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX INVESTMENT MANAGEMENT LTD

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of management, and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud;
- Reading minutes of meetings of the Board of Directors; and
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular:

- the risk that management may be in a position to make inappropriate accounting entries; and
- the risk of bias in accounting estimates and judgements such as provision for impairment.

On this audit we do not believe there is a fraud risk related to revenue recognition because the calculation revenue is non-judgemental and straightforward, with limited opportunity for manipulation. We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts, post-closing journal entries and other high risk journals criteria used.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience through discussion with the management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX INVESTMENT MANAGEMENT LTD

Fraud and breaches of laws and regulations – ability to detect (continued)

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations (continued)

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: anti-bribery, money laundering, GDPR compliance, market abuse regulations and financial services regulations including Client Assets, and specific arrears of regulatory capital and liquidity, and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Other information

The directors are responsible for the other information, which comprises the strategic report and the directors' report. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the other information;
- in our opinion the information given in the strategic report and the directors' report for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX INVESTMENT MANAGEMENT LTD

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 9, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

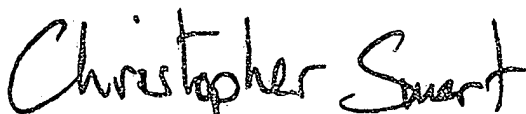
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Christopher Smart (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 5GL

Date: 26 April 2023

EQUITIX INVESTMENT MANAGEMENT LTD

**STATEMENT OF TOTAL COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £	2021 £
Turnover	4	78,627,655	55,800,947
Gross profit		<u>78,627,655</u>	<u>55,800,947</u>
Administrative expenses	5	(39,663,259)	(32,335,333)
Operating profit		<u>38,964,396</u>	<u>23,465,614</u>
Interest payable	7	(36,902)	(36,042)
Profit before tax		<u>38,927,494</u>	<u>23,429,572</u>
Tax on profit	8	(4,353,780)	(4,452,749)
Profit after tax		<u>34,573,714</u>	<u>18,976,823</u>
Other comprehensive income		-	-
Total comprehensive income for the year		<u>34,573,714</u>	<u>18,976,823</u>

All items in the profit and loss account relate to continuing operations.

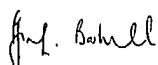
The notes on pages 17 to 24 form part of these financial statements.

EQUITIX INVESTMENT MANAGEMENT LTD
REGISTERED NUMBER: 06273020

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Intangible assets	10	1,544,680	1,893,197
		<u>1,544,680</u>	<u>1,893,197</u>
Current assets			
Debtors: amounts falling due within one year	9	63,003,012	36,614,923
Cash at bank and in hand		6,534,078	6,707,976
		<u>69,537,090</u>	<u>43,322,899</u>
Creditors: amounts falling due within one year	11	(35,887,988)	(34,308,378)
Net current assets		<u>33,649,102</u>	<u>9,014,521</u>
Total assets less current liabilities		<u>35,193,782</u>	<u>10,907,718</u>
Creditors: amounts falling due after more than one year	11	(338,624)	(126,274)
Net assets		<u><u>34,855,158</u></u>	<u><u>10,781,444</u></u>
Capital and reserves			
Called up share capital	12	10,000	10,000
Profit and loss account		34,845,158	10,771,444
		<u><u>34,855,158</u></u>	<u><u>10,781,444</u></u>

The financial statements of Equitix Investment Management Ltd, registered number 06273020, were approved by the Board of Directors and were signed on its behalf by:



Ffion Boshell
Director

Date: 25/04/2023

The notes on pages 17 to 24 form part of these financial statements.

EQUITIX INVESTMENT MANAGEMENT LTD

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2021	10,000	6,294,621	6,304,621
Comprehensive income for the financial year			
Profit for the financial year	-	18,976,823	18,976,823
Dividends: Paid	-	(14,500,000)	(14,500,000)
At 1 January 2022	10,000	10,771,444	10,781,444
Comprehensive income for the financial year			
Profit for the financial year	-	34,573,714	34,573,714
Dividends: Paid	-	(10,500,000)	(10,500,000)
At 31 December 2022	10,000	34,845,158	34,855,158

The notes on pages 17 to 24 form part of these financial statements.

EQUITIX INVESTMENT MANAGEMENT LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. GENERAL INFORMATION

Equitix Investment Management Ltd (the "Company") is a private Company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on the Company Information page.

The principal activities of the Company and nature of its operations are set out in the strategic report on pages 2 to 6.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable Law and FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The presentation currency for the financial statements is Pound Sterling ("£") as this is the currency of the primary economic environment in which the Company operates and is rounded to the nearest pound.

A summary of the principal accounting policies adopted by the Directors, which have been applied consistently are shown below.

In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Equitix 2020 Security Limited include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of the following disclosures:

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

2.2 Going concern

In conjunction with relevant enquiries, the Directors consider a range of information relating to present and future conditions, including future projections of cash flows and profitability in making their assessment of going concern. There is a reasonable expectation that the Company has adequate resources to continue in operational existence and meet its liabilities as they fall due for the next twelve months from the date of approval of the financial statements.

The Directors have considered the fact that UK businesses are currently facing uncertainties such as the consequences of Brexit, environmental sustainability and geopolitical events such as the Russian invasion of Ukraine. These uncertainties have contributed to an environment where there exists a range of issues and risks, including inflation, rising interest rates, labour shortages, disrupted supply chains and new ways of working. The underlying funds are long term, close ended vehicles and across the funds there is a diverse portfolio of investments. The Directors have been constantly reviewing the risks that could be posed to the funds assets so that concerns can be actively managed and allow for anticipation of others that might arise.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (continued)

2.2 Going concern (continued)

Further, the Directors of the Company have also assessed the wider Equitix group forecasts that considered various severe but plausible downside scenarios in the cash flow forecast model and confirmed that the Equitix Group's cash balance will stay positive and that there is no covenant breaches in respect of loan facilities held by the Equitix Group for at least 12 months from the date of the approval of the financial statements in each scenario.

In conjunction with this assessment, the Directors believe the Company has sufficient reserves to address any potential financial impact arising from plausible downside scenarios considered and consequently, the Directors have concluded that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2.3 Foreign currency

i. Functional and presentation currency

The Company's functional and presentation currency is pound sterling.

ii. Transactions and balances

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss.

2.4 Capital and reserves

Financial instruments issued by the Company are treated as equity.

Retained earnings is the accumulation of profits and losses over the current and previous trading periods.

2.5 Turnover

All turnover is derived entirely in the United Kingdom and EMEA and is net of VAT.

Turnover is derived from related parties within the Equitix 2020 Security Limited group and Equitix Holdings Limited group and represents compensation for investment management, transaction services delivered and investment advisory services. Turnover is recognised on an accrual basis, and at the point when the rights to recognise the income for transaction services has been established.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (continued)

2.6 Taxation

Current tax, including United Kingdom Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

2.7 Debtors and Creditors

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Trade and other creditors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

2.8 Intangible assets

Intangible assets recognised represent the right to future income from Equitix Fund V LP, Equitix Fund VI LP, Equitix MA 21 LP, Equitix European Infrastructure I SCSp & Equitix European Infrastructure II SCSp secured through various management service agreements held by the Company, as a consequence of expenditure on placement fees. If the future income of a fund was to decrease or be put at risk, an impairment assessment is completed to determine whether there is indication of an impairment loss. If such indication exists, the carrying value of the intangible asset will be impaired with the impairment charge being recognised in the profit and loss account.

The assets are amortised on a 5 year straight line basis as this is typically the investment period of the funds. Intangible assets relating to placement fees incurred on previous funds that have been launched by the Company have been fully amortised as at the balance sheet date.

Amortisation is included in 'administrative expenses' in the profit and loss account.

2.9 Dividends

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when dividends are paid. In the case of final dividends, this is when approved by the shareholder at Board meetings.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (continued)

2.10 Administrative expenses

The Company's fees, finance costs and all other expenses are charged through the Statement of Total Comprehensive Income.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Directors are of the opinion that there are no other critical judgements or key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements.

4. TURNOVER AND OPERATING PROFIT

The turnover and operating profit before taxation of the Company are attributable to the principal activity of the Company, all of which was carried out in the United Kingdom and EMEA.

The audit fee of £30,272 (2021 - £26,392) for the Company will be borne by Equitix Investment Management Ltd.

5. DIRECTORS' REMUNERATION

No Directors received any remuneration for services to the Company during the current year (2021 - £Nil). The Company is managed by secondees from group undertakings under a management services agreement. A recharge of £36,000,000 has been made for services rendered during the year (2021 - £30,000,000).

6. STAFF NUMBERS

The Company has no employees other than the Directors, who did not receive any remuneration (2021 - none).

EQUITIX INVESTMENT MANAGEMENT LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

7. INTEREST PAYABLE

	2022 £	2021 £
Interest payable on outstanding trade creditor balances	(36,902)	(36,042)
	<u>(36,902)</u>	<u>(36,042)</u>

8. TAX CHARGE ON PROFIT

Taxation is based on the profit for the year and comprises:

	2022 £	2021 £
UK corporation tax at a rate of 19% (2021 - 19%) of taxable profit		
Current tax	4,353,780	4,452,749
Taxation on profit on ordinary activities	<u>4,353,780</u>	<u>4,452,749</u>

Factors affecting the tax charge for the current year

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit for the year are as follows:

	2022 £	2021 £
Profit before tax	38,927,494	23,429,572
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2021 - 19%)	7,396,224	4,451,619
Effects of adjustments to tax charge:		
Prior year adjustment	(3,042,444)	1,130
Total current tax charge for the year	<u>4,353,780</u>	<u>4,452,749</u>

Factors that may affect future tax charges

The March 2021 Budget announced a proposed increase in corporation tax rates with a corporation tax rate of 25% applying with effect from 1 April 2023. This will increase the Company's future current tax charge accordingly.

EQUITIX INVESTMENT MANAGEMENT LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

9. DEBTORS

	2022 £	2021 £
Amounts owed by group undertakings	62,977,020	36,544,567
VAT Receivable	16,699	63,634
Prepayments	9,293	6,722
	<u>63,003,012</u>	<u>36,614,923</u>

Amounts owed by group undertakings are trading balances, do not bear interest and have no fixed date of repayment.

10. INTANGIBLE ASSETS

	Placement Agreement 2022 £
Cost	
At 1 January 2022	15,179,641
Additions	865,862
At 31 December 2022	<u>16,045,503</u>
Amortisation	
At 1 January 2022	13,286,444
Charge for the year	1,214,379
	<u>14,500,823</u>
Net Book Value	
At 31 December 2022	<u>1,544,680</u>
At 31 December 2021	<u>1,893,197</u>

Included within intangible assets are amounts that have been incurred under placement agreements with Evercore Partners LLP, First Avenue Partners LLP, McClean and Partners Limited, B Finance UK Limited, SMBC Nikko & 51 North Capital GmbH. These amounts have been capitalised and amortised over the investment period of each corresponding Fund, typically 5 years from first close.

The increase in amounts amortised through the income statement during the year is a direct result of capital raised in Equitix Fund VI LP, Equitix MA 21 LP & Equitix European Infrastructure II SCSp during the year.

EQUITIX INVESTMENT MANAGEMENT LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

11. CREDITORS

	2022 £	2021 £
Amounts falling due within one year		
Accruals	240,366	459,093
Trade Creditors	430,607	65,809
Corporation tax creditor	8,804,491	6,302,137
Amounts owing to group undertaking	26,412,524	27,481,339
	<u>35,887,988</u>	<u>34,308,378</u>
Amounts falling due after one year		
Trade creditors	338,624	126,274
	<u>338,624</u>	<u>126,274</u>

Placement fee liabilities incurred in relation to Equitix Fund V LP, Equitix Fund VI LP, Equitix European Infrastructure I SCSP, Equitix European Infrastructure II SCSP and Equitix MA 21 LP included within trade creditors will be settled in semi-annual installments from the date of each close.

Interest is charged on outstanding placement fee balances, until the contracted settlement date at a rate specific to the agreement with each placement agent, and is presented in accruals above.

Amounts owing to group undertakings comprise trade balances held with Equitix Limited and Equitix Finance Limited, fellow group undertakings. This balance does not bear interest and is repayable on demand.

12. CALLED UP SHARE CAPITAL

	2022 £	2021 £
Authorised		
1,000,000 (2021 - 1,000,000) Ordinary shares of £0.01 each	<u>10,000</u>	<u>10,000</u>
	2022 £	2021 £
Allotted, called up and fully paid		
1,000,000 (2021 - 1,000,000) Ordinary shares of £0.01 each	<u>10,000</u>	<u>10,000</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. There are no associated rights or preferences relating to the Ordinary Shares.

EQUITIX INVESTMENT MANAGEMENT LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

13. TRANSACTIONS WITH RELATED PARTIES

The Company has taken advantage of the Qualifying Entity exemption under FRS 102 not to provide information on related party transactions with fellow undertakings which are also consolidated within the Equitix 2020 Security Limited group, an entity incorporated in the United Kingdom and registered in England and Wales. Copies of the consolidated accounts of Equitix 2020 Security Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

Exemption has been taken for related party transactions only and not the disclosure of outstanding balances, which have been noted as part of the debtor or creditors note accordingly.

14. ULTIMATE PARENT

The Company is owned by Equitix 2020 Issuer Limited, a company incorporated in Guernsey. The smallest group in which its results are consolidated is Equitix 2020 Security Limited, a company incorporated and registered in Guernsey. The Company is also consolidated in the results of Equitix Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales. Copies of the consolidated accounts of Equitix Holdings Ltd are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The Company's ultimate parent, and the largest group in which its results are consolidated is Pace Topco Limited, a company incorporated in the United Kingdom and registered in England and Wales. Copies of the consolidated accounts of Pace Topco Limited are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ. The ultimate controlling party of Pace Topco Limited is Tetragon Financial Group Limited, a company incorporated and registered in Guernsey.

15. POST BALANCE SHEET EVENTS

During the year from the date of the balance sheet to the date these financial statements have been approved there have been no subsequent events which require disclosure in these financial statements.