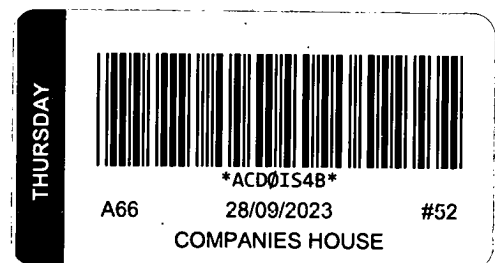


Company Registration No. 07560225 (England and Wales)

OMERS INFRASTRUCTURE EUROPE LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022



OMERS Infrastructure Europe Limited

Company Information

Directors	A Hall E Machiels A Farrelly A Wallace (Resigned 28 April 2023)
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Company Secretary	A Farrelly
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Company number	07560225
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Registered office	29th Floor The Leadenhall Building 122 Leadenhall Street London EC3V 4AB
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Independent Auditors	PricewaterhouseCoopers CI LLP 37 Esplanade, St Helier Jersey JE1 4XA
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OMERS Infrastructure Europe Limited

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OMERS Infrastructure Europe Limited

Strategic Report

For the year ended 31 December 2022

The Directors present their strategic report of OMERS Infrastructure Europe Limited ("the "Company") for the year ended 31 December 2022. The Company is a private limited company incorporated on 10 March 2011 and is domiciled in England. It is a wholly owned subsidiary of OMERS Infrastructure Management Inc., a company incorporated in Canada. OMERS Administration Corporation ("OAC") is OMERS Infrastructure Europe Limited's ultimate parent (as defined in the Financial Reporting Standard).

Review of the business

The results of the Company for the year are set out on page 7. The Company's principal business activities are to provide advisory services with respect to identifying and managing direct ownership interests in European infrastructure investments, including conducting due diligence, structuring, deal execution, arranging third-party financing and asset management for and on behalf of group companies.

The Company is authorised and regulated by the Financial Conduct Authority ("FCA") in connection with the conduct of those services subject to the provisions of the UK Financial Services Act 2012 and the Financial Services and Markets Act 2000 ('the Acts').

The Directors have considered that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and having regard to the stakeholders and matters set out in S172(1)(a-f) of the Companies Act in the decisions taken during the year ended 31 December 2022.

The Company continues to execute on the UK strategy and has generated recurring income through the provision of advisory and management services on behalf of group companies during the year. In doing so, the Directors have had regard to:

People – the success of the UK operations is dependent on the retention of existing employees and the attraction of new employees when there is a capability or a resource shortage. The Company ensures employees have access to relevant training and believes that investing in the employees is a key driver to the Company's success.

Governance – The Company actively pursues and maintains the highest standard of corporate governance practices in all its operations and its guidelines and policies are consistent with those of OAC.

Principal risks and uncertainties

Services are provided to group companies under agreements which renew for successive one-year periods and offer terms that guarantee a suitable profit, this is the only significant credit risk to the business. No significant changes are expected in the foreseeable future.

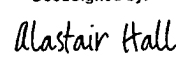
The Company is adequately capitalised as required for an entity regulated by the FCA.

Results for the year and key performance indicators

The Company's results for the year and its financial position at the end of the year are shown on pages 7-10. The total comprehensive income for the year, after taxation is £1,202,314 (2021, restated: £522,059). Net assets, as shown on the statement of financial position on page 8, have increased to £2,685,070 (2021, restated: £1,482,756) as a result of the net movement in retained earnings.

Given the nature of the business, the directors consider that profit before taxation is the most appropriate key performance indicator. This is the best indicator of the organization's performance since it provides insights into whether the current revenues charged are sufficient to support the business going forward.

On behalf of the board

DocuSigned by:

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A Hall

Director

26 September 2023

OMERS Infrastructure Europe Limited

Directors' Report

For the year ended 31 December 2022

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

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

A Hall
E Machiels

A Farrelly
A Wallace (Resigned 28 April 2023)

Results and dividends

The results for the year are set out on page 7. Dividends paid in the year amounted to £nil (2021 - £1,200,000).

Future developments and going concern

No significant change in the Company's business is expected in the foreseeable future. The Directors have a reasonable expectation that the Company has adequate resources to meet its operational needs for the foreseeable future and therefore the going concern basis has been adopted in preparing the financial statements.

Subsequent events

On 28 April 2023, A Wallace resigned as a Director of the Company.

Energy reporting

The Company's utilities costs are shared office costs. These costs are incurred as a component of the office rent expense and are not separately itemized. Accordingly, it is not possible to determine the actual usage for the year.

Auditor

The auditors, PricewaterhouseCoopers CI LLP, were appointed as auditors of the Company on 17 April 2023 and have indicated their willingness to continue in office. A resolution concerning their re-appointment will be proposed at the Annual General Meeting in accordance with the Companies Act 2006 ("Company Law").

Directors' confirmation

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the Company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' third party indemnity

As permitted by the 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 year and is currently in force. OAC also maintained Directors' and Officers' liability insurance in respect of the Directors of the Company throughout the financial year.

Statement of Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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:

OMERS Infrastructure Europe Limited

Directors' Report

For the year ended 31 December 2022

- select suitable accounting policies and then apply them consistently.
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 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.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping 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 also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors confirm that they have complied with the above requirements throughout the year and subsequently. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the board

DocuSigned by:

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A Hall

Director

26 September 2023

Independent auditors' report to the members of OMERS Infrastructure Europe Limited

Report on the audit of the financial statements

Opinion

In our opinion, OMERS Infrastructure Europe Limited's 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 and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 Annual Report, which comprise: the Statement of Financial Position as at 31 December 2022; Statement of Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows 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 December 2022 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 Directors' Report, 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 UK regulatory principles, such as those governed by the Financial Conduct Authority, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. 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 posting inappropriate journal entries. Audit procedures performed by the engagement team included:

- enquiring with the management of the company and the directors as to any actual or suspected instances of fraud or non-compliance with laws and regulations;
- reviewing the minutes of meetings of the board of directors for matters relevant to the audit;
- reading key correspondence with the Financial Conduct Authority in relation to compliance with regulations;
- testing the disclosure in the financial statements, as well as in the Strategic Report and Directors' Report, for compliance with the requirements of the Companies Act 2006;
- identifying and testing journal entries considered to be higher fraud risk, and the evaluation of any business rationale for any significant or unusual transactions identified as being outside the normal course of business; and
- performing audit procedures to incorporate unpredictability around the nature, timing and extent of our testing.

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.



Karl Hairon (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers CI LLP
Chartered Accountants and Statutory Auditors
Jersey, Channel Islands
27 September 2023

OMERS Infrastructure Europe Limited

Statement of Comprehensive Income

For the year ended 31 December 2022

		2022	2021
			(restated)
	Notes	£	£
Revenue	6	31,042,930	26,188,745
Administrative expenses		(30,295,109)	(25,521,075)
Operating profit		747,821	667,670
Interest income		2,212	-
Profit before taxation		750,033	667,670
Tax (expense)/recovery on profit	10	452,281	(145,611)
Profit for the financial year		1,202,314	522,059
Other comprehensive income		-	-
Total comprehensive income for the year		1,202,314	522,059

The accompanying notes on pages 11 to 19 are an integral part of these financial statements.

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

OMERS Infrastructure Europe Limited

Statement of Financial Position

As at 31 December 2022

		2022	2021
	Notes	£	(restated) £
Non-current assets			
Leasehold improvements and equipment	11	643,624	812,000
Deferred tax asset	15	2,510,550	-
Other receivables		135,786	-
		<u>3,289,960</u>	<u>812,000</u>
Current assets			
Trade and other receivables	12	25,491,011	20,878,244
Cash and cash equivalents		5,546,390	1,566,953
		<u>31,037,401</u>	<u>22,445,197</u>
Current liabilities	13	(22,197,530)	(14,883,064)
Net current assets		<u>8,839,871</u>	<u>7,562,133</u>
Total assets less current liabilities		<u>12,129,831</u>	<u>8,374,133</u>
Long-term liabilities	14	(9,444,761)	(6,880,429)
Provisions for liabilities		-	(10,948)
Net assets		<u>2,685,070</u>	<u>1,482,756</u>
Equity			
Called up share capital	16	50,000	50,000
Retained earnings		2,635,070	1,432,756
Total equity		<u>2,685,070</u>	<u>1,482,756</u>

The accompanying notes on pages 11 to 19 are an integral part of these financial statements.

The financial statements on pages 7 to 19 were approved by the board of directors and authorized for issue on 26 September 2023 and are signed on its behalf by:

DocuSigned by:

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 A Hall
 Director

DocuSigned by:

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 E Machiels
 Director

Company Registration No. 07560225

OMERS Infrastructure Europe Limited

Statement of Changes in Equity

For the year ended 31 December 2022

	Share capital £	Retained earnings £	Total £
Balance at 1 January 2021	50,000	2,110,697	2,160,697
Year-ended 31-December 2021:			
Profit and total comprehensive income for the year	-	522,059	522,059
Dividends paid in the year	-	(1,200,000)	(1,200,000)
Balance at 31 December 2021	50,000	1,432,756	1,482,756
Year ended 31 December 2022:			
Profit and total comprehensive income for the year	-	1,202,314	1,202,314
Balance at 31 December 2022	50,000	2,635,070	2,685,070

The accompanying notes on pages 11 to 19 are an integral part of these financial statements.

OMERS Infrastructure Europe Limited

Statement of Cash Flows

For the year ended 31 December 2022

	2022	2021 (restated)
	£	£
Cash flows from operating activities		
Profit for the year after tax	1,202,314	522,059
Adjustments for:		
Taxation charged/(recovered)	(452,281)	145,611
Interest income	(2,212)	-
Depreciation of leasehold improvements and equipment	248,930	226,670
Movements in working capital:		
Increase in trade and other receivables	(4,748,552)	(19,187,429)
Increase in trade and other payables	8,086,898	20,227,833
Cash from operating activities	4,335,097	1,934,744
Cash from operating activities	4,335,097	1,934,744
Taxation paid	(277,318)	(335,060)
Net cash generated from operating activities	4,057,779	1,599,684
Cash flows from investing activities		
Purchase of capital assets	(80,554)	-
Interest received	2,212	-
Net cash used in investing activities	(78,342)	-
Cash flows from financing activities		
Dividends paid	-	(1,200,000)
Net cash used in financing activities	-	(1,200,000)
Net increase in cash and cash equivalents	3,979,437	399,684
Cash and cash equivalents at the beginning of the year	1,566,953	1,167,269
Cash and cash equivalents at the end of the year	5,546,390	1,566,953

The accompanying notes on pages 11 to 19 are an integral part of these financial statements.

OMERS Infrastructure Europe Limited

Notes to the Financial Statements

For the year ended 31 December 2022

1 General information

OMERS Infrastructure Europe Limited (Company Registration No. 07560225) is a private company limited by shares incorporated in England and Wales. The registered office is 29th Floor, The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AB.

2 Statement of compliance

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

3 Summary of significant accounting policies

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

a. Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

In preparing the Company's financial statements for the year ended 31 December 2022, the incentive accruals on long-term incentive plans previously disclosed as contingent liabilities are being recognised as liabilities on the statement of financial position and as administrative expenses on the statement of comprehensive income in the year that the amounts are awarded to employees.

b. Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

c. Revenue

Revenue is measured at the fair value of the consideration received or receivables for services rendered, net of value added taxes.

Management fee income is recognised when services are provided and represent fees earned for investment and asset management support services.

d. Leasehold improvements and equipment

Leasehold improvements and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

3 Summary of significant accounting policies (continued)

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold improvements	Over term of lease to 31 August 2025 10% straight line
Equipment and furniture	20% straight line
Computer equipment	33% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset and is credited or charged to profit or loss.

e. Impairment of non-current assets

At each reporting period end date, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

f. Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

g. Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realize the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortized cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortized.

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

3 Summary of significant accounting policies (continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the assets expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortized.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortized cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

h. Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

i. Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

3 Summary of significant accounting policies (continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realized. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

j. Employee benefits

The Company operates various employment compensation plans including a defined contribution pension plan, and short-term and long-term incentive plans for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Company recognises a liability for its short-term and long-term incentive plans when it is contractually obliged or when there is a past practice that has created a constructive obligation.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

k. Foreign exchange

The financial statements are prepared in pounds sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £.

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

4 Judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

5 Financial instruments

The Company has financial assets and financial liabilities in the following categories.

	2022	2021 (restated)
	£	£
Financial Assets		
Amounts owed by group undertakings	24,525,797	19,632,815
Other receivables	532,789	624,719
Trade receivables	12,761	428,790
Total	25,071,347	20,686,324
Financial Liabilities		
Incentive accruals	23,776,525	19,324,822
Amounts owed to group undertakings	3,562,934	531,535
Accruals	1,758,464	941,459
Other payables	545,045	630,729
Trade payables	163,375	48,466
Total	29,806,343	21,477,011

6 Revenue

	2022	2021 (restated)
	£	£
Revenue analyzed by geographical market		
Canada	30,855,210	25,979,439
United Kingdom	187,720	209,306
Total	31,042,930	26,188,745
Revenue analyzed by category		
Management fee income	30,855,210	25,979,439
Director fee income	187,720	209,306
Total	31,042,930	26,188,745

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

7 Auditor's remuneration

Fees payable to the Company's auditor and associates:

	2022 £	2021 £
For audit services		
Audit of the financial statements of the Company	31,000	10,500
For other services		
Taxation compliance services	3,900	1,600

8 Employees

The average monthly number of persons (including directors) employed by the Company during the year was 43 persons (2021: 38 persons).

Their aggregate remuneration comprised:

	2022 £	2021 (restated) £
Wages and salaries	5,966,077	5,159,118
Social security costs	732,311	391,592
Pension costs	404,124	354,628
	7,102,512	5,905,338

9 Directors' remuneration

	2022 £	2021 (restated) £
Salaries and benefits	878,020	1,212,546
Amounts paid under short and long-term incentive plans	2,846,506	5,560,131
Pension costs	3,499	20,000
	3,728,025	6,792,677

Remuneration disclosed above includes £1,740,450 (2021 - £2,222,261) paid to the highest paid director.

10 Taxation

	2022 £	2021 £
Current tax		
UK corporation tax on profits for the current period	2,069,217	152,295
Overprovision in respect of prior year	-	(6,684)
Total current tax	2,069,217	145,611
Deferred tax		
Original and reversal of timing differences	1,606,496	-
Adjustment in respect of previous periods	(3,525,462)	-
Effect on changes in tax rates	(602,532)	-
Total deferred tax	(2,521,498)	-
Total tax expense/(recovery)	(452,281)	145,611

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

10 Taxation (continued)

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2022	2021 (restated)
	£	£
Profit before tax	750,033	667,670
Tax on profit at standard UK tax rate of 19.00% (2021: 19.00%)	142,506	126,857
Effects of:		
Expenses not deductible	3,526,190	271
Income not taxable	(4,592)	-
Adjustment from previous periods	(3,525,462)	(6,684)
Tax rate changes	(602,532)	-
Capital allowances in excess of depreciation	17,096	12,674
Depreciation on assets not qualifying for tax differences	-	12,493
Origination and reversal of temporary differences	(5,487)	-
Taxation (credit)/charge for the year	(452,281)	145,611

11 Leasehold improvements and equipment

	Leasehold improvements £	Equipment and furniture £	Computer equipment £	Total £
Cost				
At 1 January 2022	2,268,394	183,850	243,115	2,695,359
Additions for the year	-	-	80,554	80,554
At 31 December 2022	2,268,394	183,850	323,669	2,775,913
Depreciation and impairment				
At 1 January 2022	1,462,063	183,850	237,446	1,883,359
Depreciation charged in the year	219,909	-	29,021	248,930
At 31 December 2022	1,681,972	183,850	266,467	2,132,289
Carrying amount				
At 31 December 2022	586,422	-	57,202	643,624
At 31 December 2021	806,331	-	5,669	812,000

12 Trade and other receivables

	2022	2021 (restated)
	£	£
Amounts owed by group undertakings	24,525,797	19,632,815
Other receivables	746,339	675,058
Prepayments	206,114	141,581
Trade receivables	12,761	428,790
	25,491,011	20,878,244

The Company entered into management services agreements with various entities either wholly owned or indirectly owned by OAC. Management fees are charged to these companies based on the value of the investments managed by the Company and its affiliates or, in certain cases, they are charged to these companies based on a proportion of budgeted costs.

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

13 Current liabilities

	2022	2021 (restated)
	£	£
Amounts falling due within one-year:		
Incentive accruals	14,331,764	12,444,393
Amounts owed to group undertakings	3,562,934	531,535
Corporation tax	1,791,901	3,196
Accruals	1,758,464	941,459
Other payables	545,045	630,729
Trade payables	163,375	48,466
Other taxation and social security	44,047	283,286
	<u>22,197,530</u>	<u>14,883,064</u>

Amounts due to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

14 Long term liabilities

	2022	2021 (restated)
	£	£
Amounts falling due after more than one year:		
Holdback related to expatriate taxes	-	769,758
Incentive accruals	9,444,761	6,110,671
	<u>9,444,761</u>	<u>6,880,429</u>

15 Deferred taxation

The following are the major deferred tax (assets) liabilities recognised by the Company and movements thereon:

	2022	2021
	£	£
Balances:		
Fixed asset timing differences	7,185	10,948
Short term timing differences	(2,517,735)	-
	<u>(2,510,550)</u>	<u>10,948</u>
		2022
		£
Movements in the year:		
Liability at 1 January 2022		10,948
Adjustment in respect of previous periods		(3,525,462)
Credit to profit or loss		1,003,964
Asset at 31 December 2022		<u>(2,510,550)</u>

OMERS Infrastructure Europe Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2022

16 Share capital

	2022 £	2021 £
Ordinary share capital		
Issued and fully paid		
50,000 Ordinary of £1 each	50,000	50,000

17 Related party transactions

There are no related party transactions outside of the normal course of business to be disclosed under FRS 102. Exemption has been taken of FRS 102 33.1A from the requirement to disclose transactions between members of the group.

18 Ultimate parent company

The Company is a wholly owned subsidiary of OMERS Infrastructure Management Inc., a company incorporated in Canada.

OAC is OMERS Infrastructure Europe Limited's ultimate parent (as defined in the Financial Reporting Standard). OAC is a company incorporated in Canada under the Ontario Municipal Employees Retirement Act 2006 and has its registered office situated at 100 Adelaide Street West, Toronto, Ontario M5H 0E2. Consolidated accounts are publicly available.

19 Prior period restatement

In preparing the Company's financial statements for the year ended 31 December 2022, the incentive accruals on long-term incentive plans previously disclosed as contingent liabilities are being recognised as liabilities on the statement of financial position and as administrative expenses on the statement of comprehensive income in the year that the amounts are awarded to employees.

As a result of this error, administrative expenses for the year ended 31 December 2021 have decreased from £31,660,660 to £25,521,075 and current liabilities and long-term liabilities as at 31 December 2021 have been restated from £2,438,672 to £14,883,064 and £769,758 to £6,880,429, respectively.

Revenue and trade and other receivables for the year ended 31 December 2021 have also been restated from £32,334,427 to £26,188,745 and £2,329,278 to £20,878,244, respectively, which reflect the management fee income related to the accruals on the long-term incentive plans noted above.

The above changes result in an overall net decrease of £6,097 to total comprehensive income for the year ended 31 December 2021.

20 Events after the end of the reporting period

On 28 April 2023, A Wallace resigned as a Director of the Company.