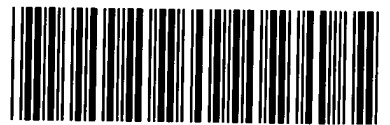


Company Registration No. 09479372 (England and Wales)

**GLENCARBRY (HOLDINGS) LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2020**

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# GLENCARBRY (HOLDINGS) LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	Veronique Leroy Hervé Chauvin (Appointed 2 December 2019)
<b>Company Secretary</b>	HCP Management Services Limited
<b>Company number</b>	09479372
<b>Registered office</b>	1 Kingsway London United Kingdom WC2B 6AN
<b>Auditor</b>	Deloitte LLP Statutory Auditor London United Kingdom
<b>Bankers</b>	Santander UK plc Customer Service Centre Bootle Merseyside L30 4GB

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# **GLENCARBRY (HOLDINGS) LIMITED**

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# GLENCARBRY (HOLDINGS) LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 MARCH 2020

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The Directors present their annual report and audited financial statements for the year ended 31 March 2020.

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

#### Principal activities

The Company was incorporated on 9 March 2015 and operates principally as a holding company for Glencarbry Windfarm Limited and Glencarbry Supply Company Limited, (together "the Group"), which are wholly owned subsidiaries of the Company.

The Company acquired 100% of the shares in Glencarbry Supply Company Limited on its incorporation on 26 March 2015. The Company also acquired 100% of the shares in Glencarbry Windfarm Limited on 9 June 2015 from its previous shareholder Ecopower Developments Limited.

The principal activity of the Group is the design, build, finance and operation of a wind farm in Ireland. Financial close took place on 7 January 2016. The Group entered into a Facility Agreement with Norddeutsche Landesbank Girozentrale for a term loan facility of €47,184,026, VAT Facility of €3,200,000 and Letter of Credit Facility of €1,191,937. On the same date, the Group entered into a Working Capital Facility Agreement with Norddeutsche Landesbank Girozentrale for a facility of €10,722,000. The VAT facility was repaid on 31 December 2017 and nothing has been drawn against the Letter of Credit Facility as at 31 March 2020.

There have not been any significant changes in the Group's principal activities in the period under review.

#### Directors

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

Vladimir Ivic	(Resigned 30 January 2020)
Veronique Leroy	
A S Pearson	(Resigned 2 December 2019)
Hervé Chauvin	(Appointed 2 December 2019)

#### Going concern

The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements. In making this assessment the directors have considered that the Group has net current liabilities of €29,419,541 primarily due to amounts due to its parent undertaking, John Laing Investments Limited of €24,104,634. The Directors have obtained confirmation from John Laing Investments Limited that they will not recall the amounts payable if that would cause the Group to not be a going concern. With regard to Covid-19, the Company and its subsidiaries are taking appropriate action to deal with the events arising from the pandemic and to minimise its impact. The group considers that the situation has limited effect on the business and the impact will be temporary, according to the latest estimates and current cash position, this will not compromise the Company's ability to continue as a going concern.

#### Results

The results for the year are set out on page 8.

#### Qualifying third party indemnity provisions

The Group has made qualifying third party indemnity provisions for the benefit of its Directors during the year. These provisions remain in force at the reporting date.

#### Financial risk management objectives and policies

# GLENCARBRY (HOLDINGS) LIMITED

## DIRECTORS' REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

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#### **Liquidity risk**

The Group manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the Group has sufficient liquid resources to meet the operating needs of the business. At the start of the project, the Group negotiated debt facilities with an external party to ensure that the Group has sufficient funds over the life of the project.

#### **Interest rate risk**

The Group's borrowings expose it to cash flow risk primarily due to the financial risks of changes in interest rates. The Group uses interest rate swaps to manage the risk and reduce its exposure to changes in interest rates.

#### **Exposure to market prices**

The Group is currently exposed to long term electricity market prices. We are currently monitoring the electricity market though the risk is mitigated in the first 15 years of operations by the REFIT 2 balancing payment scheme implemented in Ireland.

#### **Credit risk**

The Group's principal financial assets are cash, financial assets and trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables and accrued income which are with one counterparty. The Group monitors the financial standing of that counterparty in order to manage its credit risk.

#### **Wind / Energy yield risk**

The Group has, in preparing the project, engaged consultants to assess long term wind predictions and consequent energy yield for the given turbines. It is recognised that while best practice methodologies were used to the Bank's satisfaction, there still remains a risk that wind and energy yield may be less (or more) than modelled. The project was financed on an assumption that realistic downsides would not materially jeopardise the project. The Group will continue to monitor performance against the modelled plan.

#### **Political risk**

On 31 January 2020, the United Kingdom (the 'UK') left the European Union (the 'EU') and entered a transitional period until 31 December 2020. The position at the end of this transitional period is not yet clear as at the date of these financial statements, and therefore there is no certainty as to the effect on the Company and the subsidiaries it holds as investments. Whilst the Company itself is not considered to be significantly exposed, subcontractors which it engages with are considered to have exposure in relation to labour and the cost of supplies. Performance risk under the Project Agreement and related contracts are passed on to the service providers and to the building contractor. The obligations of these subcontractors are underwritten either by performance guarantees issued by banks or by parent company guarantees. Due to the evolving nature of the risk, the Board continue to actively monitor developments and will make adjustments to the strategy accordingly.

#### **Covid-19**

On 11 March 2020, the World Health Organisation labelled the public health emergency situation caused by coronavirus (Covid-19) outbreak a global pandemic. The rapid escalation of events, in both the UK and worldwide, has resulted in an unprecedented health crisis that has and will have an impact on the macroeconomic environment and business evolution.

The Group has responded to this in a variety of ways to minimise disruption to the business as far as possible and have so far seen a limited effect on the business. To October 2020, we have seen a slight increase in curtailment as less electricity is needed as a result of the impact of Covid-19. However, we expect electricity usage to return to normal levels in the remainder of 2020 as the UK and the Republic of Ireland come out of the lockdown period, with little long term impact expected.

# GLENCARBRY (HOLDINGS) LIMITED

## DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

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### Future developments

The Directors have now signed the agreement terms for a long term REFIT PPA offtake arrangement with ElectroRoute which will be effective from 1 October 2020 onwards. A long term REFIT PPA will allow the current Supplier Lite structure to be removed and fully pass down electricity market risk to ElectroRoute for the project term.

The execution of the new PPA has been approved by the regulator.

### Auditor

The auditor, Deloitte LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

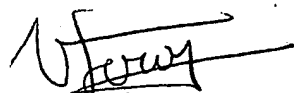
### Statement of disclosure to auditor

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 auditor of the company 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 auditor of the company is aware of that information.

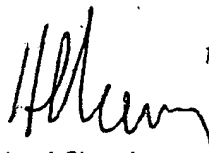
This information is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

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

On behalf of the board of directors



Veronique Leroy  
Director  
8 October 2020



Hervé Chauvin  
Director  
8 October 2020

# **GLENCARBRY (HOLDINGS) LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

**FOR THE YEAR ENDED 31 MARCH 2020**

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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), 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 Group and Company, and of the profit or loss of the Group 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 accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **GLENCARBRY (HOLDINGS) LIMITED**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF GLENCARBRY (HOLDINGS) LIMITED**

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#### **Report on the audit of the financial statements**

In our opinion the financial statements of Glencarbry (Holdings) Limited (the 'parent company') and its subsidiaries (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2020 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 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.

We have audited the financial statements which comprise:

- the consolidated statement of comprehensive income;
- the group and parent company balance sheets;
- the group and parent company statements of changes in equity;
- the group cash flow statement; and
- the related notes to the financial statements 1 to 27.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

# GLENCARBRY (HOLDINGS) LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF GLENCARBRY (HOLDINGS) LIMITED

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#### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in respect of these matters.

#### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's 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 auditor's 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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### Report on other legal regulatory requirements

##### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

# **GLENCARBRY (HOLDINGS) LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF GLENCARBRY (HOLDINGS) LIMITED**

---

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

#### **Use of our report**

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.

**D. Winstone**

**Daryl Winstone FCA (Senior Statutory Auditor)**

**For and on behalf of Deloitte LLP**

Statutory Auditor

London

United Kingdom

<sup>12</sup>  
Date: 08/10/2020

# GLENCARBRY (HOLDINGS) LIMITED

## CONSOLIDATED STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2020

	Notes	2020 €	2019 €
Turnover	3	9,063,236	7,060,503
Cost of sales		(1,891,528)	(1,735,888)
<b>Gross Profit</b>		<b>7,171,708</b>	<b>5,324,615</b>
Administrative expenses		(3,565,183)	(3,895,434)
<b>Operating profit</b>	4	<b>3,606,525</b>	<b>1,429,181</b>
Interest receivable and similar income	8	112	98
Interest payable and similar expenses	9	(3,729,980)	(3,960,065)
<b>Loss on ordinary activities before taxation</b>		<b>(123,343)</b>	<b>(2,530,786)</b>
Taxation	10	60,382	-
<b>Loss for the financial year</b>		<b>(62,961)</b>	<b>(2,530,786)</b>
<b>Other comprehensive expense</b>			
Cash flow hedges loss arising in the year	16	(933,714)	(1,302,662)
Tax credit relating to other, comprehensive expense	20	116,714	162,833
<b>Total comprehensive (expense)/ income for the financial year</b>		<b>(879,961)</b>	<b>(3,670,615)</b>

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

# GLENCARBRY (HOLDINGS) LIMITED

## GROUP BALANCE SHEET

AS AT 31 MARCH 2020

	Notes	2020 €	2019 €
<b>Fixed assets</b>			
Intangible assets	11	1,350,842	1,417,753
Tangible assets	12	64,382,994	67,499,796
		<u>65,733,836</u>	<u>68,917,549</u>
<b>Current assets</b>			
Debtors falling due after more than one year	15	479,263	362,549
Debtors falling due within one year	15	3,818,634	2,047,338
Cash at bank and in hand		4,821,627	5,389,817
		<u>9,119,524</u>	<u>7,799,704</u>
<b>Creditors: amounts falling due within one year</b>	17	<u>(38,539,064)</u>	<u>(37,620,474)</u>
<b>Net current liabilities</b>		<u>(29,419,540)</u>	<u>(29,820,770)</u>
<b>Total assets less current liabilities</b>		<u>36,314,296</u>	<u>39,096,779</u>
<b>Creditors: amounts falling due after more than one year</b>	16	(42,066,331)	(43,602,528)
<b>Provisions for liabilities</b>	19	(783,009)	(1,149,334)
<b>Net liabilities</b>		<u>(6,535,044)</u>	<u>(5,655,083)</u>
<b>Capital and reserves</b>			
Called up share capital	22	1,386	1,386
Hedging reserve		(3,354,843)	(2,537,843)
Profit and loss reserves		(3,181,587)	(3,118,626)
<b>Total shareholders' fund</b>		<u>(6,535,044)</u>	<u>(5,655,083)</u>

The financial statements of Glencarbry (Holdings) Limited were approved by the board of directors and authorised for issue on 8 October 2020 and are signed on its behalf by:

  
Veronique Leroy  
Director

  
Hervé Chauvin  
Director

# GLENCARBRY (HOLDINGS) LIMITED

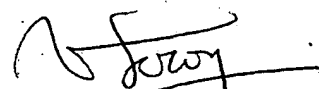
## COMPANY BALANCE SHEET

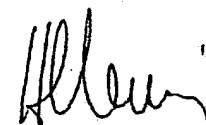
AS AT 31 MARCH 2020

	Notes	2020 €	€	2019 €	€
<b>Fixed assets</b>					
Investments	14		-		-
<b>Current assets</b>					
Debtors falling due after more than one year	15	16,420,993		16,420,993	
Debtors falling due within one year	15	8,631,316		7,281,216	
Cash at bank and in hand		230,085		214,790	
		25,282,394		23,916,999	
<b>Creditors: amounts falling due within one year</b>	17	(33,904,325)		(32,069,435)	
<b>Net current liabilities</b>			(8,621,931)		(8,152,436)
<b>Capital and reserves</b>					
Called up share capital	22		1,386		1,386
Profit and loss reserves			(8,623,317)		(8,153,822)
<b>Total shareholders' deficit</b>			(8,621,931)		(8,152,436)

As permitted by s408 Companies Act 2006, the Company has not presented its own profit and loss account and related notes. The Company's loss for the period was €469,495 (2019: €7,385,107).

The financial statements were approved by the board of directors and authorised for issue on 8 October 2020 and are signed on its behalf by:

  
Veronique Leroy  
Director

  
Hervé Chauvin  
Director

Company Registration No. 09479372

# GLENCARBRY (HOLDINGS) LIMITED

## GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

	Share capital	Hedging reserve	Profit and loss reserves	Total
	€	€	€	€
<b>Balance at 1 April 2018</b>	1,386	(1,398,014)	(587,840)	(1,984,468)
<b>Year ended 31 March 2019:</b>				
Loss for the year	-	-	(2,530,786)	(2,530,786)
Other comprehensive expense				
Cash flow hedges losses	-	(1,302,662)	-	(1,302,662)
Tax relating to other comprehensive income	-	162,833	-	162,833
Total comprehensive income for the year	-	(1,139,829)	(2,530,786)	(3,670,615)
<b>Balance at 31 March 2019</b>	1,386	(2,537,843)	(3,118,626)	(5,655,083)
<b>Year ended 31 March 2020:</b>				
Loss for the year	-	-	(62,961)	(62,961)
Other comprehensive expense				
Cash flow hedges losses	-	(933,714)	-	(933,714)
Tax relating to other comprehensive income	-	116,714	-	116,714
Total comprehensive income for the year	-	(817,000)	(62,961)	(879,961)
<b>Balance at 31 March 2020</b>	1,386	(3,354,843)	(3,181,587)	(6,535,044)

# GLENCARBRY (HOLDINGS) LIMITED

## COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

	Called up share capital €	Profit and loss reserves €	Total €
Balance at 1 April 2018	1,386	(768,715)	(767,329)
Year ended 31 March 2019:			
Loss and total comprehensive income for the year	-	(7,385,107)	(7,385,107)
Balance at 31 March 2019	1,386	(8,153,822)	(8,152,436)
Year ended 31 March 2020:			
Loss and total comprehensive income for the year	-	(469,495)	(469,495)
Balance at 31 March 2020	1,386	(8,623,317)	(8,621,931)

# GLENCARBRY (HOLDINGS) LIMITED

## GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2020

	Notes	2020 €	€	2019 €	€
<b>Cash flows from operating activities</b>					
Cash generated from operations	27	2,401,752		5,337,807	
Income taxes paid		(60,382)		-	
<b>Net cash inflow from operating activities</b>		<b>2,341,370</b>		<b>5,337,807</b>	
<b>Investing activities</b>					
Purchase of tangible fixed assets		224,467		(478,675)	
Interest received		112		98	
<b>Net cash generated from/(used in) investing activities</b>		<b>224,579</b>		<b>(478,577)</b>	
<b>Financing activities</b>					
Interest paid		(2,308,803)		(1,491,655)	
Repayments of loan		(825,336)		(1,807,583)	
<b>Net cash used in financing activities</b>		<b>(3,134,139)</b>		<b>(3,299,238)</b>	
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(568,190)</b>		<b>1,559,992</b>	
Cash and cash equivalents at beginning of year		5,389,817		3,829,825	
<b>Cash and cash equivalents at end of year</b>		<b>4,821,627</b>		<b>5,389,817</b>	

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

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### 1 Accounting policies

#### Company information

Glencarbry (Holdings) Limited ("the Company") is a private company limited by shares. The registered office is 1 Kingsway, London, United Kingdom, WC2B 6AN and its company registration number is 09479372.

The Group consists of Glencarbry (Holdings) Limited and all of its subsidiaries.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

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

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

The Company meets the definition of a qualifying entity under FRS102 and has therefore taken advantage of the exemption in relation to section 11 and 12 requirements for certain financial instrument disclosures. The Company is consolidated in these financial statements. Exemptions have been taken in these parent company financial statements in relation to presentation of a company statement of cash-flows.

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31 March each year.

#### 1.2 Going concern

The financial statements have been prepared using the going concern basis of accounting. The directors, at the time of approving the financial statements, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The directors have reviewed the going concern status of the Group and the company by considering the cash and borrowing position of the Group and the company as at 31 March 2020, its anticipated level of activity and the continued availability of the Group and the company's existing bank facilities. In making this assessment the directors have considered that the Group has net current liabilities of €29,419,541 primarily due to amounts due to its parent undertaking, John Laing Investments Limited of €24,104,634. The Directors have obtained confirmation from John Laing Investments Limited that they will not recall the amounts payable if that would cause the Group to not be a going concern. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. The directors have also taken into consideration the impact of COVID-19 as explained below.

#### Covid-19

On 11 March 2020, the World Health Organisation labelled the public health emergency situation caused by coronavirus (Covid-19) outbreak a global pandemic. The rapid escalation of events, in both the UK and worldwide, has resulted in an unprecedented health crisis that has and will have an impact on the macroeconomic environment and business evolution.

The Group has responded to this in a variety of ways to minimise disruption to the business as far as possible and have so far seen a limited effect on the business. To October 2020, we have seen a slight increase in curtailment as less electricity is needed as a result of the impact of Covid-19. However, we expect electricity usage to return to normal levels in the remainder of 2020 as the UK and the Republic of Ireland come out of the lockdown period, with little long term impact expected.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

### 1 Accounting policies

(Continued)

#### 1.3 Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

#### 1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation 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:

Licences, planning permission and development	25 years
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#### 1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses. Depreciation method is straight line method.

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:

Freehold land	Infinite
Plant and equipment	25 years

Residual value represents the estimated amount which would currently be obtained from disposal of an asset, after deducting estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

#### 1.6 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

### 1 Accounting policies

(Continued)

An associate is an entity, being neither a subsidiary nor a joint venture, in which the Company holds a long-term interest and where the Company has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Investments in associates are initially recognised at the transaction price (including transaction costs) and are subsequently adjusted to reflect the Group's share of the profit or loss, other comprehensive income and equity of the associate using the equity method. Any difference between the cost of acquisition and the share of the fair value of the net identifiable assets of the associate on acquisition is recognised as goodwill. Any unamortised balance of goodwill is included in the carrying value of the investment in associates.

Losses in excess of the carrying amount of an investment in an associate are recorded as a provision only when the Company has incurred legal or constructive obligations or has made payments on behalf of the associate.

In the parent company financial statements, investments in associates are accounted for at cost less impairment.

Entities in which the group has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

#### 1.7 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible 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.

#### 1.8 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.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

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### 1 Accounting policies

(Continued)

#### 1.9 Financial instruments

The Group 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 Group's balance sheet when the Group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the balance sheet, 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 realise the asset and settle the liability simultaneously.

##### **Basic financial assets**

Basic financial assets, which include debtors, cash and bank balances and other financial assets, are initially measured at transaction price including transaction costs and are subsequently carried at amortised 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 amortised.

##### **Loans and receivables**

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

##### **Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

##### **Impairment of financial assets**

Financial assets 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.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

### 1 Accounting policies

(Continued)

#### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Group 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 Group after deducting all of its liabilities.

#### ***Basic financial liabilities***

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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 amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. The effective interest method is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instruments.

Trade creditors 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 creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### ***Other financial liabilities***

Derivatives, including interest rate swaps, interest rate caps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless they are included in a hedging arrangement.

#### ***Derecognition of financial liabilities***

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

### 1.10 Equity instruments

Equity instruments issued by the Group 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 Group.

### 1.11 Derivatives

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

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### 1 Accounting policies

(Continued)

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in the group statement of comprehensive income immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the group statement of comprehensive income depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset; whereas a derivative with a negative fair value is recognised as a financial liability.

The Group does not hold or issue derivative financial instruments for speculative purposes.

#### 1.12 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the group statement of comprehensive income 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 Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

##### **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 realised. Deferred tax is charged or credited in the profit and loss account, 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 if, and only if, there is 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.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

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### 1 Accounting policies

(Continued)

#### 1.13 Provisions

##### **Decommissioning**

Provisions for future decommissioning costs is made in full when the Group has an obligation to dismantle and remove a facility and to restore the site on which it is located, and when a reasonable estimate of that liability can be made.

The amount recognised is the present value of the estimated future expenditure. An amount equivalent to the discounted initial provision for decommissioning costs is capitalised as part of the underlying fixed asset and depreciated over the life of that asset. Any change in the present value of the estimated expenditure resulting from changes in expected cash flows, inflation or discount rate is reflected as an adjustment to the provision and the underlying asset.

The unwinding of the discount is recognised as a finance cost in or in the period it arises.

##### **Other**

Provisions are recognised when the Group has a legal or constructive present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value.

#### 1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### 1.15 Foreign exchange

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 are included in the profit and loss account for the period.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

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### 2 Judgements and key sources of estimation uncertainty

In the application of the Group'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.

#### **Critical judgements**

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

#### ***Hedge Accounting***

The Directors consider the Group to have met the criteria for cash flow hedge accounting and the Group has therefore recognised fair value movements on derivatives in effective hedging relationships through other comprehensive income as well as the deferred tax thereon.

#### ***Power Purchase Agreement***

The Directors have considered whether the Power Purchase Agreement entered into by the Group meets the definition of a derivative under FRS 102 in the context of characteristics of derivative contracts set out within the definition. The Power Purchase Agreement was entered into and continues to be held for the purpose of the Group delivering electrical output to be received by the offtaker in accordance with the requirements set out in the contract, and therefore is not considered to be a financial instrument.

#### **Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

#### ***Valuation of derivative financial instruments***

The Directors use their judgement in selecting a suitable valuation technique for derivative financial instruments. All derivative financial instruments are valued at the mark to market valuation provided by the derivative counterparty. In these cases, the Group uses valuation techniques to assess the reasonableness of the valuation provided by the derivative counterparty. These techniques use a discounted cash flow analysis based on market observable inputs derived from similar instruments in similar and active markets. The fair value of derivative financial instruments at the balance sheet date was a liability of €3,834,106 (2019: €2,906,306 liability). The Directors do not consider the impact of own credit risk to be material.

#### ***Decommissioning Provision***

The Group has a decommissioning provision resulting from its obligation at the end of the license period to return the wind farm site to its original state and condition. The calculation used to estimate the future expected cost of decommissioning the site is based on a historic estimate of per turbine costs plus anticipated fixed cost overheads provided by a qualified third party consultant, discounted back to present value at a suitable discount rate. The net present value of the provision at the balance sheet date was €783,009 (2019: €1,149,334). Details of the provision are set out in Note 18. The directors will continue to monitor market prices for decommissioning works for indications of material changes to the assumptions underlying the decommissioning provision calculation.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

### 3 Turnover

An analysis of the Group's turnover is as follows:

	2020 €	2019 €
<b>Turnover analysed by class of business</b>		
Power Purchase Agreement revenue	5,386,553	5,289,778
PSO subsidy revenue	3,676,683	1,720,725
Other revenue	-	50,000
	<u>9,063,236</u>	<u>7,060,503</u>

	2020 €	2019 €
<b>Turnover analysed by geographical market</b>		
Ireland	9,063,236	7,010,503
United Kingdom	-	50,000
	<u>9,063,236</u>	<u>7,060,503</u>

### 4 Operating profit

	2020 €	2019 €
Operating profit for the year is stated after charging/(crediting):		
Exchange losses/(gains)	7,804	(4,632)
Depreciation of owned tangible fixed assets	2,892,337	2,864,200
Amortisation of intangible assets	66,911	66,911
Operating lease charges	253,466	244,902
	<u></u>	<u></u>

### 5 Auditor's remuneration

	2020 €	2019 €
Fees payable to the Group's auditor and associates:		
<b>For audit services</b>		
Audit of the financial statements of the Group and Company	2,000	2,000
Audit of the financial statements of the Company's subsidiaries	9,380	19,139
	<u>11,380</u>	<u>21,139</u>

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

### 6 Employees

The Group had no employees throughout the year.

### 7 Directors' remuneration

No Directors received any remuneration for services to the Group during the current year or prior period.

### 8 Interest receivable and similar income

	2020	2019
	€	€
<b>Interest income</b>		
Interest on bank deposits	112	98

### 9 Interest payable and similar expenses

	2020	2019
	€	€
Interest on bank overdrafts and loans	1,531,046	1,802,231
Interest payable to group undertakings	2,183,912	2,140,451
Unwinding of discount on provisions	15,022	17,383
<b>Total finance costs</b>	<b>3,729,980</b>	<b>3,960,065</b>

### 10 Taxation

	2020	2019
	€	€
<b>Current tax</b>		
Surrendered Group Relief	(60,382)	-

For the year ended 31 March 2020, the UK rate of 19% is applied.

The Finance (No 2) Act 2015, which provides for reductions in the main rate of corporation tax from 20% to 19% effective 1 April 2017 and to 18% effective 1 April 2020, was substantively enacted on 26 October 2015. Subsequently, the Finance Act 2016, which provided a further reduction in the main rate of corporation tax to 17% effective 1 April 2020, was substantively enacted on 6 September 2016. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

### 10 Taxation

(Continued)

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

	2020 €	2019 €
Loss before taxation	(123,343)	(2,530,786)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	(23,435)	(480,849)
Tax effect of expenses that are not deductible in determining taxable profit	56,580	80,731
Tax effect of utilisation of tax losses not previously recognised	-	239,620
Losses on discontinued operations not recognised	-	124,602
Unutilised tax losses carried forward	(33,147)	35,896
Surrendered group relief	(60,380)	-
Taxation credit	(60,382)	-

In addition to the amount charged to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2020 €	2019 €
Deferred tax arising on:		
Revaluation of financial instruments treated as cash flow hedges	(116,714)	(162,833)

The Group includes Irish subsidiaries which are subject to Irish corporation tax. No Irish tax is accrued in the period from the Irish subsidiaries.

### 11 Intangible fixed assets

Group	Licences, planning permission and development €
<b>Cost</b>	
At 1 April 2019 and 31 March 2020	1,672,783
<b>Amortisation and impairment</b>	
At 1 April 2019	255,030
Amortisation charged for the year	66,911
At 31 March 2020	321,941

# **GLENCARBRY (HOLDINGS) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)** **FOR THE YEAR ENDED 31 MARCH 2020**

### **11 Intangible fixed assets**

**(Continued)**

**Carrying amount**

At 31 March 2020

1,350,842

At 31 March 2019

1,417,753

The company had no intangible fixed assets at 31 March 2020 or 31 March 2019.

The intangible fixed assets arose when the Company purchased 100% of the ordinary share capital in Glencarbry Windfarm Limited. Intangible fixed assets are amortised on a straight line basis over a 25 year period, being the length of the licence period.

### **12 Tangible fixed assets**

**Group**

**Freehold land**

**Plant and  
equipment**

**Total**

€

€

€

**Cost**

At 1 April 2019

2,931,268 69,093,332 72,024,600

Additions

- (224,465) (224,465)

At 31 March 2020

2,931,268 68,868,867 71,800,135

**Depreciation and impairment**

At 1 April 2019

- 4,524,804 4,524,804

Depreciation charged in the year

- 2,892,337 2,892,337

At 31 March 2020

- 7,417,141 7,417,141

**Carrying amount**

At 31 March 2020

2,931,268 61,451,726 64,382,994

At 31 March 2019

2,931,268 64,568,528 67,499,796

The company had no tangible fixed assets at 31 March 2020 or 31 March 2019.

The carrying value of land and buildings comprises:

	<b>Group 2020 €</b>	<b>2019 €</b>	<b>Company 2020 €</b>	<b>2019 €</b>
Freehold	2,931,268	2,931,268	-	-

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

### 13 Financial instruments

	Group 2020 €	2019 €	Company 2020 €	2019 €
<b>Carrying amount of financial liabilities</b>				
Measured at fair value through profit or loss				
- Other financial liabilities	3,834,106	2,906,306	-	-

#### Valuation of derivative financial instruments

The Directors use their judgement in selecting a suitable valuation technique for derivative financial instruments. All derivative financial instruments are valued at the mark to market valuation provided by the derivative counterparty. In these cases, the Group uses valuation techniques to assess the reasonableness of the valuation provided by the derivative counterparty. These techniques use a discounted cash flow analysis based on market observable inputs derived from similar instruments in similar and active markets. The Directors do not consider the impact of own credit risk to be material.

#### Hedging arrangements

On 7 January 2016, as part of its interest rate management and in accordance with the terms of its credit agreement, the Group entered into an interest rate cap maturing on 31 March 2017 and an interest rate swap maturing on 31 March 2032. Under the swap, the Group receives interest on a variable basis and pays interest at a fixed rate of 1.376%. Under the cap, the Group paid a maximum interest rate of 0.25%. See note 16 for details.

### 14 Subsidiaries

Details of the Company's subsidiaries at 31 March 2020 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct
Glencarbry Supply Company Limited	10 Earlsfort Terrace, Dublin 2, D02 T380	Sale of electricity under a licence to supply	Ordinary Shares	100
Glencarbry Windfarm Limited	10 Earlsfort Terrace, Dublin 2, D02 T380	Design, build, financing and operation of a 35.6MW wind farm in County, Tipperary	Ordinary Shares	100

# **GLENCARBRY (HOLDINGS) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2020**

### **15 Debtors**

		<b>Group 2020</b>	<b>2019</b>	<b>Company 2020</b>	<b>2019</b>
		€	€	€	€
<b>Amounts falling due within one year:</b>					
Trade debtors		96,025	1,035,188	-	29,915
Amounts owed by group undertakings		60,382	-	8,595,970	7,216,218
Other debtors		155,351	158,753	6,102	5,847
Prepayments and accrued income		3,506,876	853,397	29,244	29,236
		<u>3,818,634</u>	<u>2,047,338</u>	<u>8,631,316</u>	<u>7,281,216</u>
<b>Amounts falling due after more than one year:</b>					
	<b>Notes</b>				
Amounts owed by group undertakings		-	-	16,420,993	16,420,993
Deferred tax asset	<b>20</b>	479,263	362,549	-	-
		<u>479,263</u>	<u>362,549</u>	<u>16,420,993</u>	<u>16,420,993</u>
<b>Total debtors</b>		<u>4,297,897</u>	<u>2,409,887</u>	<u>25,052,309</u>	<u>23,702,209</u>

For details of the movement in deferred tax refer to Note 20.

### **16 Creditors: amounts falling due after more than one year**

		<b>Group 2020</b>	<b>2019</b>	<b>Company 2020</b>	<b>2019</b>
		€	€	€	€
Bank loans	<b>18</b>	38,232,225	40,696,222	-	-
Derivative financial instruments measured at fair value through profit or loss	<b>13</b>	3,834,106	2,906,306	-	-
		<u>42,066,331</u>	<u>43,602,528</u>	<u>-</u>	<u>-</u>

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

### 16 Creditors: amounts falling due after more than one year

(Continued)

#### Derivative financial instruments

On 7 January 2016, as part of its interest rate management and in accordance with the terms of its credit agreement, the Group entered into an interest rate cap maturing on 31 March 2017 and an interest rate swap maturing on 31 March 2032. Under the swap, the Group receives interest on a variable basis and pays interest at a fixed rate of 1.376%. Under the cap, the Group paid a maximum interest rate of 0.25%.

The fair value of the derivative financial instruments comprises the fair value of the interest rate swap and interest rate cap designated in effective hedging relationships. The interest rate swap and cap contracts were designated as cash flow hedges of variable interest rate risk of the Group's floating rate borrowings. The hedged cash flows are expected to occur and to affect profit or loss over the period to maturity of the interest rate swap and cap respectively. The hedges were highly effective in the current and prior periods and 100% of the loss from the change in fair value of the interest rate swap of €933,714 (2019: loss of €1,302,662) and interest rate cap of €nil (2019: €nil) were recognised in other comprehensive income in the period.

Amounts included above which fall due after five years are as follows:

Payable by instalments	27,516,122	30,524,739	-	-
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### 17 Creditors: amounts falling due within one year

		Group 2020	2019	Company 2020	2019
	Notes	€	€	€	€
Bank loans and overdrafts	18	3,678,742	2,277,784	-	-
Trade creditors		208,328	78,442	2,114	35,205
Contractor retentions		-	146,891	-	-
Amounts due to parent undertakings	18	33,863,218	31,796,134	33,863,812	31,999,482
Other taxation		17,258	51,198	-	-
Deferred income	21	618,878	1,158,026	-	-
Senior debt accrued interest		-	45,496	-	-
Accruals		152,640	2,066,503	38,399	34,748
		<u>38,539,064</u>	<u>37,620,474</u>	<u>33,904,325</u>	<u>32,069,435</u>

#### Loans from parent undertaking

The Group also has a €23,300,000 unsecured subordinated debt fixed rate loan facility bearing an interest rate of 9% per annum. All amounts outstanding on the loan, including interest, are repayable on demand, however, the parent undertaking John Laing Investments Limited has no intention of calling on the debt until such time as the Group has sufficient funds to repay it.

# **GLENCARBRY (HOLDINGS) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2020**

### **18 Loans and overdrafts**

	Group 2020 €	2019 €	Company 2020 €	2019 €
Bank loans	41,910,967	42,974,006	-	-
Loans from parent undertakings	32,928,775	24,104,634	32,928,775	24,104,634
	<u>74,839,742</u>	<u>67,078,640</u>	<u>32,928,775</u>	<u>24,104,634</u>
Payable within one year	36,607,517	26,382,418	32,928,775	24,104,634
Payable after one year	38,232,225	40,696,222	-	-
	<u>74,839,742</u>	<u>67,078,640</u>	<u>32,928,775</u>	<u>24,104,634</u>

The loans are secured by a fixed and floating charge over all the assets of the Group and a charge over the shares of the Group.

#### **Bank loans**

The Group entered into a term loan facility of €47,184,026 which is repayable in instalments by 31 March 2034. Interest on the term loan is charged at a variable interest rate of EURIBOR plus a margin of 2.00% during construction and a margin stepping up from 1.70% to 2.10% during operations.

The Company has chosen to early adopt the amendments to FRS102 paragraphs 12.25B to 12.25H which allow the Glencarbry (Holdings) Limited to continue to hedge account during the period of uncertainty arising from interest rate benchmark reforms.

The Group also entered into a VAT loan facility of €3,200,000 which was repaid on 31 December 2017. Interest on the VAT loan was charged at a variable interest rate of EURIBOR plus a margin of 1.50%.

The Group also entered into a revolving Working Capital Facility of €10,722,000. Interest on the facility is chargeable at a variable interest rate of EURIBOR plus a margin of 1.80%. €87,694 had been drawn against this facility at 31 March 2018. €28,502 had been paid during year 2019 with balance remaining of €59,192 at 31 March 2019. Further €1,236,421 had been drawn down in March 2020, leaving a total balance of €1,295,613 at 31 March 2020.

The Group has a letter of credit facility of €1,191,937. Nothing has been drawn against this facility at 31 March 2020, however the value of the facility is now €1,015,350 due to the expiry of the initial road reinstatement bond.

### **19 Provisions for liabilities**

	Group 2020 €	2019 €	Company 2020 €	2019 €
Decommissioning provision	<u>783,009</u>	<u>1,149,334</u>	<u>-</u>	<u>-</u>

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2020

#### 19 Provisions for liabilities

(Continued)

Movements on provisions:

Group	€
At 1 April 2019	1,149,334
Decrease in provisions in the year	(381,347)
Unwinding of discount	15,022
At 31 March 2020	<u>783,009</u>

The Group's decommissioning provision results from its obligation at the end of the license period to return the wind farm site to its original state and condition. The Group has estimated the net present value of the decommissioning provision to be €783,009 as at 31 March 2020 (2019: €1,149,334) based on an undiscounted total future liability of €1,631,830. The discount factor, being the risk free rate related to the liability was 1.92% as at 31 March 2020 (2019: 1.54%).

The decommissioning provision has been reviewed in the current year and the inflation applied to the estimated costs has been updated in line with known historical rates up to the current year and updated forecast rates up to the end of the concession. This has resulted in an adjustment of €381,347. The provision is based on estimated costs and does not include any estimation of the scrap value of the sale of the components when the site is decommissioned.

#### 20 Deferred taxation

Deferred tax assets and liabilities are offset where the Group or Company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

Group	Assets 2020 €	Assets 2019 €
Deferred tax on interest rate swap fair value	<u>479,263</u>	<u>362,549</u>

	Group 2020 €	Company 2020 €
<b>Movements in the year:</b>		
Asset at 1 April 2019	(362,549)	-
Tax credit relating to other comprehensive income	(116,714)	-
Asset at 31 March 2020	<u>(479,263)</u>	<u>-</u>

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

### 20 Deferred taxation

(Continued)

The deferred tax asset in relation to the interest rate swap liability is expected to affect profit or loss over the period to maturity of the interest rate swap. The amount that will impact next year's profit will be immaterial.

### 21 Deferred income

	Group 2020 €	2019 €	Company 2020 €	2019 €
Other deferred income	618,878	1,158,026	-	-

Deferred income arises where the sum of the PSO income from EirGrid and market payment from Eicroroute exceeds the contract revenue which is calculated by taking the loss adjusted net electrical output multiplied by the REFIT 2 price (being the reference price plus the balancing payment).

### 22 Share capital and other reserves

	Group and Company	
	2020 €	2019 €
Ordinary share capital Issued and fully paid 1,000 ordinary shares of £1 each	1,386	1,386

#### Other Reserves

The Group's other reserves are as follows:

The profit and loss reserve represents cumulative profits or losses.

The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends

### 23 Financial commitments, guarantees and contingent liabilities

The Group had a commitment at the balance sheet date in relation to its Grid Connection Agreement to fund a capacity bond of €825,000.

The Group also had future commitments backed by bonds in favour of Tipperary County Council in relation to reinstatement works required as a condition of planning permission and a road opening licence. The initial road reinstatement bond of €226,587 expired during the financial year, with a new road reinstatement bond of €50,000 put in place expiring on 31 December 2040. The site reinstatement bond of €140,350 expires on 31 December 2030.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

### 24 Operating lease commitments

#### Lessee

The Group has entered into lease agreements with land owners such that a portion of the rent payable post commissioning is contingent on certain conditions relating to gross income received by the Group.

At the reporting end date the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2020 €	2019 €	Company 2020 €	2019 €
Within one year	244,900	244,900	-	-
Between two and five years	979,600	979,600	-	-
In over five years	4,163,300	4,408,200	-	-
	<u>5,387,800</u>	<u>5,632,700</u>	<u>-</u>	<u>-</u>

### 25 Related party transactions

No guarantees have been given or received.

As a wholly owned subsidiary of John Laing Group plc, the Company has taken advantage of the exemption under FRS 102 section 33 not to provide information on related party transactions with other undertakings within the John Laing Group plc group. A copy of the published financial statements of John Laing Group plc can be obtained from Companies House.

### 26 Controlling party

The Company's immediate parent company is John Laing Investments Limited, a company incorporated in Great Britain and registered in England and Wales.

The Company's ultimate parent and controlling entity is John Laing Group plc, a company incorporated in Great Britain and registered address John Laing Group Plc- 1 Kingsway, London WC2B 6AN United Kingdom

The Group's ultimate controlling party is John Laing Group plc. No other Company consolidates the results of this Company.

# GLENCARBRY (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

**27 Cash generated from group operations**

	<b>2020</b>	<b>2019</b>
	<b>€</b>	<b>€</b>
Loss for the year after tax	(62,961)	(2,530,786)
Adjustments for:		
Finance costs	3,729,984	3,960,065
Investment income	(112)	(98)
Amortisation and impairment of intangible assets	66,911	66,911
Depreciation and impairment of tangible fixed assets	2,892,337	2,864,200
Foreign exchange gains on cash equivalents	7,804	(4,632)
Movements in working capital:		
(Increase)/decrease in debtors	(2,406,509)	328,192
(Decrease)/increase in creditors	(1,825,702)	653,955
<b>Cash generated from operations</b>	<b>2,401,752</b>	<b>5,337,807</b>