### Report of the Directors and

Financial Statements for the Year Ended 31 December 2021

for

**Croome Airfield Solar Limited** 

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### **Croome Airfield Solar Limited**

### **Company Information** for the Year Ended 31 December 2021

DIRECTORS:	N Papapetrou E Pliakos
REGISTERED OFFICE:	4th Floor 361-373 City Road London EC1V 1LR

**REGISTERED NUMBER:** 10113559 (England and Wales)

**AUDITORS:** Haines Watts Statutory Auditor

Northern Assurance Buildings

9/21 Princess Street

Manchester M2 4DN

# Report of the Directors for the Year Ended 31 December 2021

The directors present their report with the financial statements of the company for the year ended 31 December 2021.

#### PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of development of a solar farm,

#### DIVIDENDS

No dividends will be distributed for the year ended 31 December 2021.

#### EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

#### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2021 to the date of this report.

N Papapetrou E Pliakos

#### **GOING CONCERN**

As with any company placing reliance on other group entities for financial support, the director acknowledges that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation the Company remains to have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore has prepared the financial statements on a going concern basis.

#### Financial risk management

The company is exposed to financial risks and the directors regularly reviews its financial exposure and seeks to limit the adverse effects on its financial performance by monitoring these risks.

- The company seeks to manage liquidity risks to ensure sufficient liquidity is available to meet foreseeable needs which includes placing reliance on other group entities.

# Report of the Directors for the Year Ended 31 December 2021

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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:

- select suitable accounting policies and then apply them consistently;
- 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.

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

#### **AUDITORS**

The auditors, Haines Watts Statutory Auditor, were appointed on 22 November 2021.

#### ON BEHALF OF THE BOARD:

E Pliakos - Director

29 September 2022

#### **Opinion**

We have audited the financial statements of Croome Airfield Solar Limited (the 'company') for the year ended 31 December 2021 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including 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

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.

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.

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

#### Other information

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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 this gives rise to a material misstatement in the financial statements themselves. 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 this regard.

#### 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

#### Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 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 a Report of the Auditors 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.

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 employment and tax legislation. 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 preparation of 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 fraudulent financial reporting and management bias in accounting estimates. Audit procedures performed by the Company engagement team, but were not limited to:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations and unusual words; and
- Challenging assumptions and judgements made by management in their significant accounting estimates.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. 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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

#### 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 a Report of the Auditors 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.

Antony Sassen (Senior Statutory Auditor) for and on behalf of Haines Watts Statutory Auditor Northern Assurance Buildings 9/21 Princess Street Manchester M2 4DN

29 September 2022

# Income Statement for the Year Ended 31 December 2021

	Notes	Year Ended 31.12.21 ₤	Period 1.5.20 to 31.12.20 £
TURNOVER		-	-
Administrative expenses OPERATING LOSS		$\frac{106,082}{(106,082)}$	<u>12,060</u> (12,060)
Interest payable and similar expenses LOSS BEFORE TAXATION	4 5	$\frac{135,912}{(241,994)}$	7,605 (19,665)
Tax on loss LOSS FOR THE FINANCIAL YEAR	6	<u>-</u> (241,994)	

# Other Comprehensive Income for the Year Ended 31 December 2021

	Notes	Year Ended 31.12.21 £	Period 1.5.20 to 31.12.20 £
LOSS FOR THE YEAR		(241,994)	(19,665)
OTHER COMPREHENSIVE INCOME TOTAL COMPREHENSIVE INCOME FOR THE YEAR Prior year adjustment TOTAL COMPREHENSIVE INCOME SINCE LAST ANNUAL REPORT		<u>-</u> _(241,994)	

### Balance Sheet 31 December 2021

		31.12	2.21	31.12	.20
	Notes	£	£	£	£
FIXED ASSETS					
Owned					
Tangible assets	7		2,876,036		227,933
Right-of-use					
Tangible assets	7, 11		3,211,287		
			6,087,323		227,933
CURRENT ASSETS					
Debtors	8	5,654,286		9,842	
Cash at bank		182,488	_	1,495	
		5,836,774		11,337	
CREDITORS					
Amounts falling due within one year	9	137,770	_	341,196	
NET CURRENT ASSETS/(LIABILITIES)			5,699,004		(329,859)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			11,786,327		(101,926)
CREDITORS					
Amounts falling due after more than one					
year	10		12,130,247		
NET LIABILITIES			(343,920)		(101,926)
CAPITAL AND RESERVES					
Called up share capital	12		100		100
Capital contribution reserve	13		55,951		55,951
Retained earnings	13		(399,971)		(157,977)
SHAREHOLDERS' FUNDS			(343,920)		(101,926)

The financial statements were approved by the Board of Directors and authorised for issue on 29 September 2022 and were signed on its behalf by:

E Pliakos - Director

# Statement of Changes in Equity for the Year Ended 31 December 2021

	Called up share capital £	Retained earnings £	Capital contribution reserve £	Total equity £
Balance at 1 May 2020	100	(302,922)	-	(302,822)
Prior year adjustment	-	164,610	-	164,610
As restated	100	(138,312)	-	(138,212)
Changes in equity				
Total comprehensive income	-	(19,665)	55,951	36,286
Balance at 31 December 2020	100	(157,977)	55,951	(101,926)
Changes in equity				
Total comprehensive income	-	(241,994)	-	(241,994)
Balance at 31 December 2021	100	(399,971)	55,951	(343,920)

# Notes to the Financial Statements for the Year Ended 31 December 2021

#### 1. STATUTORY INFORMATION

Croome Airfield Solar Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling  $(\mathfrak{t})$ .

#### 2. ACCOUNTING POLICIES

#### **Basis of preparation**

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 10(d), 10)(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group.

#### Critical accounting 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 impairments of fixed assets under construction. The estimates and underlying assumptions are reviewed on an ongoing basis and any adjustments felt necessary to the value of assets shown are recognised at the relevant reporting date.

#### Tangible fixed assets

#### Assets under construction

Assets under construction relate to all costs of constructing the solar farm until the asset is completed and placed into service and is recognised at cost less impairment, if any. Depreciation will be charged once the asset is put into service over its estimated useful life.

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# Notes to the Financial Statements - continued for the Year Ended 31 December 2021

#### 2. ACCOUNTING POLICIES - continued

#### Financial instruments

#### **Debtors**

Short term debtors are measured at transaction price, less any impairment.

#### Creditors

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

#### Cash and cash equivalents

Cash is represented by cash and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to cash with insignificant risk of change in value.

#### **Taxation**

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the balance sheet date.

#### Leases

Leases are recognised as finance leases. The lease liability is initially recognised at the present value of the lease payments which have not yet been made and subsequently measured under the amortised cost method. The initial cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, lease payments made prior to the lease commencement date, initial direct costs and the estimated costs of removing or dismantling the underlying asset per the conditions of the contract.

Where ownership of the right-of-use asset transfers to the lessee at the end of the lease term, the right-of-use asset is depreciated over the asset's remaining useful life. If ownership of the right-of-use asset does not transfer to the lessee at the end of the lease term, depreciation is charged over the shorter of the useful life of the right-of-use asset and the lease term.

#### Going concern

As with any company placing reliance on other group entities for financial support, the director acknowledges that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation the Company remains to have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore has prepared the financial statements on a going concern basis.

#### **Borrowing costs**

The borrowing costs incurred on the loan from Mytilineos Financial Partners S.A are directly attributable to the fixed asset under construction and therefore are 100% of the borrowing costs are capitalised to the asset.

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# Notes to the Financial Statements - continued for the Year Ended 31 December 2021

#### 3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 December 2021 nor for the period ended 31 December 2020.

The average number of employees during the year was NIL (2020 - NIL).

	Directors' remuneration	Year Ended 31.12.21 £	Period 1.5.20 to 31.12.20 £
4.	INTEREST PAYABLE AND SIMILAR EXPENSES	Year Ended	Period 1.5.20 to
		31.12.21 £	31.12.20 £
	Interest payable IFRS16 interest	24,438 111,474 135,912	7,605
5.	LOSS BEFORE TAXATION		

The loss before taxation is stated after charging:

	Period
	1.5.20
Year Ended	to
31.12.21	31.12.20
£	£
38,674	-
3,750	3,000
<u>29,700</u>	
	31.12.21 £ 38,674 3,750

### 6. TAXATION

#### Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 December 2021 nor for the period ended 31 December 2020.

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# Notes to the Financial Statements - continued for the Year Ended 31 December 2021

#### 7. TANGIBLE FIXED ASSETS

	Short leasehold £	Plant and machinery £	Totals ₤
COST			
At 1 January 2021	-	227,933	227,933
Additions	3,249,961	2,648,103	5,898,064
At 31 December 2021	3,249,961	2,876,036	6,125,997
DEPRECIATION			
Charge for year	38,674	<u> </u>	38,674
At 31 December 2021	38,674	_	38,674
NET BOOK VALUE			_
At 31 December 2021	3,211,287	2,876,036	6,087,323
At 31 December 2020		227,933	227,933

Plant and machinery relates to costs incurred for the asset under construction which includes £70,576 of borrowing costs capitalised in the year.

#### 8. **DEBTORS**

	31.12.21 £	31.12.20 £
Amounts falling due within one year:		
VAT	186,875	4,802
Prepayments	5,348,971	-
	5,535,846	4,802
Amounts falling due after more than one year:		
Other debtors	<u>118,440</u>	5,040
Aggregate amounts	5,654,286	9,842

Other debtors relate to deposits owed back to the company which will be received once construction has finished and the projects are complete, together with an escrow payment on the lease which is refundable 1 year after energisation of the project.

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# Notes to the Financial Statements - continued for the Year Ended 31 December 2021

#### 9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

		31.12.21	31.12.20
		£	£
	Trade creditors	10,219	11,434
	Amounts owed to group undertakings	-	326,762
	IFRS16 liability < 1 year	79,477	-
	Accrued expenses	48,074	3,000
		137,770	341,196
10.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		31.12.21	31.12.20
		£	£
	Amounts owed to group undertakings	9,016,623	-
	IFRS16 liability 1-5 years	346,118	-
	IFRS16 liability > 5 years	2,767,506	
		12,130,247	

The amounts owed to group undertakings are interest bearing and repayable on 1 December 2024.

#### 11. LEASING

#### Right-of-use assets

#### Tangible fixed assets

	31.12.21 £	31.12.20 £
COST Additions	3,249,961	
<b>DEPRECIATION</b> Charge for year	38,674	
NET BOOK VALUE	<u>3,211,287</u>	

The Company entered into a lease agreement on 23 April 2021 in relation to development of land at Croome Airfield, Defford. Rent is payable of £189,000 per annum from April 2021 until April 2047. Total cash outflow of the lease payments will be £5,023,822 and interest is charged at 3%.

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# Notes to the Financial Statements - continued for the Year Ended 31 December 2021

#### 12. CALLED UP SHARE CAPITAL

	Allotted, issu	ued and fully paid:			
	Number:	Class:	Nominal value:	31.12.21 £	31.12.20 £
	100	Ordinary	£1	<u> 100</u>	100
13.	RESERVES	S			
			Retained earnings £	Capital contribution reserve	Totals £
	At 1 January 2021 Deficit for the year At 31 December 2021		(157,977)	55,951	(102,026)
			(241,994)		(241,994)
			(399,971)	55,951	(344,020)

The capital contribution reserve relates to amounts waived by the Company's previous shareholders on disposal.

#### 14. ULTIMATE PARENT COMPANY

Mytilineos Holdings S.A (incorporated in Greece ) is regarded by the directors as being the company's ultimate parent company.

The company's immediate parent is Metka-EGN Ltd, a company incorporated in Cyprus, which acquired the entire share capital of the company on 14 September 2020.

The company's ultimate parent company is Mytilineos Holdings S.A by virtue of its indirect interest in 100% of the shares.

Mytilineos Holdings S.A is listed on the Athens Stock Exchange.

The registered address for Mytilineos Holdings S.A is: 8 Artemidos Str.

Maroussi

15125 Athens.

The consolidated accounts for Mytilineos Holdings S.A are publicly available from http://www.mytilineos.gr.

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# Notes to the Financial Statements - continued for the Year Ended 31 December 2021

#### 15. CAPITAL COMMITMENTS

On 29 September 2021 the Company entered into a contract with Zhejiang Jinko Solar Co Ltd for the supply of modules with a total contract price of USD\$14,774,705.

On 1 November 2021 the Company entered into an EPC contract with Metka-EGN Limited with a total contract price of £15,376,091.

#### 16. EVENTS AFTER THE REPORTING PERIOD

On 15 April 2022 the immediate parent company, Metka-EGN Ltd, entered into an agreement to sell the entire share capital of the Company. The sale will complete once the project is energised which is expected to be April 2023.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.