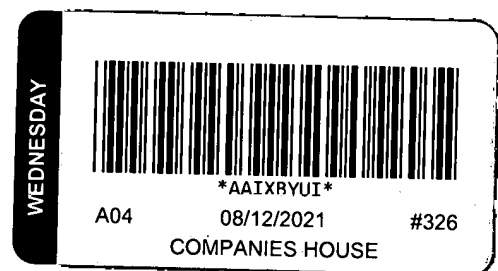


Registered Number: 10392695

EQUITIX ORBITAL HOLDINGS LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020



EQUITIX ORBITAL HOLDINGS LIMITED

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EQUITIX ORBITAL HOLDINGS LIMITED

COMPANY INFORMATION

Directors G A Jackson (Appointed 23 September 2016)
 H B Crossley (Appointed 23 September 2016)
 Ffion Boshell (Appointed 3 November 2021)
 J C Smith (Resigned 3 November 2021)

Registered number: 10392695

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

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

Fund administrator Langham Hall UK Services LLP
 8th Floor
 1 Fleet Place
 London
 EC4M 7RA

EQUITIX ORBITAL HOLDINGS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020**

The Directors present their report and the audited financial statements of Equitix Orbital Holdings Limited (the "Company") for the year ended 31 December 2020.

DIRECTORS

The Directors who served during the year are shown on page 3.

RESULTS AND DIVIDENDS

The Company's performance reflects the position under the various inter-company and inter-group agreements that have been put in place during the year, see Strategic Report for further detail.

FINANCIAL RISK MANAGEMENT

The Company's management of financial risks including interest rate, credit and liquidity risk during the year are detailed in notes 15.

GOING CONCERN

The Company's forecasts and projections taking account of reasonably possible changes in trading performance, and the net current liability position of the Company, show that the Company should be able to operate within the level of its current resources. The Company has obtained a letter of support from its ultimate parent entities to assist in meeting the liabilities of the Company as they fall due for at least 12 months from the approval of these financial statements.

The Directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and for a minimum of 12 months from the date of signing of this report. Refer to note 2.2 for further details on the Directors' assessment of going concern.

FUTURE DEVELOPMENTS

Details of future developments can be found in the Strategic Report on page 6 and form part of this report by cross-reference.

AUDITOR

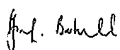
Each of the persons who is a Director at the date of approval of this report confirms that:

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

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

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

By order of the Board



Ffion Boshell

Date: 18th November 2021

EQUITIX ORBITAL HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with International Financial Reporting Standards in conformity with the requirements of the Companies Act 2006 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 estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

EQUITIX ORBITAL HOLDINGS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

PRINCIPAL ACTIVITIES

The principal activity of Equitix Orbital Holdings Limited (the "Company") is to act a holding company for Equitix MA2 Capital Eurobond Limited, Equitix Infrastructure 4 Limited and Equitix MA Infrastructure Limited investments in core Public Private Partnerships ("PPP") and other core infrastructure.

BUSINESS REVIEW

The result for the year is shown on page 11 in the Statement of Total Comprehensive Income. This shows a profit before tax of £11,919k (2019: £3,436k profit). The profit for the year includes an increase in the fair value of the investment of £11,919k (2019: £5,313k increase). The Directors do not recommend the payment of a dividend (2019: nil).

The Company's direct subsidiaries and joint ventures are held at fair value in the Statement of Financial Position with movements recorded through the Statement of Total Comprehensive Income as explained in note 2. In order to determine the fair value of these investments, the Company takes into consideration the fair value of all the underlying portfolio companies and intermediate holding companies.

KEY PERFORMANCE INDICATORS

The key performance indicators for the Company are primarily client and financially focused, including those listed below:

- tracking the performance and delivery of the services in conjunction with the KPIs set by at the individual project company;
- the progress of the individual project companies;
- the comparison of actual cash flows costs to those that have been forecast;
- the value of investments held in the group portfolio in association with the expected future cash flows; and
- that all operational projects are performing within the restrictions of all project documentation.

The latest financial model shows the values of the current portfolio are performing in line with expectations and the project documentation with no material or significant unavailability deductions being suffered in the year. There have been no identified service failures within the period of ownership.

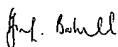
FUTURE DEVELOPMENTS

The Directors of the Company are not aware of any circumstances by which the principal activity of the Company would alter or cease.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company has entered into inter-company loan agreements with a related group entity and with its subsidiaries. A principal risk is the Company not receiving interest payments in order to make interest payments to the lender company. Therefore, the Company's main concerns are attributable to the sound operation of the underlying infrastructure assets, ensuring that the modelled cash flows, made up of, but not limited to, subordinated debt principal repayments, subordinated debt interest payments, dividends and other fees are indeed received. The Company will monitor actual and projected cash flows to ensure that the returns are as expected. In addition, the Company will also look to optimise returns from the underlying infrastructure assets through achieving efficiencies at project level and by maximising synergies at portfolio level.

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



Ffion Boshell
Director

Date: 18th November 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX ORBITAL HOLDINGS LIMITED

Opinion

We have audited the financial statements of Equitix Orbital Holdings Limited ("the Company") for the year ended 31 December 2020 which comprise the Statement of Total Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Going concern

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

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

Our conclusions based on this work:

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX ORBITAL HOLDINGS LIMITED

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

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

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

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

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements such as provision for impairment. On this audit we do not believe there is a fraud risk related to revenue recognition because the calculation of the revenue is nonjudgmental and straightforward, with limited opportunity for manipulation. We did not identify any additional fraud risks.

We also performed procedures including identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included all post year end closing journals.

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX ORBITAL HOLDINGS LIMITED

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

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

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

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

Strategic report and Directors' report

The Directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

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

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

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company, or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EQUITIX ORBITAL HOLDINGS LIMITED

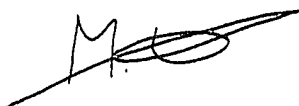
Auditor's responsibilities

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

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

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

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



Matthew Williams (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 5GL

Date: 18 November 2021

EQUITIX ORBITAL HOLDINGS LIMITED

**STATEMENT OF TOTAL COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020**

		2020	2019
	Notes	£'000	£'000
Investment income	7	11,216	11,719
Fair value gain on investments	10	11,919	5,313
Operating profit	5	<u>23,135</u>	<u>17,032</u>
Finance costs	8	(11,216)	(13,596)
Profit before tax		<u>11,919</u>	<u>3,436</u>
Tax	9	-	-
Profit for the financial year		<u>11,919</u>	<u>3,436</u>
Other comprehensive income		-	-
Total comprehensive income for the year		<u><u>11,919</u></u>	<u><u>3,436</u></u>

All of the above relates to continuing activities.

The notes on pages 15 to 27 form part of these financial statements.

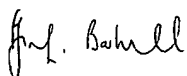
EQUITIX ORBITAL HOLDINGS LIMITED
Registered Number: 10392695

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Notes	2020 £'000	2019 £'000
Assets			
Non-current assets			
Investments	10	225,485	215,071
		<u>225,485</u>	<u>215,071</u>
Current assets			
Receivables	11	-	999
		<u>-</u>	<u>999</u>
Total assets		<u>225,485</u>	<u>216,070</u>
Liabilities			
Non-current liabilities			
Borrowings	13	135,645	137,719
		<u>135,645</u>	<u>137,719</u>
Current liabilities			
Borrowings		22,641	24,017
Payables	12	3,855	2,909
		<u>26,496</u>	<u>26,926</u>
Total Liabilities		<u>162,141</u>	<u>164,645</u>
Net assets		<u>63,344</u>	<u>51,425</u>
Equity			
Share capital	14	1	1
Retained earnings		63,343	51,424
Shareholder's equity		<u>63,344</u>	<u>51,425</u>

The notes on pages 15 to 27 form part of these financial statements.

The financial statements of Equitix Orbital Holdings Limited, registered number 10392695, were approved by the Board of Directors and authorised for issue and were signed on its behalf by:



Ffion Boshell
Director

Date: 18th November 2021

EQUITIX ORBITAL HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Share capital £'000	Retained earnings £'000	Total equity £'000
At 1 January 2019	1	47,988	47,989
Total comprehensive income for the year	-	3,436	3,436
At 31 December 2019	<u>1</u>	<u>51,424</u>	<u>51,425</u>
At 1 January 2020	1	51,424	51,425
Total comprehensive income for the year	-	11,919	11,919
At 31 December 2020	<u>1</u>	<u>63,343</u>	<u>63,344</u>

The notes on pages 15 to 27 form part of these financial statements.

EQUITIX ORBITAL HOLDINGS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2020**

The Company does not have a bank account and therefore has no cash transactions (2019: none).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

1. GENERAL INFORMATION

Equitix Orbital Holdings Limited is a private company limited by shares, incorporated, domiciled and registered in England and Wales in the UK under the Companies Act 2006. The address of the registered office is given on page 3. The nature of the Company's operations and its principal activities are set out in the Directors' Report on page 4 and in the Strategic Report on page 6. These financial statements are presented in pounds sterling, being the currency of the primary economic environment in which the Company operates. Monetary amounts are rounded to the nearest £'000.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared and approved by the directors in accordance with applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006 ("adopted IFRSs"). A summary of the principal accounting policies, all of which have been applied consistently throughout the current are set out below.

The financial statements are prepared on the historical cost basis except for investments measured at fair value.

2.2 Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate based on the cashflow forecasts prepared by them for a period of 12 months.

As the Company has a diverse mix of investments and as certain investments are backed by a government counterparty, the Directors have considered that no severe but plausible downside event would prevent the Company being able to meet its liabilities as they fall due.

Further, whilst the Company is in a net current liabilities position. The parent entities have indicated their intention to continue to make available such funds as are needed and do not intend to seek repayment of any amounts payable for the next twelve months from the balance sheet date. As with any company placing reliance on other group entities for financial support, the Directors acknowledge 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.

The Directors of the Company have also considered the impact of the COVID-19 global pandemic, which has resulted in unprecedented risks and significant levels of volatility and reduced asset prices in global equity and bond markets. The main risk resulting from COVID-19 for the Company is in respect of the impact on the valuation of investments held at fair value through profit and loss. The Directors of the Company have considered the impact on the Company of potentially lower valuations and do not consider there to be any significant impact on the going concern basis of preparation of financial statements.

In conjunction with this assessment, the Directors believe that the Company has sufficient resources to address severe but plausible financial impacts and therefore the Directors consider there is no significant impact on the going concern basis of preparation of these financial statements.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2.3 Revenue

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income

Dividend income is recognised when the shareholders' rights to receive payment have been established.

2.4 Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

2. ACCOUNTING POLICIES (CONTINUED)

2.5 Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable loss differs from the net loss as reported in the Statement of Total 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 Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred tax

Deferred tax is provided on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable loss. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax liabilities are generally recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax asset is reviewed at each Statement of Financial Position 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.

2.6 Investments in subsidiaries

The Company meets the definition of an Investment Entity under IFRS 10, on the basis of the following criteria:

- (i) the Company obtains funds from multiple ultimate investors for the purpose of providing those investors with investment management services;
- (ii) the Company commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- (iii) the Company measures and evaluates the performance of substantially all of its investment on a fair value basis.

As such it accounts for its investments in subsidiaries and joint venture at fair value through profit and loss and hence has not prepared consolidated financial statements.

2.7 Investments in joint ventures and associates

The Company meets the definition of a venture capital organisation or similar entity and upon initial recognition has designated its investment in joint ventures and associates at fair value through profit or loss. Changes in fair value are recognised in profit or loss in the period of the charge.

2.8 Receivables

Receivables are measured at amortised cost using the effective interest method, less any impairment. They are included in current assets, except where maturities are in greater than 12 months after the Statement of Financial Position date which are classified as non current assets.

2.9 Loans and borrowings

Loans and borrowings, are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period.

2.10 Share capital

Ordinary shares are classified as equity.

2.11 Expenses

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

2.12 Dividends

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

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

3. CRITICAL ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

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

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

Estimates

Related party loans

The Company's loan agreements with its related group entities, Equitix MA 2 Capital Eurobond Limited, Equitix Infrastructure 4 Limited and Equitix Infrastructure MA Limited carry an interest rate ranging 6.5% - 11.85% [and is secured on the investment of the Company]. On inception of the loan, the interest rate was determined with reference to market rates at that date. The directors have considered whether the market rate for such debt, or the specific credit risk of the loan (with reference to the performance of the investment), have materially changed – and concluded they have not.

Therefore, the Directors conclude that book value of the loan in these financial statements still approximates to the fair value at the statement of Financial Position date.

Investments

The fair value of the investment in aggregated is calculated by discounting total future cash flows from the investments. Where the interest rate of the debt element of the investment is considered not to reflect market rates at the date of valuation, then in order to separately disclose the fair value of the debt a market debt rate is determined and applied to the separate debt cash flows.

The principal drivers of internally prepared valuations are therefore:

- i) expected future net cash flows; and
- ii) the discount rate to be applied.

Future cash flows involve a degree of uncertainty in terms of their amount and timing. Cash flows in the underlying investments are exposed to risks in relation to deductions that may be made by the relevant procuring party in relation to performance conditions, demand, availability and inflation.

(i) Future cash flows are the future distributions expected to be received by the Company from its investments. Future distributions involve a degree of uncertainty in terms of their amount and timing as cash flows in the underlying Investments are exposed to risks, for example, in relation to deductions that may be made by the relevant Government Authority in relation to performance conditions and macroeconomic changes. These cashflows are based on the latest financial model available for each investment. These are updated for actual figures periodically and, for levered investments, reviewed by senior debt providers; as such these provide the most reliable estimate of future cash flows. The Investment Manager updates these financial models for the latest macroeconomic forecasts to ensure consistency across the Company's portfolio.

If the expected future net cash flows were decreased or increased by 10%, with all other variables held constant, the impact on the value of financial assets would be a £22,548k/£22,548k (2019: £21,506k) loss/gain respectively.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

3. CRITICAL ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(ii) Discount rates are based on a risk-free rate adjusted by an appropriate premium to reflect the specific risks of the investment. The risk-free rate is derived from UK government bond rates for the 24-month average yield-to-maturity matching individual investment life. During the year, the Company changed the methodology for determining risk-free rate used for this purpose. In previous years, risk-free rate was taken to be the UK government bond rate matching the fund maturity profile. The Directors believe that the new method is more appropriate as it better represents the risk-free profile of each individual asset.

A discount rate premium is then calculated considering multiple factors pertaining to the specific risk of the investment, including base infrastructure risk, construction risk (if applicable), duration risk due to an extended project life, sector specific risks, and any project specific risks.

The discount rate used for the 2020 valuation was 5.92% (2019: 6.51%). An increase or decrease in the discount rates applied by +/- 1% would have resulted in a decrease or increase in fair value of the investments by £19,056k / £21,723k (2019: £18,713k / £21,424k) respectively.

The estimate of fair value may vary from the price achieved in an actual sale as potential acquirers may use different valuation criteria for their own strategic reasons.

In addition, the following economic assumptions were used in the discounted cash flow valuations:

UK inflation rate	1.9% for 2020, long term 3%
UK deposit interest rates	0.2% for 2020, long term 0.3%
UK corporation tax	19% for 2020, long term 19%

Judgements

Deferred tax

The Company has not recognised deferred tax on the temporary difference between the fair value of the investment and its tax base because the Directors are of the view that the fair value of the subordinated debt component of the investment approximates to its nominal value and so any movement in fair value is attributable to the equity component only. In this case there would be no taxation arising because the value of the equity component will be realised through the receipt of non-taxable dividends and/or by a sale for which reliefs from taxation will be available.

4. INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS") - ADOPTION OF NEW AND REVISED

A number of new standards are effective 1 January 2020 but do not have a material effect on the Company's Financial Statements. The notable policy changes are listed below:

- Definition of a Business (Amendments to IFRS 3)
- Amendments to References to the Conceptual Framework in IFRS Standards and Revised Conceptual Framework
- Definition of Material (Amendments to IAS 1 and IAS 8)
- Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)
- Covid-19 Related Rent Concessions (Amendments to IFRS 16)

The Directors do not expect that the adoption the standards listed above and other new standards will have a material impact on the Company in future periods.

EQUITIX ORBITAL HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

5. OPERATING PROFIT

The operating profit of the Company of £23,135k (2019: £17,032k profit) is attributable to the principal activity of the Company, all of which was carried out in the United Kingdom.

The audit fee for Equitix Orbital Holdings Limited of £4.2k (2019: £3.4k) has been borne by Equitix MA 2 LP, Equitix M25 Access LP, Equitix Fund IV LP and Equitix MA 1 LP, who will not seek compensation from the Company. There were no non-audit fees for the year (2019: £nil).

6. DIRECTORS' REMUNERATION

No staff were directly employed by the Company (2019: none). No Directors received any remuneration for services to the Company during the year (2019: £nil). The Company is managed by secondees from Equitix Limited. No recharge for services rendered has been made during the year (2019: £nil).

7. INVESTMENT INCOME

	2020	2019
	£'000	£'000
Interest income	11,216	11,719
	<u>11,216</u>	<u>11,719</u>

8. FINANCE COSTS

	2020	2019
	£'000	£'000
Finance expense	11,216	13,596
	<u>11,216</u>	<u>13,596</u>

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**NOTES TO THE FINANCIAL STATEMENTS
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9. TAXATION

	2020	2019
	£'000	£'000
Current tax		
Current tax on profits of the year	-	-
Total current tax	-	-
	2020	2019
	£'000	£'000
Profit before tax	11,919	3,436
Profit multiplied by the standard rate of corporation tax in the UK of 19%.	2,265	653
Income and fair value movements not subject to taxation	(2,265)	(1,009)
Losses not utilised in the year	-	356
Total tax expense for the year	-	-

A deferred tax asset has not been recognised as there is insufficient evidence that the asset will be recovered. The amount of the deferred tax asset not recognised is £356k (2019: £356k) calculated at 19%, the rate substantially enacted at the Statement of Financial Position date.

Changes in tax rates and factors affecting the future tax charges

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

EQUITIX ORBITAL HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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10. INVESTMENTS

	2020	2019
	£'000	£'000
Opening net book value	215,071	214,743
Repayment of loan notes	(2,073)	(4,985)
Movement in accrued interest of debt element	568	-
Fair value (losses)/gains	11,919	5,313
Closing net book value	225,485	215,071

The Directors have satisfied themselves as to the methodology used, the discount rates applied and the valuation. Further detail is given in notes 2 and 15.

The investment comprises a debt element and an equity element as follows:

	2020	2019
	£'000	£'000
Debt Securities	135,647	137,720
Equity	89,838	77,351
Total	225,485	215,071

The debt element carries a coupon of 6.5% to 11.85% (2019: 6.5% to 11.85%) and is repayable in 2039.

The following economic assumptions were used in the discounted cash flow valuations:

UK inflation rate	1.9% for 2020, long term 3%
UK deposit interest rates	0.2% for 2020, long term 0.3%
UK corporation tax	19% for 2020, long term 19%

Investments are generally restricted on their ability to transfer funds to the Company under the terms of the senior funding arrangement for that investment. Significant restrictions include:

- Historic and projected debt service and loan life cover ratios exceed a given threshold;
- Required cash reserve account levels are met;
- Senior lenders have agreed the current financial model that forecasts the economic performance of the Company;
- Project performance is in compliance with the terms of its senior funding arrangements; and
- Senior lenders have approved the annual budget for the Company.

A list of principal subsidiaries and joint ventures of the Company can be found on note 18 of these financial statements.

EQUITIX ORBITAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11. RECEIVABLES	2020 £'000	2019 £'000
Interest receivable	-	999
	-	999
Included on the Statement of Financial Position as follows:		
Current	-	999
	-	999

12. PAYABLES	2020 £'000	2019 £'000
Interest payable	2,479	2,909
Liabilities owed to parent	1,376	-
	3,855	2,909
Included on the Statement of Financial Position as follows:		
Current	3,855	2,909
	3,855	2,909

Interest payable in the current and prior year represents accrued interest on loan note borrowings from Equitix MA 2 Capital Eurobond Limited, Equitix MA Infrastructure Limited and Equitix Infrastructure 4 Limited.

13. BORROWINGS	2020 £'000	2019 £'000
Loans from group undertaking	158,286	161,736
	158,286	161,736
Included on the Statement of Financial Position as follows:		
Non-current	135,645	137,719
Current	22,641	24,017
	158,286	161,736

Loans from the Group companies are in place for the purpose of acquiring the investment portfolio. The non-current loans are repayable in 2039 and bear interest rates of 11.85% or 6.5%. The current loans are repayable on demand and bear interest rate of 0%.

The carrying amount of these liabilities approximates their fair value.

EQUITIX ORBITAL HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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14. SHARE CAPITAL

	2020	2020	2019	2019
Authorised, issued and paid	Number	£'000	Number	£'000
Ordinary shares of £1 each	1,000	1	1,000	1
	<u>1,000</u>	<u>1</u>	<u>1,000</u>	<u>1</u>

There were no dividends declared but unpaid at 31 December 2020 (2019: nil).

15. FINANCIAL INSTRUMENTS*Capital risk management*

The Company manages its capital to ensure that it is able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company borrowings as disclosed in note 13 and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained profits as disclosed in note 14 and the Statement of Changes in Equity. The Company is not subject to any externally imposed capital requirements.

Categories of financial instruments:

	2020	2019
	£'000	£'000
Financial assets		
Investments	225,485	215,071
Trade and other receivables	-	999
	<u>225,485</u>	<u>216,070</u>
Financial liabilities at amortised cost		
Borrowings	158,286	161,736
Interest payable	2,479	2,909
Liabilities owed to parent	1,376	-
	<u>162,141</u>	<u>164,645</u>

Financial risk management*Risk management objectives*

The Directors provide advice to the Company on all risks faced and manage the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures faced by degree and magnitude of risk consequences. These risks include market risk, credit risk and liquidity risk.

The Company follows Equitix MA2 LP Group's policies approved by the board of Directors. The Company does not enter into or trade financial instruments including derivative financial instruments, for speculative purposes.

Market risk

The Company's activities expose it primarily to the financial risks of interest rates and performance risk.

Interest rate risk management

The Company has limited exposure to interest rate risk as loans held with Equitix MA 2 Capital Eurobond Limited, Equitix MA Infrastructure Limited and Equitix Infrastructure 4 Limited have fixed interest rates and the majority of the underlying borrowings are fixed rate loans. Therefore the Company has limited exposure to cash flow risk due to changes in interest rates over variable rate borrowings.

EQUITIX ORBITAL HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

15. FINANCIAL INSTRUMENTS (CONTINUED)Financial risk management (continued)*Interest rate sensitivity analysis*

The Company has limited exposure to interest rate risk because the loans held with Equitix MA 2 Capital Eurobond Limited, Equitix Infrastructure 4 Limited or Equitix MA Infrastructure Limited because the loans have a fixed interest rate of either 11.85%, 6.5% or nil%.

Performance risk management

Performance risk management refers to the risk that the underlying project companies will not perform in line with expectations, and as such the Company will not receive forecast cash flows as expected. This risk is mitigated through the contractual structure of the projects, whereby deductions or non-performance are passed down to the facilities manager, operations and maintenance provider or construction subcontractors.

Credit risk management

The Company is exposed to credit risk in respect to its current assets as outlined in the Statement of Financial Position through possible default of the relevant counterparty. The maximum gross exposure to credit risk, before credit enhancements and other mitigates, is represented by the carrying amounts of the financial assets that are carried on the Statement of Financial Position. This risk is mitigated through a combination of diversification of exposures across multiple projects and sectors, the majority of credit counterparties for projects being government, government backed or quasi-government bodies, and the presences of collateral and credit enhancements at the project level including charges over, or ownership of, physical assets. This risk is therefore not considered to be significant.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of Directors, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching maturity profiles of financial assets and liabilities.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
15. FINANCIAL INSTRUMENTS (CONTINUED)

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on contractual undiscounted cash flows of financial liabilities based on the earliest date the Company could be required to satisfy borrowing repayments. The table includes principal repayment and interest cash flows.

Liabilities

	2020	2019
	£'000	£'000
Less than 1 year		
Interest payable	2,479	2,909
Liabilities owed to parent	1,376	-
Borrowings	<u>22,641</u>	<u>24,017</u>
	<u>26,496</u>	<u>26,926</u>
1 - 5 years		
Interest payable	44,181	44,181
Liabilities owed to parent	-	-
Borrowings	<u>-</u>	<u>-</u>
	<u>44,181</u>	<u>44,181</u>
5+ years		
Interest payable	149,109	160,154
Liabilities owed to parent	-	-
Borrowings	<u>135,645</u>	<u>137,719</u>
	<u>284,754</u>	<u>297,873</u>
Total		
Interest payable	195,769	207,244
Liabilities owed to parent	1,376	-
Borrowings	<u>158,286</u>	<u>161,736</u>
	<u><u>355,431</u></u>	<u><u>368,980</u></u>

The fair value of the investments is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

The following hierarchy classifies each class of financial asset or liability depending upon the valuation technique applied in determining its fair value:

i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities, where inputs are observable;

ii) Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) where inputs are directly or indirectly observable; and

iii) Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data, where the inputs are unobservable.

Investments comprise both debt and equity investments. The debt investment is considered a Level 2 valuation, whilst the equity element is considered a Level 3 valuation. See note 3.

There have been no transfers between these categories in the current year.

EQUITIX ORBITAL HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

16. RELATED PARTY TRANSACTIONS

During the year the Company entered into the following transactions with related parties:

Statement of Comprehensive Income transactions

	2020 Interest income £'000	2020 Interest expense £'000	2019 Interest income £'000	2019 Interest expense £'000
Related party				
Edge Orbital Holdings Ltd	8,957	-	9,363	-
Edge Orbital Holdings 2 Ltd	2,259	-	2,356	-
Equitix Infrastructure 4 Ltd	-	(3,366)	-	(4,080)
Equitix MA 2 Capital Eurobond Limited	-	(6,172)	-	(7,483)
Equitix MA Infrastructure Ltd	-	(1,678)	-	(2,033)
	<u>11,216</u>	<u>(11,216)</u>	<u>11,719</u>	<u>(13,596)</u>

Statement of Financial Position

	2020 Amounts owed to related party £'000	2020 Amounts owed by related party £'000	2019 Amounts owed by related party £'000	2019 Amounts owed to related party £'000
Related party				
Edge Orbital Holdings Ltd	-	108,317	109,925	-
Edge Orbital Holdings 2 Ltd	-	27,330	27,796	-
Equitix Infrastructure 4 Ltd	(48,643)	-	-	(49,395)
Equitix MA 2 Capital Eurobond Limited	(89,241)	-	-	(90,620)
Equitix MA Infrastructure Ltd	(24,257)	-	-	(24,630)
	<u>(162,141)</u>	<u>135,647</u>	<u>137,720</u>	<u>(164,645)</u>

The amounts owed by related parties are loan notes that are recognised as investments held at fair value in the Statement of Financial Position.

17. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent company is Equitix MA 2 Capital Eurobond Limited, a company incorporated in England and Wales. The Company's registered address is 3rd Floor, South Building, 200 Aldersgate Street, London, EC1A 4HD. The Company's ultimate parent and controlling entities are Equitix Fund IV LP, Equitix MA 1 LP, Equitix M25 Access LP and Equitix MA 2 LP Limited Partnerships registered in England and Wales. The registered address 3rd Floor, South Building, 200 Aldersgate Street, London, EC1A 4HD. The Company's results are not consolidated as the Company and its parent entities meet the criteria of Investment Entities under IFRS 10. The Company's parent does not prepare consolidated accounts.

EQUITIX ORBITAL HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

18. INVESTMENTS AS AT 31 DECEMBER 2020

Company name	Percentage of shares held	Number and class of shares held	Principal activity	Registered Address
Edge Orbital Holdings Ltd**	50% of ordinary share capital	1,820,683,047 ordinary 0.01p shares	Parent company to Connect Plus (M25) Ltd	Albany Spc Services Limited, 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Edge Orbital Holdings 2 Ltd**	50% of ordinary share capital	443,403,319 ordinary 0.01p shares	Parent company to Connect Plus (M25) Ltd	Albany Spc Services Limited, 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Connect Plus (M25) Holdings Ltd*	25% of ordinary share capital	Investment indirectly held	Parent company to Connect Plus (M25) Ltd	Connect Plus House, St Albans Road, South Mimms, Hertfordshire, EN6 3NP
Connect Plus (M25) Intermedatre Holdings Ltd*	25% of ordinary share capital	Investment indirectly held	Parent company to Connect Plus (M25) Ltd	Connect Plus House, St Albans Road, South Mimms, Hertfordshire, EN6 3NP
Connect Plus (M25) Ltd*	25% of ordinary share capital	Investment indirectly held	Project company which covers the development and maintenance of the M25 motorway	Connect Plus House, St Albans Road, South Mimms, Hertfordshire, EN6 3NP

* Designates investments that are held indirectly.

**Designates investments that are held directly.

19. POST BALANCE SHEET EVENTS

There were no significant events or transactions following the Statement of Financial Position date.