

PENTLAND SPV 2 LIMITED

COMPANY NUMBER 10662552

Directors' Report and Financial Statements
for the period from 9 March 2017 to 31 March 2018



The Company's registered office is:

Ropemaker Place
28 Ropemaker Street
London EC2Y 9HD
United Kingdom

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07/12/2018
COMPANIES HOUSE

2018 Directors' Report and Financial Statements Contents

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Pentland SPV 2 Limited

Company Number 10662552

Directors' Report

for the period from 9 March 2017 to 31 March 2018

In accordance with a resolution of the directors (the "Directors") of Pentland SPV 2 Limited (the "Company"), the Directors submit herewith the audited financial statements of the Company and report as follows:

As the Company meets the qualifying conditions under section 382 of the Companies Act 2006 (the "Act"), the Directors have taken advantage of the exemption provided in sections 414B (as incorporated into the Act by the Strategic Report and Directors' Report Regulations 2013) and 415A of the Act for the preparation of a Strategic Report.

Directors and Secretaries

The Directors who each held office as a Director of the Company throughout the period and until the date of this report, unless disclosed otherwise, were:

Mark J Dooley	(appointed on 17 August 2017)
Edward P Northam	(appointed on 17 August 2017)
Daniel C C Wong	(appointed on 17 August 2017)
Anthony L Odgers	(resigned on 17 August 2017)
Shaun P Kingsbury	(resigned on 17 August 2017)

The Secretaries who each held office as a Secretary of the Company throughout the period and until the date of this report, unless disclosed otherwise, were:

Helen L Everitt	(appointed on 17 August 2017)
Euan F McVicar	(resigned 17 August 2017)

Principal activities

The principal activity of the Company during the financial period ended 31 March 2018 was to act as a holding company.

Results

The loss for the financial period ended 31 March 2018 of £485,442 was due to the activity required to make investments. The loss is expected to be recovered on interest received on such investments and any future gains made on the sale of these investments.

Dividends paid or provided for

No dividends were paid or proposed during the period ended 31 March 2018.

State of affairs

The company was incorporated on 9 March 2017.

On 1 August 2017 100 £1 ordinary shares were issued.

On 17 August 2017 the ultimate parent undertaking changed from the Secretary of state for Business, Energy and Industrial Strategy to Macquarie Group Limited ("MGL") (Note 14). There were no other significant changes in the state of affairs of the Company that occurred during the financial period under review not otherwise disclosed in this report.

The Directors have prepared the accounts on a going concern basis as further discussed in Note 2 'Summary of significant accounting policies'.

Events after the reporting period

The Directors are not aware of any other matter or circumstance which has arisen that has significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in the financial periods subsequent to 31 March 2018 not otherwise disclosed in this report.

Directors' Report**for the period from 9 March 2017 to 31 March 2018 (continued)****Likely developments, business strategies and prospects**

The Directors believe that no significant changes are expected other than those already disclosed in this report.

Indemnification and insurance of Directors

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force during the financial period and also at the date of approval of the financial statements. The ultimate parent purchased and maintained throughout the financial period Directors' liability insurance in respect of the Company and its Directors.

Statement of Directors' responsibilities

The Directors are responsible for preparing 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 period. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "*Reduced Disclosure Framework*", 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;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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. The Directors 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.

Disclosure of information to auditors

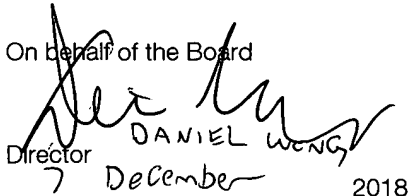
In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

Pursuant to section 487(2) of the Companies Act 2006, the auditors of the Company are deemed appointed for each financial year unless the Directors or the members of the Company resolve to terminate their appointment. As at the date of these financial statements the Directors are not aware of any resolution to terminate the appointment of the auditors.

On behalf of the Board



DANIEL WONG
Director
7 December 2018

Independent auditors' report to the members of Pentland SPV 2 Limited

Report on the audit of the financial statements

Our opinion

In our opinion, Pentland SPV 2 Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the financial period from 9 March 2017 to 31 March 2018 (the "period");
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Directors' Report and Financial Statements (the "Annual Report"), which comprise: the Balance sheet as at 31 March 2018; the Profit and loss account, the Statement of changes in equity for the period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the 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 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included:

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Independent auditors' report to the members of Pentland SPV 2 Limited

Reporting on other information (continued)

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the period ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit.

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Shujaat Khan (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Edinburgh

7 DECEMBER

2018

Pentland SPV 2 Limited

Profit and loss account for the period from 9 March 2017 to 31 March 2018

	Note	Period from 09.03.17 to 31.03.18 £
Interest receivable and similar income	3	988,881
Administrative expenses	4	(584,564)
Operating loss		404,317
Interest payable and similar expenses	5	(866,508)
Loss before taxation		(462,191)
Tax on loss	6	(23,251)
Loss for the financial period		(485,442)

The above Profit and loss account should be read in conjunction with the accompanying notes, which form an integral part of the financial statements.

There were no other comprehensive income and expenses other than those included in the results above, and therefore no separate statement of comprehensive income has been presented.

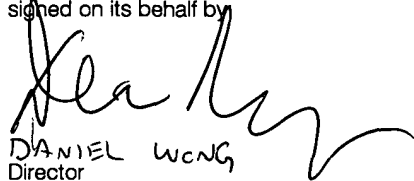
Pentland SPV 2 Limited

Balance sheet as at 31 March 2018

	Note	2018 £
Current assets		
Investments held for sale	7	64,314,482
Debtors	8	19,273,023
Current liabilities		
Creditors: amounts falling due within one year	9	(5,425,701)
Net current assets		78,161,804
Net assets		78,161,804
Capital and reserves		
Called up share capital	10	200
Share Premium reserve	10	78,647,046
Profit and loss account		(485,442)
Total shareholder funds		78,161,804

The above balance sheet should be read in conjunction with the accompanying notes, which form an integral part of the financial statements.

The financial statements on pages 6 to 15 were approved by the Board of Directors on 7 December 2018 and were signed on its behalf by


DANIEL WONG
Director

Pentland SPV 2 Limited

Statement of changes in equity for the period from 9 March 2017 to 31 March 2018

		Called up share capital	Share premium account	Profit and loss account	Total shareholder funds
	Note	£	£	£	£
Loss for the financial period		-	-	(485,442)	(485,442)
Issue of 100 ordinary shares	10	100	-	-	100
Further issue of 100 ordinary shares	10	100	78,647,046	-	78,647,146
Balance at 31 March 2018		200	78,647,046	(485,442)	78,161,804

The above Statement of changes in equity should be read in conjunction with the accompanying notes, which form an integral part of the financial statements.

Pentland SPV 2 Limited

Notes to the financial statements for the period ended 31 March 2018

Note 1. General information

The Company is a private company limited by shares and is registered in England. The address of its registered office is Ropemaker Place, 28 Ropemaker Street, London EC2Y 9HD, United Kingdom.

Note 2. Summary of significant accounting policies

i) Basis of preparation

The principal accounting policies adopted in the preparation of these financial statements have been consistently applied throughout the period presented, unless otherwise stated.

The Company directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ("FRS 101"). There is no impact on the results and the only impact is a reduction in the disclosures. The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The financial statements contain information about the Company as an individual company and do not contain consolidated financial information as a parent of a group. The Company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in full consolidation in the consolidated financial statements of its ultimate parent Macquarie Group Limited ("MGL"), a company incorporated in Australia.

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in FRS 101 which addresses the financial reporting requirements and disclosure exemptions in the financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted International Financial Reporting Standards ("IFRS").

In accordance with FRS 101 the Company has availed of an exemption from the following requirements of IFRS:

- The requirements of paragraph 33(c) of IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' (details of cash flows of discontinued operations).
- The requirements of IFRS 7 'Financial Instruments: Disclosures';
- The requirements of paragraphs 91 to 99 of IFRS 13 'Fair Value Measurement';
- The requirements of IAS 7 'Statement of Cash Flows';
- The requirements of paragraphs 10(d), 10(f), 16, 38A to 38D, 40A to 40D and 111 of IAS 1 'Presentation of Financial Statements';
- The requirements of paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors';
- The requirements of paragraph 17 of IAS 24 'Related Party Disclosures' and
- The requirements of IAS 24 to disclose related party transactions entered into between two or more members of a group where both parties to the transaction are wholly owned within the group.

Critical accounting estimates and significant judgements

The preparation of the financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the accounting policies. The notes to the financial statements set out areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company and the financial statements such as determination of investment securities held for sale.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events.

Management believes that the estimates used in preparing the financial report are reasonable. Actual results in the future may differ from those reported and therefore it is reasonably possible, on the basis of existing knowledge, that outcomes within the next financial year that are different from our assumptions and estimates could require an adjustment to the carrying amounts of the assets and liabilities reported.

ii) Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Notes to the financial statements for the period ended 31 March 2018 (continued)

Note 2. Summary of significant accounting policies (continued)

iii) Revenue and expense recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised for the major business activities as follows:

Net interest income/expense

Interest income and expense is brought to account using the effective interest method. The effective interest method calculates the amortised cost of a financial instrument and allocates the interest income or interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset or liability. Fees and transaction costs associated with loans that are capitalised are included in the effective interest rate and recognised in the profit and loss over the expected life of the instrument.

Expenses

Expenses are brought to account on an accruals basis and, if not paid at the end of the reporting period, are reflected in the balance sheet as a payable. Fees payable to the Company's auditor for the audit of the Company's annual accounts were £14,300. This amount is payable by UK Green Investment Bank Limited and will not be recharged.

iv) Investments

The investments are classified into the following categories, investments held for sale and loans and receivables. The classification depends on the purpose for which the financial asset was acquired, which is determined at initial recognition and, except for other financial assets at fair value through profit or loss, is re-evaluated at each balance date.

Investment securities held for sale

Non-Current assets are classified as assets held for sale in line with IFRS 5 when the carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The assets are stated at the lower of carrying amount and fair value less costs to sell unless the assets are financial assets in the scope of IAS 39, in which case they are measured in accordance with that standard.

The criteria for held for sale classification is regarded as met only when the distribution is highly probable and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of the classification.

Loans and receivables

This category includes fee receivables, loan assets held at amortised cost, other receivables and amounts due from related entities, which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are recognised on settlement date.

Notes to the financial statements for the period ended 31 March 2018 (continued)

Note 2. Summary of significant accounting policies (continued)

v) Taxation

The principles of the balance sheet method of tax effect accounting have been adopted whereby the income tax benefit for the financial period is the tax payable on the current period's taxable loss adjusted for changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements and unused tax losses.

Deferred tax assets are recognised when temporary differences arise between the tax bases of assets and liabilities and their respective carrying amounts which give rise to a future tax benefit, or when a benefit arises due to unused tax losses. In both cases, deferred tax assets are recognised only to the extent that it is probable that future taxable amounts will be available to utilise those temporary differences or tax losses. Deferred tax liabilities are recognised when such temporary differences will give rise to taxable amounts that are payable in future periods. Deferred tax assets and liabilities are recognised at the tax rates expected to apply when the assets are recovered or the liabilities are settled under enacted or substantively enacted tax law.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset when there is a legally enforceable right to offset and an intention to either settle on a net basis, or realise the asset and settle the liability simultaneously. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

The Company undertakes transactions in the ordinary course of business where the income tax treatment and recognition of deferred tax assets requires the exercise of judgement. The Company estimates its tax liability based on its understanding of the tax law.

vi) Impairment

Investment securities held for sale

The Company performs an assessment at each reporting date to determine whether there is any objective evidence that held for sale financial assets have been impaired. Impairment exists if there is objective evidence of impairment as a result of one or more events (loss event) which have an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

For equity securities classified as held for sale, the main indicators of impairment are: significant changes in the market, economic or legal environment; and a significant or prolonged decline in fair value below cost. In making this judgement, the Company evaluates among other factors, the period of time for which fair value has been below cost.

In the case of debt securities classified as held for sale, observable data that relates to loss events are considered, including adverse changes in the payment status of the issuer and national or local economic conditions that correlate with defaults on those assets.

In addition, impairment may be appropriate when there is evidence of deterioration in the financial condition of the investee, industry and sector performance, operational and financing cash flows or changes in technology.

When the fair value of an held for sale financial asset is less than its initial carrying amount and there is objective evidence that the asset is impaired, any cumulative loss recognised directly in reserves is removed from equity and recognised in the profit and loss.

Impairment losses recognised in the profit and loss for equity securities classified as held for sale are not subsequently reversed through the profit and loss. However impairment loss recognised for debt investment securities classified as held for sale are subsequently reversed through the profit and loss if the fair value increases and the increase can be objectively related to an event after the impairment loss was recognised in the profit and loss.

Notes to the financial statements for the period ended 31 March 2018 (continued)

Note 2. Summary of significant accounting policies (continued)

vi) Impairment (continued)

Loans and receivables

Loans and receivables are subject to regular review and assessment for possible impairment. Provisions for impairment on loans and receivables are recognised based on an incurred loss model and re-assessed at each reporting date. A provision for impairment is recognised when there is objective evidence of impairment, and is calculated based on the present value of expected future cash flows, discounted using the original effective interest rate.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through the Profit and Loss account to the extent of what the amortised cost would have been had the impairment not been recognised.

When the Company concludes that there is no reasonable expectation of recovering cash flows from the asset and all possible collateral has been realised, the loan is written off either partially or in full, against the related provision. Recoveries of loans previously written off are recorded based on the cash received. Bad debts are written off in the period in which they are identified.

vii) Called up share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Pentland SPV 2 Limited

Notes to the financial statements for the period ended 31 March 2018 (continued)

Note 3. Interest receivable and similar income

	Period from 09.03.17 to 31.03.18 £
Interest receivable	988,881

Note 4. Administrative expenses

Loss before taxation is stated after charging expenses of £584,564 in respect of professional services. The Company has no employees during the year.

Note 5. Interest payable and similar expenses

	Period from 09.03.17 to 31.03.18 £
Interest payable to other Macquarie Group undertakings	866,508

Note 6. Tax on loss

	Period from 09.03.17 to 31.03.18 £
Analysis of tax expense for the year:	
Current tax	
UK corporation tax at 19%	23,251
Total current tax	23,251
Tax per profit and loss account	23,251

The income tax expense for the period is higher than the standard rate of corporation tax in the United Kingdom of 19%. The differences are explained below:

Reconciliation of effective tax rate

Loss before taxation	(462,191)
Loss before taxation multiplied by standard rate of corporation tax in the United Kingdom of 19%	(87,816)
Effects of:	
Non-deductible expenses	111,067
Total tax expense	23,251

The UK Government have enacted a reduction in the main rate of corporation tax from 19% to 17% from 1 April 2020.

Note 7. Investments held for sale

	2018 £
Unlisted equity securities	39,323,573
Loans	24,990,909
Total investments held for sale	64,314,482

The majority of the above amounts are expected to be recovered after 12 months of the reporting date by the Company.

Reconciliation of movement of investments

Balance at the beginning of the financial period	-
Additions	124,458,194
Transfers	(60,143,712)
Balance at the end of the financial period	64,314,482

Pentland SPV 2 Limited

Notes to the financial statements for the period ended 31 March 2018 (continued)

Note 8. Debtors

	2018 £
Amounts owed from other Macquarie Group Undertakings ¹	19,273,023
Total debtors	19,273,023

¹Amounts owed by other Macquarie Group undertakings are unsecured and have not fixed date of repayment. The Company derives interest on intercompany loans to group undertakings at market rates and at 31 March 2018 the rate applied ranged between 2.73% and 2.74%.

Note 9. Creditors: amounts falling due within one year

	2018 £
Taxation	(23,251)
Amounts owed to other Macquarie Group undertakings ¹	(5,402,450)
Total creditors amounts falling due within one year	(5,425,701)

¹Amounts owed by other Macquarie Group undertakings are unsecured and have not fixed date of repayment. The Company derives interest on intercompany loans to group undertakings at market rates and at 31 March 2018 the rate applied ranged between 2.73% and 2.74%.

Note 10. Called up share capital

	Period from 09.03.17 to 31.03.18	Period from 09.03.17 to 31.03.18
	Number of shares	£
Ordinary share capital issued and fully paid		
Issue of 100 £1 ordinary shares on 9 March 2017	100	100
Issue of 100 £1 ordinary shares on 1 August 2017	100	100
Closing balance of fully paid ordinary shares	200	200
Share premium reserve		
Opening balance of share premium reserve	-	-
Additional share premium	100	78,647,046
Closing balance of share premium reserve	100	78,647,046

Note 11. Related party information

As 100% of the voting rights of the Company are controlled within the group headed by MGL, incorporated in Australia, the Company has taken advantage of the exemption contained in FRS 101 and has therefore not disclosed transactions or balances with entities which form part of the Macquarie Group. The consolidated financial statements of MGL, within which the Company is included, can be obtained from the address given in note 14.

From the start of the reporting period up until 16 August, the Company was in a group controlled by the UK Green Investment Bank Limited. The above exemption has been taken for the period in which it was part of this group.

The Company does not have any related party transactions or balances other than those with entities which form part of the Macquarie Group as mentioned above.

There are no related undertakings.

Pentland SPV 2 Limited

Notes to the financial statements for the period ended 31 March 2018 (continued)

Note 12. Directors' remuneration

During the financial period ended 31 March 2018, all Directors were employed by, and received all emoluments from, UK Green Investment Bank Limited or other Macquarie Group undertakings. The Directors perform directors' duties for multiple entities in the Macquarie Group, as well as their employment duties within Macquarie Group businesses. Consequently, allocating their employment compensation accurately across all these duties would not be feasible. Accordingly, no separate remuneration has been disclosed.

Note 13. Contingent liabilities and commitments

	2018 £
Commitments exist in respect of	
Investment commitments	3,715,624
Balance at the end of the financial year	3,715,624

At initial investment stage, the Company commits to an agreed level of cash funding. Given that not all of this funding is drawn down immediately the Company has future investment commitments to satisfy. These commitments represent future cash flows down into investments and are needed by the investee to match the cash requirement of the underlying investment projects. The table above shows the level of outstanding commitments at the period end.

Note 14. Ultimate parent undertaking

At 31 March 2018 the immediate parent undertaking of the Company is Pentland SPV 1 Limited.

The ultimate parent undertaking and controlling party of the Company is MGL. The largest group to consolidate these financial statements, is MGL, a company incorporated in Australia. The smallest group to consolidate these financial statements, is Macquarie Financial Holdings Pty Limited "MFHPL", a company incorporated in Australia. Copies of the consolidated financial statements for MGL and MFHPL can be obtained from the Company Secretary, Level 6, 50 Martin Place, Sydney, New South Wales, 2000, Australia.

Note 15. Events after the reporting period

There were no other material events subsequent to 31 March 2018 that have not been reflected in the financial statements.