

JUPITER INVESTOR HOLDCO LIMITED
(FORMERLY KNOWN AS GIP III JUPITER INVESTOR HOLDCO LIMITED)

ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

REGISTERED NUMBER: 110322

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JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
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FOR THE YEAR ENDED 31 DECEMBER 2022

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JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2022

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DIRECTORS:

Edmund George Andrew (appointed on 27 Oct 2022)
Rowland Tom Harvey Flynn (appointed on 27 Oct 2022)
Stephen Bernard LILLEY (appointed on 25 Aug 2022)
Ramon PARRA ESTESO (appointed on 25 Aug 2022)
Jonathan Nicholas ORD (appointed on 1 Nov 2022)
Nathan John Wakefield (appointed on 21 July 2022)
Filippo Di Salle (appointed on 27 Oct 2022)
Partha Vasudev (appointed on 1 Nov 2022)
Deepak Kumar Agrawal (resigned on 1 Nov 2022)
Philip Roger Perkins George (resigned on 27 Oct 2022)
Thomas Dennis Elliot Sarobe (resigned on 1 Nov 2022)

REGISTERED OFFICE:

1 Bartholomew Lane
London
EC2N 2AX
United Kingdom

REGISTERED NUMBER:

11032246 (England and Wales)

COMPANY SECRETARY:

Intertrust (UK) Limited
1 Bartholomew Lane
London
EC2N 2AX
United Kingdom

PRINCIPAL BANKERS:

National Westminster Bank Plc
Premier Place, Devonshire Square
London
EC2M 4XB
United Kingdom

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

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The directors present their annual report on the affairs of Jupiter Holdco Limited (the "Company") formerly known as GIP III Jupiter Holdco Limited, together with the unaudited financial statements, for the year ended 31 December 2022.

This directors' report has been prepared in accordance with the special provisions relating to small companies. The Company is availing of the exemption from preparing a strategic report or enhanced business review under part 15 of section 414B of the Companies Act 2006.

PRINCIPAL ACTIVITIES

The principal activity of the Company continued to be that of a holding Company.

KEY PERFORMANCE INDICATORS

The Company's primary role is an intermediate holding company and as such it has no material trading activities and therefore there are no key performance indicators to be disclosed.

GOING CONCERN

After making appropriate enquiries, the Board of directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. For this reason, they have chosen to adopt the going concern basis in preparing the Company's financial statements.

DIVIDENDS

During the year 31 December 2022, company paid dividend of £3,768,746 (2021: £nil).

ISSUE OF SHARES

As at 31 December 2022, the issued share capital consists of £603,206,692 fully paid ordinary shares of £1 each.

DIRECTORS

The Directors of the Company who served during the year and up to the date of signing were:

- Edmund George Andrew (appointed on 27 October 2022)
- Rowland Tom Harvey Flynn (appointed on 27 October 2022)
- Stephen Bernard Lilley (appointed on 25 August 2022)
- Jonathan Nicholas Ord (appointed on 1 November 2022)
- Ramon Parra Estes (appointed on 25 August 2022)
- Filippo Di Salle (appointed on 27 October 2022)
- Partha Vasudev (appointed on 1 November 2022)
- Nathan John Wakefield (appointed on 21 July 2022)
- Philip Roger Perkins George (appointed on 21 July 2022 and resigned on 27 October 2022)
- Deepak Kumar Agrawal (resigned on 1 November 2022)
- Thomas Dennis Elliot Sarobe (resigned on 1 November 2022)

DIRECTORS' INDEMNITIES

The Company has not made qualifying third party indemnity provisions for the benefit of its directors during the year and up to the date of this report.

SUBSTANTIAL SHAREHOLDINGS

As at the date of this report, the Company did not receive any notifications under chapter 5 of the Disclosure Guidance and Transparency Rules.

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
DIRECTORS' REPORT - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2022

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TREASURY POLICIES

The objectives of the Company are to manage the Company's financial risk, secure cost effective funding for the Company's operations, and to minimise the adverse effects of fluctuations in the financial markets on the Company's financial assets and liabilities, on reported profitability and on the cash flows of the Company.

The Company finances its activities with a combination of shareholder loan arrangements and shareholders' equity. Other financial assets and liabilities such as trade debtors and trade creditors, arise directly from the Company's operating activities.

FUTURE OUTLOOK

The Company will continue to hold the investment and debt in its 50% joint venture Hornsea 1 Holdings Limited going into 2023. The Company will look to maximise shareholder returns whilst ensuring ongoing compliance with its senior debt covenants.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks are considered to be the wider global economic environment. These risks are reviewed and managed through the Company's business performance and risk management processes, as disclosed in note 18.

Russia/Ukraine war

In February 2022, a number of countries (including the US, UK and EU) imposed sanctions against certain entities and individuals in Russia as a result of the official recognition of the Donetsk People Republic and Lugansk People Republic by the Russian Federation. Announcements of potential additional sanctions have been made following military operations initiated by Russia against the Ukraine on 24 February 2022.

The situation, together with growing turmoil from fluctuations in commodity prices and foreign exchange rates, and the potential to adversely impact global economies, has driven a sharp increase in volatility across markets. The Board of Directors regards these events for the Company as non-adjusting events after the reporting period.

Due to the growing geopolitical tensions, since February 2022, there has been a significant increase in volatility on the securities and currency markets, as well as a significant depreciation of the ruble against the US dollar and GBP. It is expected that these events may affect the activities of enterprises in various sectors of the economy.

Although neither the company's performance and going concern nor operations, at the date of this report, have been significantly impacted by the above, the Board of Directors continues to monitor the evolving situation and its impact on the financial position and results of the company.

Approved by the Board and signed on its behalf by:

DocuSigned by:

Ramon Parra

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A1ACD52BD4B41D
Ramon Parra Estes

Director

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
STATEMENT OF DIRECTORS' RESPONSIBILITIES
FOR THE YEAR ENDED 31 DECEMBER 2022

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Statement of Directors' Responsibilities

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

Company law requires the director to prepare financial statements for each financial year. Under that law, the director is required to prepare the Group financial statements in accordance with International Financial Reporting Standards ('IFRS') as adopted by the United Kingdom and has elected to prepare the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 'Reduced Disclosure Framework' (UK Accounting Standards and applicable law). In preparing the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards (IFRS) as adopted by the United Kingdom has been followed;
- 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 also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors 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 and, as regards the financial statements, Article 4 of the IAS Regulation.

These responsibilities have been fulfilled by the directors and the directors confirm that they have complied with the above requirements in preparing these financial statements.

Approved by the Board and signed on its behalf by:

DocuSigned by:

Ramon Parra

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Ramon Parra Estes

Director

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

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		Year ended 31 Dec 2022	Year ended 31 Dec 2021
	Notes	£	£
Administrative expenses		(4,425)	58,324
Other income		-	-
Operating income	4	(4,425)	58,324
Finance income	5	39,196,935	38,923,187
Finance costs	6	(39,196,935)	(38,923,187)
Dividend income		3,808,746	-
Net finance income/(costs)		3,808,746	-
Profit on ordinary activities before taxation		3,804,321	58,324
Income tax expense	8	-	-
Profit for the year		3,804,321	58,324
Other comprehensive income		-	-
Total comprehensive income for the year		3,804,321	58,324

There were no components of 'other comprehensive income' which are required to be separately disclosed during the current year and prior period.

All of the amounts above are in respect of continuing operations.

The accompanying notes on pages 10 to 27 form an integral part of these unaudited financial statements

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

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	Notes	Year ended 31 Dec 2022 £	Year ended 31 Dec 2021 £
Non-current assets			
Equity investment	9	603,132,982	603,132,982
Non-current financial assets	10	641,851,546	654,391,291
Total non-current assets		1,244,984,528	1,257,524,273
Current assets			
Interest receivable and other current receivables	11	13,402,337	13,026,945
Cash and cash equivalents	12	51,188	22,502
Total current assets		13,453,525	13,049,447
Total assets		1,258,438,053	1,270,573,720
Current liabilities			
Trade payables and other current liabilities	13	(13,410,676)	(13,042,173)
Total current liabilities		(13,410,676)	(13,042,173)
Non-current liabilities			
Interest-bearing loans	14	(641,851,545)	(654,391,290)
Total non-current liabilities		(641,851,545)	(654,391,290)
Total liabilities		(655,262,221)	(667,433,463)
Net assets		603,175,832	603,140,257
Capital and Reserves			
Share capital	15	603,206,692	603,206,692
Dividend paid		(3,768,746)	-
Retained earnings	16	3,737,886	(66,435)
Shareholders' Equity		603,175,832	603,140,257

The accompanying notes on pages 10 to 27 form an integral part of these unaudited financial statements

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
STATEMENT OF FINANCIAL POSITION - CONTINUED
AS AT 31 DECEMBER 2022

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The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

For the year ended 31 December 2022, the Company was entitled to exemption from audit under section 477 of the Companies Act 2006.

The directors have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and preparation of financial statements.

The financial statements of Jupiter Investor Holdco Limited were approved and authorised for issue by the Board of Directors and were signed on its behalf by:

DocuSigned by:

Ramon Parra

A44CD932BD4B410

Ramon Parra Esteso
Director

Registered number: 11032246

The accompanying notes on pages 10 to 27 form an integral part of these unaudited financial statements

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

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	Share Capital £	Capital contribution £	Accumulated losses £	Total Equity £
Balance as on 1st January 2021	573,146,692	-	(124,759)	573,021,933
Issue of Share capital	30,060,000	-	-	30,060,000
Profit for the year (Note 16)	-	-	58,324	58,324
Balance as at 31 December 2021 and 1 January 2022	603,206,692	-	(66,435)	603,140,257
Dividend paid	-	-	(3,768,746)	(3,768,746)
Profit for the year (Note 16)	-	-	3,804,321	3,804,321
Balance as at 31 December 2022	603,206,692	-	(30,860)	603,175,832

The accompanying notes on pages 10 to 27 form an integral part of these unaudited financial statements

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

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	Notes	Year ended 31 Dec 2022 £	Year ended 31 Dec 2021 £
Cash flows from operating activities			
Net profit before taxation		3,804,321	58,324
Amortisation of transaction costs		(114,064)	(115,123)
Finance income	5	(39,082,871)	(38,923,187)
Finance costs	6	39,196,935	38,923,187
Dividend income		(3,808,746)	-
<i>Working capital adjustment:</i>			
Decrease/(increase) in interest receivable		(375,392)	2,665,617
Increase/(decrease) in interest payable		368,503	(2,770,422)
Net cash generated from/(used in) operating activities		(11,314)	(161,604)
Cash flows from Investing activities			
Acquisition and additional contribution to subsidiary	9	-	(30,060,000)
Dividend received		3,808,746	-
Net proceeds to long term borrowings	10	(51,361,288)	(4,337,278)
Net cash used in investing activities		(47,552,542)	(34,397,278)
Cash flows from financing activities			
Issuing share capital	15	-	30,060,000
Dividend paid	16	(3,768,746)	-
Net proceeds from long term borrowings	14	51,361,288	4,452,401
Net cash generated from financing activities		47,592,542	34,512,401
Net increase/(decrease) in cash and cash equivalents		28,686	(46,481)
Cash and cash equivalents at beginning of the financial year		22,502	68,983
Cash and cash equivalents at the end of the financial year	12	51,188	22,502

The accompanying notes on pages 10 to 27 form an integral part of these unaudited financial statements

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

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1. GENERAL INFORMATION

Jupiter Investor Holdco Limited (the "Company", formerly known as GIP III Jupiter Investor Holdco Limited) is a private company limited by shares incorporated and domiciled in the United Kingdom and registered in England and Wales. The address of its registered office is 1 Bartholomew Lane, London, EC2N 2AX.

The Company is a holding entity and was established to raise funding through issuance of share capital and debt financial instruments to finance its holding activity.

The Company's financial statements are presented in GBP ("£"), which is also the Company's functional currency and all values are rounded to the nearest pound sterling unit, unless otherwise indicated. In addition these financial statements present the statement of cash flows using the indirect method.

2. STATEMENT OF ACCOUNTING POLICIES

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

2.1 Statement of compliance

The financial statements for the year ended 31 December 2022 has been prepared in accordance with UK adopted International Financial Reporting Standards (IFRSs). The standards applied by the Company are those endorsed by the United Kingdom and effective at the date the financial statements are approved by the Board. All the accounting policies have been consistently applied in the financial statements.

2.2 Basis of preparation

The financial statements have been prepared on a historical cost basis, except for:

- non-current financial assets and liabilities which have been accounted for at amortised cost;

2.3 Significant accounting judgements and estimates

The preparation of financial statements in conformity with IFRSs as adopted by the UK, requires the use of accounting estimates and exercise of judgement by the Directors while applying the Company's accounting policies. These estimates are based on the Directors' best knowledge of the events, which existed at the financial position date; however, the actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

2.4 Adoption of new and revised standards

Amendments to IFRSs that are mandatorily effective for the current year

In the current period, the Company has applied a number of new standards and amendments to existing IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2022. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- Reference to the Conceptual Framework – Amendments to IFRS 3
- Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37
- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16 Leases
- IFRS 1 First-time Adoption of International Financial Reporting Standards – Subsidiary as a first-time adopter
- IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities
- IAS 41 Agriculture – Taxation in fair value measurements

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

2.4 Adoption of new and revised standards (continued)

New and revised IFRSs in issue but not yet effective

All of the amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

As at the date of authorisation of these financial statements, the following key standards and amendments were in issue but not yet effective. The Company has not applied these standards and interpretations in the preparation of these financial statements. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IFRS 17 Insurance contracts
- Amendments to IAS 1 - Classification of liabilities as Current or Non-current
- Definition of Accounting Estimates - Amendments to IAS 8
- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

There are no other IFRSs or IFRIC interpretations that are effective for the first time for the financial period beginning on or after 1 January 2023 that would be expected to have a material impact on the Company.

2.5 Foreign currency translation

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the date of the statement of financial position are translated at the foreign exchange rate ruling at that date. Foreign exchange differences are recognised in the statement of comprehensive income within 'Finance income' or 'Finance costs'.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

2.6 Consolidation

The Company is a subsidiary of Jupiter Investor TopCo Ltd ("the Parent Company") formerly known as GIP III Jupiter Investor Topco Limited which is the ultimate controlling party and largest group. Jupiter Investor Topco Limited is held 50% by Horizon Offshore Wind Limited, 25% by Greencoat UK Wind Holdco Limited and 25% by Callisto Offshore Wind Limited. The Company's account is included in the consolidated financial statements of Jupiter TopCo Ltd, which is publicly available, and prepares consolidated financial statements under IFRS.

Consequently, the Company has prepared separate financial statements and taken advantage of the exemption from preparing consolidated financial statements since it meets all the following conditions under IFRS 10:

- (i) it is a wholly-owned subsidiary and all its other owners, including those not otherwise entitled to vote, have been informed about, and do not object to, the parent not presenting consolidated financial statements;
- (ii) its debt or equity instruments are not traded in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets);
- (iii) it did not file, nor is it in the process of filing, its financial statements with a securities commission or other regulatory organization for the purpose of issuing any class of instruments in a public market; and
- (iv) its ultimate parent produces financial statements that are available for public use and comply with IFRSs, in which subsidiaries are consolidated or are measured at fair value through profit or loss in accordance with this IFRS.

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

2.7 Summary of significant accounting policies

(a) Finance income and costs

Finance income and costs comprise of interest income and expenses and are recognised using the effective interest rate method ("EIR"), except for borrowing costs relating to qualifying assets, which are capitalized as part of the cost of that asset.

Realised and unrealised foreign exchange results on intercompany transactions are also shown in finance costs or finance income.

(b) Administrative expenses

Expenses are recognised in the statement of comprehensive income in the period in which they are incurred and include administration expenses such as marketing expenses, leasing fees, professional fees, service charge expenses, legal fees, management fees, advisory fees and other operating expenses.

(c) Taxation

Current income tax

Current income tax assets and liabilities are measured at the reporting date at the amount expected to be recovered from or paid to taxation authorities using the tax rates and laws that have been enacted or substantively enacted by the date of the statement of financial position.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date, whereas the deferred tax assets will be recognised to the extent that they do not exceed the deferred tax liability.

Deferred tax liabilities are recognized for all taxable temporary differences, except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(d) Equity investment

Equity investment include investment in a subsidiary of the Company and stated at acquisition cost less impairment losses, if any.

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

2.7 Summary of significant accounting policies (continued)

(d) Equity investment (continued)

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Dividends from a subsidiary are recognized when the entity's right to receive the dividend is established. The dividend is recognized in statement of comprehensive income.

Investments are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cashflow model ("DCF"). The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the performance of the assets.

The Company's investment is subject to various risk factors including market and credit risk, interest rate and foreign exchange risk, and the risks associated with investing in private security. Investment in private security is illiquid, and there can be no assurances that the Company will be able to realize the value of such investment in a timely manner. Additionally, the Company's investment may be highly concentrated in certain industries. In addition, consequences of political, social, economic, diplomatic changes, or public health conditions may have disruptive effects on market prices or fair valuations of our investment.

The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used. At 31 December 2022, there was no impairment recognised (2021: £nil).

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

(f) Financial assets

Financial assets are recognised on their trade date, when the Company becomes party to the contractual provisions of the instrument.

Classification and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, transaction costs.

Financial assets are classified in different measurement categories in accordance with their characteristics as follows:

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

2.7 Summary of significant accounting policies (continued)

Classification and measurement (continued)

i) Fair value through profit or loss ("FVPL")

Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income ("FVOCI") are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented in the profit or loss statement within 'Fair value adjustment of financial assets and liabilities' in the period in which it arises, unless it arises from debt instruments that were designated at fair value or which are not held for trading, in which case they are presented separately in 'Net investment income'. Interest income from these financial assets is included in 'Finance income' using the effective interest rate method.

ii) Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payment of principal and interest ("SPPI") and that are not designated at FVPL, are measured at amortised cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognised and measured as described in Note 3.1. Interest income from these financial assets is included in 'Finance income' using the effective interest rate method.

Non-current financial assets at amortised cost have been classified under this category.

The Company reclassifies debt investments only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the changes. Such changes are expected to be very infrequent and none has occurred during the period.

(g) Impairment of financial assets

For financial assets held at amortised cost, IFRS 9 requires the Company's financial assets to be subject to a forward looking expected credit loss model ("ECL"). The expected loss rates are based upon the historical credit losses experienced within the period, adjusted for current and forward looking information on macroeconomic factors affecting the liability of the tenants to settle the receivable. Such forward looking information includes economic forecasts, industry updates and information concerning the tenant base.

Financial assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the probability of insolvency or significant financial difficulties of the debtor. Impaired debts are derecognised when they are assessed as uncollectible.

All impairment losses are recognised in the statement of comprehensive income. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised.

(h) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

JUPITER INVESTOR HOLDCO LIMITED
REGISTERED NUMBER: 11032246
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

2.7 Summary of significant accounting policies (continued)

Classification and measurement (continued)

(h) Derecognition (continued)

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement.

In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

(i) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or

Loans and borrowings include shareholder loans.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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FOR THE YEAR ENDED 31 DECEMBER 2022

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2. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

2.7 Summary of significant accounting policies (continued)

Classification and measurement (continued)

(j) Share Capital

Share capital consists of ordinary shares which are classified as equity when there is no obligation to transfer cash or other assets.

(k) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event for which, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are recognised as the present value of the expenditures expected to be required to settle the obligation. No provision is recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligation as a whole. A provision may be recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 2, 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.

3.1 Critical judgements in applying the Company's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in these financial statements.

Investments

Investments are assessed for impairment at each reporting date if events or changes in circumstances indicate that the carrying amount may not be recoverable. This involves estimation of future cash flows including working capital, tax and decommissioning payments. The determination is based on management's estimates of the most likely outcome of future events.

Provision for expected credit losses

When measuring ECL the Company uses historical credit losses experienced within the period, adjusted for current and forward looking information on the macroeconomic factors affecting the liability of the debtors to settle the receivables. Such forward looking information includes economics forecasts, industry updates and information concerning the debtor base. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

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

3.1 Critical judgements in applying the Company's accounting policies - continued

Income taxes and deferred taxes

During normal operation of the business, many transactions and calculations take place, for which the accurate calculation is uncertain. In the case that the final taxes after audit are different than the amounts initially posted, these differences will affect income tax and provisions for deferred tax during the year when the determination of tax differences took place. The Company believes that income tax and deferred taxes for the unaudited tax year have correctly been estimated and deferred taxes have been recognised to the extent that differences between accounting and taxable profits were considered to be temporary.

Going concern

The financial statements have been prepared on a going concern basis because there are no material uncertainties related to events or conditions that may cast significant doubt about the Company's ability to continue as a going concern.

4. OPERATING INCOME

Operating income has been arrived at after charging:

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Professional fees	(4,425)	58,324
Total	(4,425)	58,324

5. FINANCE INCOME

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Shareholder loan Interest income	39,082,871	38,808,064
Amortisation of transaction fees	114,064	115,123
	39,196,935	38,923,187

6. FINANCE COSTS

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Interest expense on Shareholder loan 1	(26,481,181)	(25,668,703)
Interest expense on Shareholder loan 2	(12,601,690)	(13,139,361)
Amortisation of transaction fees	(114,064)	(115,123)
	(39,196,935)	(38,923,187)

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7. DIRECTORS AND EMPLOYEES

The Company has no employees and services required are contracted from third parties. The directors received no remuneration from the Company in respect of qualifying services rendered during the year 2022 (2021 £nil).

8. INCOME TAX EXPENSE

Analysis of the tax charge

The tax charge on the loss on ordinary activities for the year were as follows:

	Year ended 31 Dec 2022 £	Year ended 31 Dec 2021 £
Current tax:		
Current tax on profits for the year	-	-
Total current tax	-	-
<i>Reconciliation of effective tax rate</i>		
	Year ended 31 Dec 2022 £	Year ended 31 Dec 2021 £
Profit/(Loss) on ordinary activities before taxation	3,804,321	58,324
Theoretical income tax charge/(benefit) at 19% (2019: 19%)	722,821	11,082
<i>Tax effects of:</i>		
tax on non taxable income	(723,662)	
Effects of group relief surrender/(claim) for nil consideration	841	(11,082)
Total income tax expense for the year	-	-

No deferred tax assets have been recognised for the carry-forward of unused tax losses and deductible temporary differences as management do not believe that it is possible that future taxable profit will be available against unused tax losses and deductible temporary differences.

Factors that may affect future tax charges

The current effective UK corporation tax rate for the financial year is 19% (2021: 19%). The UK corporation tax rate will now remain at 19% until 31 March 2023 and changes to 25% from 1 April 2023.

9. EQUITY INVESTMENT

Subsidiary information

Movements in the carrying value of the investment during the financial year were as follows:

	Year ended 31 Dec 2022 £	Year ended 31 Dec 2021 £
Opening balance		
At beginning of the year	603,132,982	573,072,982
Additions	-	30,060,000
At end of the year	603,132,982	603,132,982

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9. EQUITY INVESTMENT (CONTINUED)

Subsidiary information (continued)

Subsidiary undertakings

The subsidiary undertaking of the Company is detailed below. The company was incorporated in the United Kingdom.

Name of subsidiary	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest / voting rights held by the Company	Holding
Jupiter Offshore Wind Limited	Holding Company	1 Bartholomew Lane, London EC2N 2AX, United Kingdom.	100%	A Ordinary Shares

As On 25 May 2018, the Company acquired 100% of the share capital of Jupiter Offshore Wind Limited ("GIP III Jupiter") formerly known as GIP III Jupiter Investor Limited for a total amount of £289,733,814 paid in cash. The acquisition of the shares was financed by the issuance of Class A shares fully paid up by Jupiter Investor Midco Limited (the "Sole shareholder") and additional capital contributions made by the sole shareholder. Jupiter Offshore Wind Limited owns 50% of Hornsea 1 Holdings Limited ("Joint venture") which was acquired from Orsted Wind Power A/S. The registered address for Hornsea 1 Holdings Limited is 5 Howick Place, London, SW1P 1WG.

The joint venture owns 100% of the issued share capital of Hornsea 1 Limited, a company set up to develop and construct a wind farm in the area known a Hornsea 1, located approximately 101km off the Yorkshire coast. In 2018, Hornsea 1 Limited entered into a construction agreement detailing its future obligations in terms of the funding provision to complete the construction in July 2020. The agreement lays out the structure of quarterly instalments to be paid by the structure up to the final payment which took place in July 2020. Although, the company is not a direct party to this agreement, indirectly the company will be providing part of the financing to Hornsea 1 Limited through subsidiary and other group companies described above. The construction was completed in the financial year 2020.

10. NON-CURRENT FINANCIAL ASSETS

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Shareholder loan receivable	641,851,546	654,391,291
	641,851,546	654,391,291

During the year ended 31 December 2022, the Company has provided two loans to its subsidiary with the following characteristics:

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10. NON-CURRENT FINANCIAL ASSETS (CONTINUED)

Loan 1: 6.5% Interest-bearing loan provided to Jupiter Offshore Wind Limited

The interest bearing loan provided to Jupiter Offshore Wind Limited for an amount of £407,240,000 (2021: £407,240,000) bears annual interest at the rate of 6.5% and repayable on demand. However, due to the nature of the loan and the underlying target investment the Board of Directors consider this loan being a non-current, as the repayment of this loan is directly linked to the ultimate finalization of the construction of the power plant and subsequent sale of it. Interest is payable in arrears on the last day of each calendar months and calculated on the basis of twelve equal months of 30 days and a calendar year of 360 days. The overall accrued interest on this loan for the year ended 31 December 2022 amounts to £13,368,314 (2021: £13,026,945). During the financial year 2022, the company received repayment of interests and principal in amount of £26,139,812 (2021 : £13,640,308) and £nil (2021: £7,000,000) respectively.

Loan 2: 5.153 % Interest-bearing loan provided to Jupiter Offshore Wind Limited

Additional loan provided to Jupiter Offshore Wind Limited for an amounts of £258,241,000 bears annual interest at the rate of 5.153% and maturity date of March 2036. The loan is being carried in the financial statement at the amortized cost with the overall transaction fees of £1,361,826 charged on the loan. The transaction costs are being amortised over the duration of the loan. Interest is payable semi-annually in arrears and calculated on the basis of 365 days. The overall accrued interest on this loan for the year ended 31 December 2022 amounts to £34,023 (2021: £nil). During the financial year 2022, the company received repayment of principal in amount of £12,653,809 (2021: £8,702,722) and interests in amount of £12,567,667 (2021 : £13,139,361).

11. INTEREST RECEIVABLE AND OTHER CURRENT RECEIVABLES

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Shareholder loan interest receivable	13,402,337	13,026,945
	13,402,337	13,026,945

12. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Company's statement of cash flows in respect of cash and cash equivalents are in respect of these statement of financial position amounts:

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Cash at bank and in hand	51,188	22,502
Net cash and cash equivalents per the statements of cash flows	51,188	22,502

The cash at bank balances are held with National Westminster Bank Plc.

JUPITER INVESTOR HOLDCO LIMITED**21****REGISTERED NUMBER: 11032246****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2022****13. TRADE PAYABLES AND OTHER CURRENT LIABILITIES**

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Current:		
Interest payable on shareholder loan 1 (see note 14)	(13,368,314)	(13,026,945)
Interest payable on shareholder loan 2 (see note 14)	(34,023)	-
Accrued expenses	(8,339)	(15,228)
	(13,410,676)	(13,042,173)

14. INTEREST-BEARING LOANS

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
Non-current:		
Shareholder loan 1	(407,240,000)	(407,239,999)
Shareholder loan 2	(234,611,545)	(247,151,291)
	(641,851,545)	(654,391,290)

Shareholder loan payable

During the year ended 31 December 2022, the Company has received two loans from the sole-shareholder with the following characteristics:

Loan 1: 6.5% Interest-bearing Shareholder loan

The shareholder loan 1 bears annual interest at the rate of 6.5% and repayable on demand. However, due to the nature of the loan and the underlying target investment the directors consider this loan being a non-current, as the repayment of this loan is directly linked to the ultimate finalization of the construction of the power plant and subsequent sale of it. Interest is payable in arrears on the last day of each calendar months and calculated on the basis of twelve equal months of 30 days and a calendar year of 360 days. The outstanding principal of this loan as at 31 December 2021 amounts to £407,240,000 (2021: £407,239,999). The overall accrued interest on this loan for the year ended 31 December 2022 amounts to £13,368,314 (2021: £13,026,945).

Loan 2: 5.153 % Interest-bearing Shareholder loan

Additional shareholder loan 2 bears annual interest at the rate of 5.153% and maturity date of March 2036. The outstanding principal of this loan as at 31 December 2022 amounts to £234,611,546 (2021: £247,151,291). The loan is being carried in the financial statement at the amortized cost with the overall transaction fees of £ 1,361,826 charged on the loan. The transaction costs are being amortised over the duration of the loan. The carrying value of the loan net off transaction fee as at 31 December 2022 amounts to £234,611,546 (2021: £247,151,291). Interest on the loan is payable semi-annually in arrears and calculated on the basis of 365 days. The overall accrued interest on this loan for the year ended 31 December 2022 amounts to £34,023 (2021: £nil).

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

15. SHARE CAPITAL

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
<i>Authorised:</i>		
At beginning of the year, ordinary shares of £1 each	603,206,692	573,146,692
Addition in the year, ordinary shares of £1 each	-	30,060,000
	603,206,692	603,206,692
<i>Issued and fully paid:</i>		
At beginning of the year, ordinary shares of £1 each	603,206,692	573,146,692
Addition in the year, ordinary shares of £1 each	-	30,060,000
	603,206,692	603,206,692
At end of the year, ordinary shares of £1 each	603,206,692	603,206,692

The capital of the Company is represented by the net assets attributable to the shareholders. The Company's objective when managing the capital is to safeguard the ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a strong capital base to support the development of the investment activities of the Company.

The Company is not subject to any externally imposed capital requirements.

16. RETAINED EARNINGS

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
	£	£
At beginning of the year	(66,435)	(124,759)
Profit for the financial year	3,804,321	58,324
Dividend paid	(3,768,746)	-
At end of the year	(30,860)	(66,435)

On 29 June 2022 the Board of Directors declared an interim dividend for an amount of £3,768,746. This amount was paid in cash to the Company's shareholder. Following the year end, the Board of Directors identified that the dividend paid to Jupiter Investor Midco Limited resulted in an accumulated losses position. As such, the Board of Directors of Jupiter Investor Midco Limited repaid overpayment of £30,860 following the year end.

17. FINANCIAL INSTRUMENTS

The narrative disclosures required by IFRS 9 in relation to the nature of the financial instruments used during the period by the Company.

The Company's principal financial assets and liabilities comprise of loan assets and liabilities. The main purpose of these financial liabilities is to finance the Company's operations which consist of direct investment in equity of the group companies as well as interest-bearing loan provisions to same group companies.

18. FINANCIAL RISK MANAGEMENT

(a) Principal risks and uncertainties

The Company's activities expose it to a variety of financial risks: market risk (including cash flow interest rate risk, fair value interest rate risks and price risk), credit risk, foreign currency risk and liquidity risk.

Risk management is carried out by applied policies approved from the Board of Directors of the Company. The Board of Directors of the Company provided principles for overall risk management as well as policies covering specific areas such as interest rate risks, credit risk and investment of excess liquidity.

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18. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Principal risks and uncertainties (continued)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Directors of the Company have insured, that the Company has limited exposure to the market risk, which is mitigated by application to the current UK Government's "Contract for Difference" regime, under which when completed the investment will earn revenues based on a stable inflation-linked tariff (2019 nominal, indexed to CPI) for a 15-year period post commissioning. It will also benefit from a 20-year operation and maintenance services agreement with current contractor which provides for the majority of operating costs to be fixed.

Following initial set-up, the Board of Directors monitor the Company's performance, reviewing reports on the performance of Hornsea 1 Holdings Limited and its subsidiaries. Such review is designed to ensure that the terms of the documentation have been met and that no unforeseen risks have arisen.

i) Foreign currency risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to an immaterial level of currency risk as all of the Company's financial assets and liabilities are denominated in sterling.

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest is very limited, due to the bank borrowings as well as inter-group borrowings being obtained on a fixed interest rate terms. The Company manages its interest rate risk by having majority portfolio of fixed rate loans and borrowings.

At the year end the Company was not party to an interest rate swap to hedge the interest rate on the fixed rate loans.

As at 31 December 2022 the following rates were applicable:

	Year ended 31 Dec 2022 £	Fixed interest rates	Interest payments
Shareholder loan - 1	407,240,000	6.50%	Monthly
Shareholder loan - 2	234,611,545	5.15%	Semi-annual
	641,851,545		

As at 31 December 2021 the following rates were applicable:

	Year ended 31 Dec 2021 £	Fixed interest rates	Interest payments
Shareholder loan - 1	407,239,999	6.50%	Monthly
Shareholder loan - 2	247,151,291	5.15%	Semi-annual
	654,391,290		

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18. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Principal risks and uncertainties (continued)

Credit risk

Credit risk is the risk that any counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk is managed by the Company by assessing the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The carrying amount of financial assets represents the maximum credit exposure.

Credit risk on the Loan is considered to be minimal because any credit losses on the shareholder loan would be offset by shareholder loan payable for the same amount.

The maximum exposure to credit risk pre-collateral as stated above arising on the Company's financial assets at the reporting date is disclosed in the table below and is equivalent to the book value of the financial assets.

	Carrying value 31 Dec 2022 Principal £	Carrying value 31 Dec 2022 Interest £	Maximum exposure 31 Dec 2022 Total £
Assets:			
Shareholder loan - 1	407,240,000	13,368,314	420,608,314
Shareholder loan - 2	235,515,792	(34,023)	235,481,769
Transaction cost related to shareholder Loan - 2*	(904,246)	-	(904,246)
	641,851,546	13,334,291	655,185,837

	Carrying value 31 Dec 2021 Principal £	Carrying value 31 Dec 2021 Interest £	Maximum exposure 31 Dec 2021 Total £
Assets:			
Shareholder loan - 1	407,239,999	13,026,945	420,266,944
Shareholder loan - 2	248,169,601	-	248,169,601
Transaction cost related to shareholder Loan - 2*	(1,018,310)	-	(1,018,310)
	654,391,290	13,026,945	667,418,235

*Transaction costs related to shareholder loan -2 relate to the transaction costs charged on the arranged loans.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate cash balances and banking facilities, loans granted by the shareholders, continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

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18. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Principal risks and uncertainties (continued)

Reconciliation of liabilities arising from financing activities:

	On demand	< 1 year	1 to 5 years	> 5 years	Total
Year ended 31 Dec 2022					
Shareholder loan 1	407,240,000	-	-	-	407,240,000
Interest payable on Shareholder loan 1	13,368,314	-	-	-	13,368,314
Shareholder loan 2	-	13,764,245	80,209,655	141,541,892	235,515,792
Interest payable on Shareholder loan 2	-	11,934,881	48,209,660	26,452,692	86,597,232
Total	420,608,314	25,699,126	128,419,314	167,994,584	742,721,339
		Cash flows	Finance costs	Non-cash	Total
Year ended 31 Dec 2022					
Shareholder loan 1		407,240,000	-	-	407,240,000
Interest payable on Shareholder loan 1		-	13,368,314	-	13,368,314
Shareholder loan 2		235,515,792	-	-	235,515,792
Payment and amortisation of transaction costs		-	-	114,064	114,064
Interest payable on Shareholder loan 2		-	34,023	-	34,023
Total		642,755,792	13,402,337	114,064	656,272,192
	On demand	< 1 year	1 to 5 years	> 5 years	Total
Year ended 31 Dec 2021					
Shareholder loan 1	407,239,999	-	-	-	407,239,999
Interest payable on Shareholder loan 1	13,026,945	-	-	-	13,026,945
Shareholder loan 2	-	12,653,809	76,077,799	159,437,993	248,169,601
Interest payable on Shareholder loan 2	-	12,601,690	52,161,105	34,436,127	99,198,922
Total	420,266,944	25,255,499	128,238,904	193,874,120	767,635,467

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18. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Principal risks and uncertainties (continued)

Reconciliation of liabilities arising from financing activities:

	Cash flows	Finance costs	Non-cash	Total
Year ended 31 Dec 2021				
Shareholder loan 1	407,239,999	-	-	407,239,999
Interest payable on Shareholder loan 1	-	13,026,945	-	13,026,945
Shareholder loan 2	248,169,601	-	-	248,169,601
Payment and amortisation of transaction costs	-	-	115,123	115,123
Interest payable on Shareholder loan 2	-	-	-	-
Total	655,409,600	13,026,946	115,123	668,551,667

19. GUARANTEES AND COMMITMENTS

The Company does not have any outstanding guarantees or commitments that have not been included in these financial statements.

20. PARENT AND ULTIMATE CONTROLLING PARTY

The entire issued share capital of Jupiter Investor Holdco Limited is held by Jupiter Investor Midco Limited, a company incorporated in the United Kingdom and registered in England and Wales.

The Company's ultimate parent undertaking, controlling party and largest group of which the Company is included is 50% share in Horizon Offshore Wind Limited, 25% share is included in Greencoat UK Wind Holdco Limited and 25% share is included in Callisto Offshore Wind Limited.

21. RELATED PARTY TRANSACTIONS

A number of transactions were entered into with the related parties as part of the Company's normal business and are summarized below the year ended 31 December 2022 and prior period:

		Amounts owed by related parties		
		Investment	Loan principal	Interest
Year ended 31 December 2022				
Jupiter Offshore Wind Limited	Acquisition of class A shares and capital contribution	603,132,982	-	-
	Shareholder Loan - 1	-	407,240,000	13,368,314
	Shareholder Loan - 2	-	235,515,792	34,023
Year ended 31 December 2021				
Jupiter Offshore Wind Limited	Acquisition of class A shares and capital contribution	603,132,982	-	-
	Shareholder Loan - 1	-	407,239,999	13,026,945
	Shareholder Loan - 2	-	248,169,601	-

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21. RELATED PARTY TRANSACTIONS (CONTINUED)

The difference under Shareholder loan -2 between the carrying value and principal outstanding solely relates to the transaction costs charged on the provision of the loan, which are amortised during the duration of the loan (see note 10).

The amounts listed under "Amounts owed by related parties" are composed of the shareholder interest bearing loans repayment on demand and on 31 March 2036 respectively (see note 10 for details). The loans are fully drawn with no outstanding commitments due as at 31 December 2022 (2021: £nil).

Year ended 31 December 2022		Amounts owed to related parties			
		Share capital	Loan principal	Interest	Advances
Jupiter Investor Midco Limited (100% shareholder)	Issuance of class A shares	(603,206,692)	-	-	-
	Shareholder Loans	-	(641,851,546)	(13,368,314)	-
Year ended 31 December 2021		Amounts owed to related parties			
		Share capital	Loan principal	Interest	Advances
Jupiter Investor Midco Limited (100% shareholder)	Issuance of class A shares	(603,206,692)	-	-	-
	Shareholder Loans	-	(654,391,290)	(13,026,945)	-

The difference under Shareholder loan -2 between the carrying value and principal outstanding solely relates to the transaction costs charged on the provision of the loan, which are amortised during the duration of the loan (see note 10).

The amounts listed under "Amounts owed by related parties" are composed of the shareholder interest bearing loans repayment on demand (see note 10 for details).

22. OFF BALANCE SHEET ITEMS

As at 31st December 2022, various banks had issued £269,760,000 (2021: £ 279,000,000) worth of Letters of Credit at the request of the shareholders of Jupiter Investor Topco Limited in favour of National Westminster Bank Plc. The purpose of the Letters of Credit is to meet reserving obligations for senior debt service for the facility agreement entered into between Jupiter Offshore Wind Limited, its lenders and Jupiter Investor Topco Limited, and for mezzanine debt service for the facility agreement entered into the Company and its lenders.

23. SUBSEQUENT EVENTS

There are no significant events affecting the Company after the end of the reporting period.