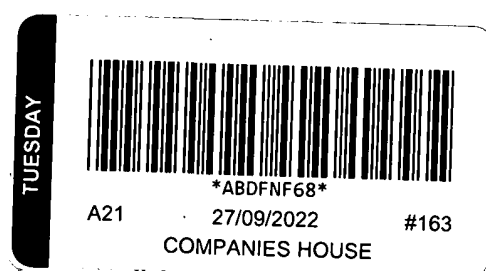


Company Number 11366514

NCP MULA HOLDINGS (UK) 2 LIMITED

Annual Report and Financial Statements

For the year ended 31 December 2021



NCP MULA HOLDINGS (UK) 2 LIMITED

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NCP MULA HOLDINGS (UK) 2 LIMITED

COMPANY INFORMATION

The Board of Directors

Roderick John Gadsby

Jared Waldron

Kriti Madan (resigned on 8 April 2022)

David Michael Ross (appointed on 8 April 2022)

Registered Office

C/O Alter Domus (UK) Limited

18 St Swithin's Lane

London

EC4N 8AD

Auditors

Ecovis Wingrave Yeats LLP

Waverley House

7-12 Noel Street

London

W1F 8GQ

Registration Number

11366514

NCP MULA HOLDINGS (UK) 2 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors of NCP Mula Holdings (UK) 2 Limited present their report and audited financial statements for the year ended 31 December 2021

Directors and their interests

The directors of the Company, who were in office during the year and up to the date of signing the financial statements, were:

Roderick John Gadsby

Jared Waldron

Kriti Madan (resigned on 8 April 2022)

David Michael Ross (appointed on 8 April 2022)

None of the directors have any beneficial interest in the ordinary share capital of the Company. None of the directors had any interest either during or at the end of the year in any material contract or arrangement with the Company (2020: nil).

Results and dividends

The results for the year are set out in the statement of comprehensive income on page 8 of these financial statements. No dividend was paid during the year (2020: €nil).

Subsequent events

On 21 June 2022, the Company disposed 137,386 ordinary shares in its subsidiary for €7,626,094 reducing its holding from 93.74% to 81.25% and part of its loan receivable and interest receivable totalling €16,767,060. The proceeds were used to pay a dividend of €7,626,094, following a share premium reduction of €7,626,094, and to pay back its loan payable and interest payable totalling €16,767,060.

NCP MULA HOLDINGS (UK) 2 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (CONTINUED)

Going concern

These financial statements have been prepared on a going concern basis. The directors believe this basis is appropriate following the consideration of cash flow forecasts which show the Company is able to meet its liabilities as they fall due for at least twelve months from the date of approval of these financial statements.

The directors have considered the impact which the current economic situation, triggered by COVID-19 and the war in Ukraine, could have on the ability of the Company to continue as a going concern. In their view, the Company will not be impacted directly and is dependent on its underlying investments continued operations.

Their impact have therefore been considered at the underlying investment level. The demand for electricity generation and the ability of the solar asset to generate electricity is an essential service and is not expected to be materially impacted. The Company's subsidiaries revenues are derived from the sale of electricity on merchant terms and supported by government subsidies. As such, the directors do not expect a significant impact on revenue and cash flows of the SPV. The SPV has in place risk mitigation plans (including business interruption insurance) in the event that there is disruption to electricity generation. Hence the directors do not consider these to have a material impact on the Company's ability to continue as a going concern.

Should any unforeseen circumstances require additional funding, the Company has obtained written confirmation from its shareholders and lenders that they would provide financial support to meet the Company's liabilities for a period of at least twelve months from the date the financial statements are approved. The directors believe, therefore, that the going concern assumption remains appropriate.

Strategic report

The directors have availed of the small companies exemption and as a result do not include a strategic report in the financial statements.

Independent auditor

BDO LLP resigned in April 2022 and Ecovis Wingrave Yeats LLP was appointed in August 2022 as independent auditor to the Company.

This report was approved by the board of directors on 24 September 2022 and signed on its behalf by:



Roderick John Gadsby
Director



Jared Waldron
Director

Company Number 11366514

NCP MULA HOLDINGS (UK) 2 LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, 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 year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' confirmations

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 auditor is 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 auditor is aware of that information.

For and on behalf of the board

Roderick John Gadsby

Roderick John Gadsby
Director



David Michael Ross
Director

24 September
..... 2022

Company Number 11366514

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF NCP MULA HOLDINGS (UK) 2 LIMITED

Opinion

We have audited the financial statements NCP Mula Holdings (UK) 2 (the 'Company') for the year ended 31 December 2021, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

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

Basis for opinion

We conducted our audit in accordance with international Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Independent Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF NCP MULA HOLDINGS (UK) 2 LIMITED (CONTINUED)

Other information (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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.

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF NCP MULA HOLDINGS (UK) 2 LIMITED (CONTINUED)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Independent 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We determined that the laws and regulations which are directly relevant to the financial statements are those that relate to the reporting framework FRS 102 section 1A and the relevant tax compliance regulations in the jurisdictions in which the Company operates. We evaluated the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.
- In addition, there are other significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements being those laws and regulations relating to occupational health and safety, data protection, employment law, fraud, bribery and corruption. For these laws and regulations, the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through fines or litigation being imposed. As required by the auditing standards, auditing procedures in respect of non-compliance with these identified laws and regulations are limited to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any. Actual or suspected non-compliance was not sufficiently significant to our audit to result in our response being identified as a key audit risk.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur, by meeting with a number of individuals and conducted interviews to understand where they considered there was susceptibility to fraud.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations and fraud risks identified in the paragraphs above. In addition to the audit procedures, we remained alert to any indications of non-compliance throughout the audit. The specific audit procedures performed included:
 - o Identification of related parties and analytics on the Company's data to ensure that all related party transactions have been identified and are bona fide; and
 - o Identifying and testing journal entries.

There are inherent limitations of an audit. There is a higher risk that irregularities, including fraud, will not be detected during the audit as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. The primary responsibility for the prevention and detection of non-compliance with all laws and regulations and fraud lies with both those charged with governance of the entity and management.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF NCP MULA HOLDINGS (UK) 2 LIMITED (CONTINUED)

Use of our report

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

Stuart Hinds

Stuart Hinds (Senior Statutory Auditor)

for and on behalf of
Ecovis Wingrave Yeats LLP
Chartered Accountants & Statutory Auditors
3rd Floor, Waverley House
7-12 Noel Street
London
W1F 8GQ

Date: 26 September 2022 | 14:29 CEST

NCP MULA HOLDINGS (UK) 2 LIMITED**STATEMENT OF COMPREHENSIVE INCOME**

for the year ended 31 December 2021

	Note	2021 €	2020 €
Interest income	3	8,924,582	8,344,599
Interest expense	4	(8,470,439)	(7,947,043)
Net finance income		454,143	397,556
Total operating expenses		(74,856)	(64,067)
Operating profit before tax	5	379,287	333,489
Tax charge	7	(43,013)	36,296
Profit and total comprehensive profit for the financial year		<u>336,274</u>	<u>369,785</u>

There is no other comprehensive income or expense apart from those disclosed above and consequently a statement of other comprehensive income has not been prepared. The results above are all in respect of continuing operations.

The accompanying notes on pages 12 to 18 are an integral part of these financial statements.

NCP MULA HOLDINGS (UK) 2 LIMITED**STATEMENT OF FINANCIAL POSITION**

Company Number 11366514

as at 31 December 2021

	Note	2021 €	2020 €
Fixed assets			
Investments	8	40,627,330	40,627,330
		<u>40,627,330</u>	<u>40,627,330</u>
Current assets			
Debtors: amounts falling due after more than one year	9	132,480,013	123,555,432
Other Debtors	10	144,370	105,179
Cash at bank	11	-	224
		<u>132,624,383</u>	<u>123,660,835</u>
Creditors: amounts falling due within one year	12	(620,326)	(463,491)
Net current liabilities		<u>(475,956)</u>	<u>(358,088)</u>
Total assets less current liabilities		172,631,387	163,824,674
Creditors: amounts falling due after more than one year	13	<u>(131,875,934)</u>	<u>(123,405,495)</u>
Net assets		<u>40,755,453</u>	<u>40,419,179</u>
Capital and reserves			
Share capital	14	4,000	4,000
Share premium	14	40,621,414	40,621,414
Profit and loss		<u>130,039</u>	<u>(206,235)</u>
Total equity		<u>40,755,453</u>	<u>40,419,179</u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of Section 1A of FRS 102.

The financial statements are approved and authorised for issue by the board of directors on²⁴September 2022 and signed on its behalf by:

Roderick John Gadsby
Roderick John Gadsby
Director

Jared Waldron
Jared Waldron
Director

The accompanying notes on pages 12 to 18 are an integral part of these financial statements.

NCP MULA HOLDINGS (UK) 2 LIMITED**STATEMENT OF CHANGES IN EQUITY**

for the year ended 31 December 2021

Attributable to equity holders of the Company

	Share capital €	Share premium €	Profit and loss €	Total €
2020				
At 1 January 2020	4,000	40,621,414	(576,020)	40,049,394
Total comprehensive profit for the year	-	-	369,785	369,785
At 31 December 2020	<u>4,000</u>	<u>40,621,414</u>	<u>(206,235)</u>	<u>40,419,179</u>
2021				
At 1 January 2021	4,000	40,621,414	(206,235)	40,419,179
Total comprehensive profit for the year	-	-	336,274	336,274
At 31 December 2021	<u>4,000</u>	<u>40,621,414</u>	<u>130,039</u>	<u>40,755,453</u>

The accompanying notes on pages 12 to 18 are an integral part of these financial statements.

NCP MULA HOLDINGS (UK) 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

1. General information

NCP Mula Holdings (UK) 2 Limited (the "Company") is a private company limited by shares and was incorporated on 16 May 2018 in England and Wales.

The Company has its registered office at C/O Alter Domus (UK) Limited, 18 St. Swithin's Lane, London, EC4N 8AD.

The principal activity of the Company is that of an investment holding company. The interest of the Company in its subsidiary is held exclusively with a view to subsequent resale.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

2.1 Basis of preparation

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

These individual and separate financial statements have been prepared in accordance with the exemption to prepare group accounts per s402 of the Companies Act 2006. The Company's subsidiary undertakings are held as part of an investment portfolio and are exempt from consolidation under 9.9C of FRS102 and s405 of the Companies Act 2006. The Company has adopted a policy to account for its subsidiaries at cost less impairment, in accordance with 9.26 of FRS102.

The financial statements are presented in Euro (€).

2.2 Going concern

These financial statements have been prepared on a going concern basis. The directors believe this basis is appropriate following the consideration of cash flow forecasts which show the Company is able to meet its liabilities as they fall due for at least twelve months from the date of approval of these financial statements.

The directors have considered the impact which the current economic situation, triggered by COVID-19 and the war in Ukraine, could have on the ability of the Company to continue as a going concern. In their view, the Company will not be impacted directly and is dependent on its underlying investments continued operations.

Their impact have therefore been considered at the underlying investment level. The demand for electricity generation and the ability of the solar asset to generate electricity is an essential service and is not expected to be materially impacted. The Company's subsidiaries revenues are derived from the sale of electricity on merchant terms and supported by government subsidies. As such, the directors do not expect a significant impact on revenue and cash flows of the SPV. The SPV has in place risk mitigation plans (including business interruption insurance) in the event that there is disruption to electricity generation. Hence the directors do not consider these to have a material impact on the Company's ability to continue as a going concern.

Should any unforeseen circumstances require additional funding, the Company has obtained written confirmation from its shareholders and lenders that they would provide financial support to meet the Company's liabilities for a period of at least twelve months from the date the financial statements are approved. The directors believe, therefore, that the going concern assumption remains appropriate.

NCP MULA HOLDINGS (UK) 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

2. Summary of significant accounting policies (continued)

2.3 Interest income and expense

Interest income and expense are recognised in profit or loss, using the effective interest method.

2.4 Investments and other financial assets/liabilities

The Company holds financial instruments which comprises investments, cash and cash equivalents, loans receivable and payable, trade receivables and other receivables and payables. The initial measurement of fair value of the Company's financial instruments is normally the transaction price. All financial instruments are derecognised when they are disposed.

The Company has adopted FRS 102 for the valuation of its investments in financial instruments and other financial assets/liabilities. The Company typically holds investments in underlying operating portfolio companies via investment structures that comprise of one or more holding companies.

Investments in subsidiary are valued at cost less accumulated impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable.

i. Subsequent measurement - Financial assets

The Company's financial assets consist primarily of its investments, cash and cash equivalents, loan receivable and trade and other receivables. All investments held by the Company have been measured at cost less accumulated impairment. Loans receivable are measured subsequently at amortised cost using the effective interest method, less any impairment.

Investment in subsidiary

Investment in subsidiary is measured at cost less accumulated impairment at each reporting date.

Trade and other receivables

Trade and other receivables, cash and cash equivalents are recognised at their transaction price.

ii. Subsequent measurement - Financial liabilities

The Company's financial liabilities typically include trade and other payables and are recognised at the transaction price since they fall due within one year. Other financial liabilities, including loans payable, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

iii. Realised gains and losses

Realised gains or losses on the disposal of investments (being the difference between the transaction price and its carrying value at the start of the financial period) are recognised in the Statement of Comprehensive Income within 'Other net changes in fair value of investments'.

NCP MULA HOLDINGS (UK) 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

2. Summary of significant accounting policies (continued)

2.5 Foreign currency translation

i. Functional and presentation currency

The contributions received from shareholders are denominated in Euros. The Company considers the Euro as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The financial statements are presented in Euros.

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction. Non-monetary items measured at fair value are translated using the exchange rate at the period end.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

2.6 Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.7 Cash and cash equivalents

Cash and cash equivalents comprise of cash at bank and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.8 Judgments in applying accounting policies and key sources of estimation uncertainty

The Directors make estimates and assumptions that affect the reported amounts of assets and liabilities. Estimates and judgements are made and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The only estimate and assumption that has a significant risk of causing a material adjustment to the carrying amounts is the impairment of investment.

In carrying out the impairment assessment, the directors have exercised judgment in considering factors such as the economic viability and expected future financial performance of the asset affecting future cash flows as well as other information in accordance with the accounting policy to determine the true and fair value of the asset. This is performed in order to determine whether an impairment of the investment is required.

NCP MULA HOLDINGS (UK) 2 LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2021

3. Finance income

	2021	2020
	€	€
Interest on loans payable by group companies	8,924,582	8,344,599
	<u>8,924,582</u>	<u>8,344,599</u>

4. Finance expense

	2021	2020
	€	€
Interest on loans payable to group companies	8,470,439	7,947,043
	<u>8,470,439</u>	<u>7,947,043</u>

5. Operating profit before tax

Operating profit is stated after charging:

	2021	2020
	€	€
Auditors' remuneration - audit services	22,681	30,083
Auditors' remuneration - tax services	-	17,169
	<u>-</u>	<u>17,169</u>

6. Employees costs

The Company has no employees and no directors receive any remuneration during the year (2020: nil).

7. Tax charge**a. Analysis of tax charge for the year**

	2021	2020
	€	€
UK corporation tax	43,013	(36,296)
Total current tax	<u>43,013</u>	<u>(36,296)</u>
Deferred taxation	-	-
Tax charge for the year	<u>43,013</u>	<u>(36,296)</u>

b. Reconciliation of the tax charge

Reconciliation between tax charge and the product of accounting profit multiplied by UK's domestic corporation tax rate for the year ended 31 December 2021 is as follows:

	2021	2020
	€	€
Accounting profit on ordinary activities before taxation	379,287	333,489
Current tax at 19%	72,065	63,363
Effects of:		
Group relief	(9,587)	-
Losses brought forward	(19,465)	-
Adjustments to tax charge in respect of previous periods	-	(36,841)
Adjustment for different tax rate	-	545
Remeasurement of deferred tax for changes in tax rates	-	(7,992)
Deferred tax not recognised	-	(55,371)
	<u>43,013</u>	<u>(36,296)</u>

NCP MULA HOLDINGS (UK) 2 LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2021

7. Tax charge (continued)**c. Factors affecting the income tax charge for the year**

An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. The Company does not have a deferred tax asset/liability.

8. Investments

	2021 €	2020 €
Investments in NCP Mula Solar (Spain) S.L.U.		
At 1 January	40,627,330	40,627,330
At 31 December	<u>40,627,330</u>	<u>40,627,330</u>

At 31 December 2021, the Company owned 93.74% (2020: 93.74%) of the ordinary share capital of NCP Mula Solar (Spain) S.L.U., a company registered in Spain, the registered office of which is calle Jenner, number 3, 4° (Madrid) and principal activity is that of a holding company.

The Company has pledged as security its entire shareholding in NCP Mula Solar (Spain) S.L.U. and all economic rights attached to the ownership of the shareholding ("Pledge of Shares") to the senior secured creditors ("Banco De Sabadell, S.A., Nationale-Nederlanden Levensverzekering Maatschappij N.V., Bankia, S.A., BNP Paribas Fortis, S.A./N.V. and BNP Paribas, S.A.") who have provided financing facilities to the Subsidiary. In the event of default by the Subsidiary on its financing facilities, the secured creditors could enforce the pledge of shares.

9. Debtors: amounts falling due after more than one year

	2021 €	2020 €
Amounts due from subsidiary	132,480,013	123,555,432
	<u>132,480,013</u>	<u>123,555,432</u>

The Company entered into an intragroup credit agreement with NCP Mula Solar (Spain) S.L.U. with a maximum credit facility of €150,000,000 repayable on 30 July 2036 and bearing interest at 7% per annum. At 31 December 2021, the outstanding loan was €109,160,872 (2020: €109,160,872) and the accrued interest receivable thereon was €23,319,141 (2020: €14,394,560).

10. Other Debtors

	2021 €	2020 €
Amounts due by parent	125,742	66,866
Corporation tax recoverable	-	36,633
Other receivables	16,826	-
Prepayments	1,802	1,680
	<u>144,370</u>	<u>105,179</u>

11. Cash at bank

	2021 €	2020 €
Cash at bank	-	224
	<u>-</u>	<u>224</u>

NCP MULA HOLDINGS (UK) 2 LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2021

12. Creditors: amounts falling due within one year

	2021	2020
	€	€
Overdrawn bank account	215	-
Corporation tax	43,013	-
Trade creditors	38,288	64,349
Amounts due to subsidiary	3,600	3,600
Amounts due to group undertakings	503,150	357,795
Accruals	32,060	37,747
	620,326	463,491

Amounts due to group undertaking are unsecured, interest free and repayable on demand.

13. Creditors: amounts falling due after more than one year

	2021	2020
	€	€
Loans due to group undertakings	131,875,934	123,405,495
	131,875,934	123,405,495

The Company has an authorised maximum nominal amount of €250,000,000 6.75% fixed rate unsecured loan notes repayable on 31 December 2036. At 31 December 2021, the outstanding loan notes were €125,425,075 (2020: €117,368,977) and the accrued interest payable thereon was €6,450,859 (2020: €6,036,518). The Company may elect at any time to redeem the loans or part thereof early by giving written notice to the Noteholders.

14. Share capital

	2021	2020
	€	€
Allotted, issued and fully paid:		
100 Ordinary share capital of £1 each	112	112
388,801 Ordinary share capital of €0.01 each	3,888	3,888
Share premium	40,621,414	40,621,414
	40,625,414	40,625,414

The ordinary shares issued in GBP and EUR have full rights in the Company with respect to voting, dividend and capital distribution, including on winding up. They do not confer rights of redemption.

NCP MULA HOLDINGS (UK) 2 LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2021

15. Related parties

	2021 €	2020 €
Transactions and balances with subsidiary		
Interest receivable during the year	8,924,582	8,344,599
Loans and accrued interest due to the Company at year end	<u>132,476,413</u>	<u>123,551,832</u>
Transactions and balances with parent		
Invoices paid during the year	51,635	46,081
Amounts due by parent at year end	<u>125,742</u>	<u>66,866</u>
Transactions and balances with group undertakings		
Interest payable during the year	8,470,439	7,947,043
Expenses paid on behalf of Company during the year	503,150	361,395
Loans and accrued interest due by the Company at year end	<u>132,379,084</u>	<u>123,763,290</u>

Parties are deemed related when one has an ability to control the other or make significant influence while making financial and operational decisions.

Loan receivable and payable with group undertakings are disclosed in notes 9 and 13 respectively.

16. Ultimate controlling party

As at 31 December 2021, there was no ultimate controlling party. The immediate and ultimate parent undertaking of the company is NCP Mula Holdings (UK) 1 Limited, a company registered in England and Wales, United Kingdom.

17. Subsequent events

On 21 June 2022, the Company disposed 137,386 ordinary shares in its subsidiary for €7,626,094 reducing its holding from 93.74% to 81.25% and part of its loan receivable and interest receivable totalling €16,767,060. The proceeds were used to pay a dividend of €7,626,094, following a share premium reduction of €7,626,094, and to pay back its loan payable and interest payable totalling €16,767,060.