

**Enviromena Developments Italy
Limited (Formerly ME Developments
II Limited)**

Annual Report and Financial Statements
Registered number 11906896
31 March 2023

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Company Information

Directors	A Pike S S Toor C D Marsh C Allen
Company secretary	C Allen
Company number	11906896
Registered office	15 Diddenham Court Lambwood Hill Grazeley Reading Berkshire RG7 1JQ
Independent Auditor	Anderson Anderson & Brown Audit LLP Kingshill View Prime Four Business Park Kingswells Aberdeen AB15 8PU

Enviromena Developments Italy Limited (Formerly ME Developments II Limited)

Annual Report and Financial Statements
31 March 2023

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Directors' Report

The directors present their report and the audited financial statements of the Group and Company for the year ended 31 March 2023.

Enviromena Developments Italy Limited ("the Company") serves as the senior holding company for the Enviromena Developments Italy Limited Group ("the Group").

Principal activities

The Company's principal activity is to act as a holding company for investment in renewable energy projects in Italy. The ultimate subsidiaries of the Company are Italian-registered Special Purpose Vehicles ("SPV") whose principal activity is the generation of solar electricity. These subsidiaries, along with the Company and corresponding intermediary UK-registered holding companies, form the basis of the Group structure.

Change of name

The Company passed a special resolution on 3 August 2022 changing its name from ME Developments II Limited to Enviromena Developments Italy Limited.

Prior period restructuring events

The Group and Company's financial year end was changed from 31 December to 31 March to align with the end of the UK tax year. Accordingly, the prior period comparative figures in the financial statements have been prepared for 15 months from 1 January 2021 to 31 March 2022 and therefore the figures stated in the statement of comprehensive income, statement of changes in equity and the related notes are not directly comparable with the current year results.

Post balance sheet events

Post year end restructuring events

Post year end, and prior to the signing of these financial statements, the following restructuring events took place for both the Company and the Group:

On 27 June 2023:

- The Company's immediate parent entity, AIP Infrastructure LP, contributed its shareholdings in the Company to Solarmena LP (incorporated in Scotland with company number SL036339).
- Solarmena LP subsequently contributed its shareholdings in the Company to Apollomena Limited (company number 14920168) in exchange for the issue of new shares in Apollomena Limited.
- Immediately following the share transfers, the intragroup loan the Company previously owed to AIP Infrastructure LP was assigned to Apollomena Limited through a series of loan novations.

The purpose of these events was to merge the Group with a portfolio of fully operational Solar PV sites, whose energy sales will finance the future development costs and working capital requirements of the Group. The ultimate ownership of the Company and Group remains unchanged.

There were no other significant events that would require adjustment to the Group or Company's financial statements.

Directors

The directors, who served throughout the year and to the date of signing of the accounts were as follows:

C C Fisher (resigned 31 May 2023)
A Pike
S S Toor
C D Marsh
C Allen (appointed 8 June 2022)

Directors' Report (*continued*)

Going concern

At the year end, the Group had net liabilities of £907,969 (2022: £911,473) and net current assets of £6,431,824 (2022: £6,425,804). The Company had net liabilities of £233,132 (2022: £653,656) and net current assets of £7,219,835 (2022: £6,799,311). Included within creditors due after one year is a shareholder loan balance of £7,453,000 (2022: £7,453,000) due previously to AIP Infrastructure LP, novated to Apollomena Limited (per "Post Year End Restructuring Events" section - see above). The shareholder has confirmed that they do not intend to recall the balance within 12 months of the date of signing the financial statements. It will not be repaid to the detriment of other creditors and the immediate parent (now Apollomena Limited) will continue to provide support to the Company and Group.

Following the restructuring steps detailed earlier in this Directors' Report, the Directors remain confident that the Company and Group can continue to operate as a going concern. In summary, the Group has been merged with a portfolio of generating assets, with the cash generated from energy sales by this portfolio being used to finance the Group's development costs and working capital requirements. With this funding in place, the Company and Group will continue to meet its obligations as they fall due and operate as a going concern.

The Directors, having made an informed judgement at the time of approving the financial statements, believe there is a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

Qualifying third party indemnity provisions

The Company, as permitted by section 234 and section 235 of the Companies Act 2006, maintains insurance cover on behalf of the directors, indemnifying them against certain liabilities which may be incurred by them in relation to the Company.

Disclosure of information to the auditor

Each of the persons who are directors at the date of approval of this report confirms that:

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

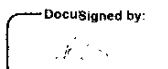
Auditor

The auditor, Anderson Anderson & Brown Audit LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf

DocuSigned by:

.....96A2458C949A4E2.
C D Marsh
Director
17 August 2023

Directors' Responsibilities Statement

The directors are responsible for preparing the Directors' report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' Section 1A. 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 the Group and of the profit or loss of the Group for that period.

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

- select suitable accounting policies for the Group'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 Group 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the members of Enviromena Developments Italy Limited (formerly ME Developments II Limited)

Opinion

We have audited the financial statements of Enviromena Developments Italy Limited (formerly ME Developments II Limited) (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2023, which comprise the Group Statement of comprehensive income, the Group and Company Balance sheets, the Group and Company 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 Group's and of the parent Company's affairs as at 31 March 2023 *and of the Group's loss for the period 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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's Report to the members of Enviromena Developments Italy Limited (formerly ME Developments II Limited) (continued)

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 Group and the parent 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 by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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 Group strategic report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 3, 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 Group's and the parent 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 Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's 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 Group 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 obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and Taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities including fraud to be:

Independent Auditor's Report to the members of Enviromena Developments Italy Limited (formerly ME Developments II Limited) (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

- Management override of controls to manipulate the company's key performance indicators to meet targets
- Timing and completeness of revenue recognition
- Management judgement applied in calculating provisions
- Compliance with relevant laws and regulations which directly impact the financial statements and those that the company needs to comply with for the purpose of trading

Our audit procedures to respond to these risks included:

- Testing of journal entries and other adjustments for appropriateness
- Evaluating the business rationale of significant transactions outside the normal course of business
- Reviewing judgments made by management in their calculation of accounting estimates for potential management bias
- Enquiries of management about litigation and claims and inspection of relevant correspondence
- Reviewing legal and professional fees to identify indications of actual or potential litigation, claims and any non-compliance with laws and regulations
- Considered the appropriateness of management's going concern assumption
- Enquiries on the recoverability of debtors and creditors

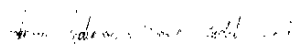
Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 Auditor's report.

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 Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:



James Pirrie (Senior statutory auditor)

For and on behalf of

Anderson Anderson & Brown Audit LLP

Statutory Auditor
Kingshill View
Prime Four Business Park
Kingswells
Aberdeen
AB15 8PU
17 August 2023

Enviromena Developments Italy Limited (Formerly ME Developments II Limited)
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Consolidated Statement of Comprehensive Income
for the year ended 31 March 2023

	Year ended 31 March 2023	15 months ended 31 March 2022
	£	£
Turnover	-	7,527
Gross profit	-	7,527
Administrative income/(expenses)	94,930	(501,159)
Operating profit/(loss)	94,930	(493,632)
Interest receivable and similar income	60	21
Interest payable and similar expenses	(303)	(282)
Profit/(loss) before taxation	94,687	(493,893)
Taxation	(80,202)	(17,287)
Profit/(loss) for the financial year	14,485	(511,180)
Currency translation differences	(10,981)	(15,762)
Other comprehensive loss for the year	(10,981)	(15,762)
Total comprehensive income/(loss) for the year	3,504	(526,942)

The statement of comprehensive income has been prepared on the basis that all results are derived from continuing operations.

There were no recognised gains and losses for 2023 or 2022 other than those included in the consolidated statement of comprehensive income.

The notes on pages 12 to 22 form an integral part of these financial statements.

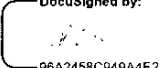
Enviromena Developments Italy Limited (Formerly ME Developments II Limited)
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Consolidated Statement of Financial Position
at 31 March 2023

		31 March 2023	31 March 2022 as restated
	Note	£	£
Fixed assets			
Tangible assets	5	113,207	115,723
Total non-current assets		113,207	115,723
Current assets			
Debtors: amounts falling due after more than one year	7	979,535	996,861
Debtors: amounts falling due within one year	7	5,399,029	6,250,861
Cash at bank and in hand	8	174,179	211,361
Total current assets		6,552,743	7,459,083
Creditors: amounts falling due within one year	9	(120,919)	(1,033,279)
Net current assets		6,431,824	6,425,804
Total assets less current liabilities		6,545,031	6,541,527
Creditors: amounts falling due after more than one year	10	(7,453,000)	(7,453,000)
Net liabilities		(907,969)	(911,473)
Capital and reserves			
Called up share capital	11	1	1
Foreign exchange reserve	12	(18,979)	(7,998)
Profit and loss account	12	(888,991)	(903,476)
Total equity		(907,969)	(911,473)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board on 17 August 2023. They were signed on its behalf by:

DocuSigned by:


96A2458C949A4E2
C D Marsh

Director

Company registered number: 11906896

The notes on pages 12 to 22 form an integral part of these financial statements.

Enviromena Developments Italy Limited (Formerly ME Developments II Limited)
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Company Statement of Financial Position
at 31 March 2023

	Note	31 March 2023		31 March 2022 as restated	
		£	£	£	£
Fixed assets					
Investments	6	33		33	
Total non-current assets			33		33
Current assets					
Debtors: amounts falling due within one year	7	7,349,518		6,727,371	
Cash at bank and in hand	8	5,822		96,940	
Total current assets		7,355,340		6,824,311	
Creditors: amounts falling due within one year	9	(135,505)		(25,000)	
Net current assets			7,219,835		6,799,311
Total assets less current liabilities			7,219,868		6,799,344
Creditors: amounts falling due after more than one year	10	(7,453,000)		(7,453,000)	
Net liabilities			(233,132)		(653,656)
Capital and reserves					
Called up share capital	11	1		1	
Profit and loss account	12	(233,133)		(653,657)	
Total equity			(233,132)		(653,656)

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

The profit for the financial year dealt with in the financial statements of the parent company was £420,524 (2022: loss for the 15 month period to 31 March of £269,775).

The financial statements were approved and authorised for issue by the board on 17 August 2023. They were signed on its behalf by:

DocuSigned by:

96A2458C949A4E2

C D Marsh

Director

Company registered number: 11906896

The notes on pages 12 to 22 form an integral part of these financial statements.

Enviromena Developments Italy Limited (Formerly ME Developments II Limited)
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Consolidated Statement of Changes in Equity
at 31 March 2023

	Notes	Called up share capital	Foreign exchange reserve £	Profit and loss account £	Total Equity £
At 1 January 2021 (as restated)	3	1	7,764	(392,296)	(384,531)
Loss for the period		-	-	(511,180)	(511,180)
Currency translation differences		-	(15,762)	-	(15,762)
At 31 March 2022 (as restated)	3	1	(7,998)	(903,476)	(911,473)
Profit for the year		-	-	14,485	14,485
Currency translation differences		-	(10,981)	-	(10,981)
At 31 March 2023		1	(18,979)	(888,991)	(907,969)

Company Statement of Changes in Equity
at 31 March 2023

	Notes	Called up share capital	Profit and loss account £	Total equity £
At 1 January 2021 (as restated)	3	1	(383,882)	(383,881)
Loss for the period		-	(269,775)	(269,775)
At 31 March 2022 (as restated)	3	1	(653,657)	(653,656)
Profit for the year		-	420,524	420,524
At 31 March 2023		1	(233,133)	(233,132)

Notes (forming part of the financial statements)

1 General information

Enviromena Developments Italy Limited is a private limited company incorporated in England and Wales. The registered office is 15 Diddenham Court, Lambwood Hill, Grazeley, Reading, Berkshire, RG7 1JQ.

The Company's principal activity is to act as a holding company for investment in renewable energy projects in Italy. The ultimate subsidiaries of the Company are Italian-registered Special Purpose Vehicles ("SPV") whose principal activity is the generation of solar electricity. These subsidiaries, along with the Company and corresponding intermediary UK-registered holding companies, form the basis of the Group structure.

2 Accounting policies

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

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.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

2.2 Exemptions for qualifying entities

The Company has taken advantage of the following exemptions under FRS 102 in its individual financial statements:

- from preparing a statement of cash flow under the exemption allowed under FRS 102 paragraph 1.12(b);
- from the financial instrument disclosures, required under FRS 102 paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures;
- from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7.

The Group has taken advantage of the following exemptions on the basis that the Group qualifies as small:

- from preparing a strategic report under section 414A of the Companies Act 2006;
- from preparing a consolidated statement of cash flows under the exemption allowed under FRS 102 paragraph 3.1B;
- from disclosing the remuneration and other benefits attributable to the highest paid director

2.3 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where the group owns less than 50% of the voting powers of an entity but controls the entity by virtue of an agreement with other investors which give it control of the financial and operating policies of the entity, it accounts for that entity as a subsidiary.

Where a subsidiary has different accounting policies to the group, adjustments are made to those subsidiary financial statements to apply the group's accounting policies when preparing the consolidated financial statements.

Notes (forming part of the financial statements)

2 Accounting policies (continued)

2.3 Basis of consolidation (continued)

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

The Group is not required to prepare a set of consolidated financial statements for the year, however it has elected to do so in line with expected growth in subsequent reporting periods.

2.4 Going concern

At the year end, the Group had net liabilities of £907,969 (2022: £911,473) and net current assets of £6,431,824 (2022: £6,425,804). The Company had net liabilities of £233,132 (2022: £653,656) and net current assets of £7,219,835 (2022: £6,799,311). Included within creditors due after one year is a shareholder loan balance of £7,453,000 (2022: £7,453,000) due previously to AIP Infrastructure LP, novated to Apollomena Limited (per "Post Year End Restructuring Events" section - see Directors' Report). The shareholder has confirmed that they do not intend to recall the balance within 12 months of the date of signing the financial statements. It will not be repaid to the detriment of other creditors and the immediate parent (now Apollomena Limited) will continue to provide support to the Company and Group.

Following the restructuring steps detailed earlier in the Directors' Report, the Directors remain confident that the Company and Group can continue to operate as a going concern. In summary, the Group has been merged with a portfolio of generating assets, with the cash generated from energy sales by this portfolio being used to finance the Group's development costs and working capital requirements. With this funding in place, the Company and Group will continue to meet its obligations as they fall due and operate as a going concern.

The Directors, having made an informed judgement at the time of approving the financial statements, believe there is a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

2.5 Foreign currency translation

Functional and presentation currency

The Group and Company's functional and presentational currency is pound sterling. Figures are rounded to the nearest pound.

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 and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

Notes (forming part of the financial statements)

2 Accounting policies (continued)

2.6 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding any discounts, rebates, value added tax and other sales taxes.

Revenue from sale of goods

Revenue from the sale of goods is recognised when goods have been delivered to customers such that this risks and rewards of ownership have been transferred to them.

Revenue from service contracts

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the pattern of service delivered under the contract when both the amount of revenue can be measured reliably and it is probable that the Company will receive the consideration due under contract. For each new contract with a customer, the Company:

- 1) identifies the contract;
- 2) identifies the performance obligations included within the contract;
- 3) determines the transaction price, taking into account variable consideration and the time value of money;
- 4) allocates the transaction price to the separate performance obligations on the basis of the standalone selling price of each distinct good or service to be delivered; and
- 5) recognises revenue when each performance obligation is satisfied in a manner that depicts the transfer to the customer of the good or services promised.

2.7 Business combinations

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Intangible assets are only recognised separately from goodwill where they are separable and arise from contractual or other legal rights. Where the fair value of contingent liabilities cannot be reliably measured, they are disclosed on the same basis as other contingent liabilities.

2.8 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 5 to 7 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.9 Interest income

Interest income is recognised in profit or loss using the effective interest method.

Notes (forming part of the financial statements)

2 Accounting policies (continued)

2.10 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.11 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Land is not depreciated.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

Notes (forming part of the financial statements)

2 Accounting policies (continued)

2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.14 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.15 Cash and cash equivalents

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

2.16 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.17 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities such as trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

2.18 Related party transactions

The Group discloses transactions with related parties which are not wholly owned within the same group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the group financial statements.

2.19 Distributions to equity holders

Dividends and other distributions to the Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

3 Prior year adjustments

Group and Company

The prior year figures have been restated. The restatement has increased creditors: amounts falling due after more than one year by £7,453,000 to £7,453,000 and decreased other reserves by £7,453,000 to £nil. The restatement has occurred due to a shareholder loan being incorrectly recognised as a capital contribution in the prior year.

	As previously reported £	Adjustments £	As restated £
Balance sheet at 31 March 2022			
Creditors: amounts falling due after more than one year	-	7,453,000	7,453,000
Other reserves	7,453,000	(7,453,000)	-

Notes (forming part of the financial statements)

4 Employees

The average monthly number of employees for the Group and Company, excluding directors, for the year was 0 (15 month period to 31 March 2022: 0).

5 Tangible fixed assets

Group

	Land £
Cost or valuation	
At 1 April 2022	115,723
Additions	53,493
Disposals	(61,924)
Foreign exchange adjustment	5,915
At 31 March 2023	113,207
Net Book Value	
At 31 March 2023	113,207
At 31 March 2022	115,723

Company

The company had no tangible fixed assets at 31 March 2023 (2022: £nil).

6 Fixed asset investments

Company

	Investments in subsidiary companies £
Cost or valuation	
At 31 March 2023 and 31 March 2022	33
Net Book Value	
At 31 March 2023 and 31 March 2022	33

Subsidiary undertakings

The following were subsidiary undertakings of the Company as at 31 March 2023 and 31 March 2022:

Name	Registered office	Class of Shares	Nature of business	Holding
Costa Solar 001 Limited*	England	Ordinary	Holding company	100%
Costa Solar 002 Limited*	England	Ordinary	Holding company	100%
Costa Solar 003 Limited*	England	Ordinary	Holding company	100%
Costa Solar 004 Limited*	England	Ordinary	Holding company	100%
Costa Solar 005 Limited*	England	Ordinary	Holding company	100%

Notes (forming part of the financial statements)

6 Fixed asset investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Class of Shares	Nature of business	Holding
Costa Solar 006 Limited*	England	Ordinary	Holding company	100%
Costa Solar 007 Limited*	England	Ordinary	Holding company	100%
Costa Solar 008 Limited*	England	Ordinary	Holding company	100%
Costa Solar 009 Limited*	England	Ordinary	Holding company	100%
Costa Solar 010 Limited*	England	Ordinary	Holding company	100%
Costa Solar 011 Limited*	England	Ordinary	Holding company	100%
Costa Solar 012 Limited*	England	Ordinary	Holding company	100%
Costa Solar 013 Limited*	England	Ordinary	Holding company	100%
Costa Solar 014 Limited*	England	Ordinary	Holding company	100%
Costa Solar 015 Limited**	England	Ordinary	Dormant	100%
Costa Solar 016 Limited**	England	Ordinary	Dormant	100%
Costa Solar 017 Limited*	England	Ordinary	Holding company	100%
Costa Solar 018 Limited*	England	Ordinary	Holding company	100%
Costa Solar 019 Limited*	England	Ordinary	Holding company	100%
Costa Solar 020 Limited*	England	Ordinary	Holding company	100%
Costa Solar 021 Limited*	England	Ordinary	Holding company	100%
Costa Solar 022 Limited*	England	Ordinary	Holding company	100%
Costa Solar 023 Limited*	England	Ordinary	Holding company	100%
Costa Solar 024 Limited**	England	Ordinary	Dormant	100%
Costa Solar 025 Limited**	England	Ordinary	Dormant	100%
Costa Solar 026 Limited**	England	Ordinary	Dormant	100%
Costa Solar 027 Limited**	England	Ordinary	Dormant	100%
Costa Solar 028 Limited*	England	Ordinary	Holding company	100%
Costa Solar 029 Limited*	England	Ordinary	Holding company	100%
Costa Solar 030 Limited*	England	Ordinary	Holding company	100%
Costa Solar 031 Limited**	England	Ordinary	Dormant	100%
Costa Solar 032 Limited*	England	Ordinary	Holding company	100%
Costa Solar 033 Limited**	England	Ordinary	Dormant	100%
Costa Solar Italy 001 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 002 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 003 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 004 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 005 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 006 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 007 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 008 S.R.L	Italy	Ordinary	SPV's for Italian solar developments	100%

Notes (forming part of the financial statements)

6 Fixed asset investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Class of Shares	Nature of business	Holding
Costa Solar Italy 009 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 010 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 011 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 012 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 013 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 014 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 017 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 018 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 019 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 020 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 021 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 022 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 023 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 028 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 029 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 030 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%
Costa Solar Italy 032 S.R.L.	Italy	Ordinary	SPV's for Italian solar developments	100%

All of the above subsidiaries that are incorporated in England have their registered office at the same address as the parent company, 15 Diddenham Court, Lambwood Hill, Grazeley, Reading, Berkshire, United Kingdom, RG7 1JQ. These are all direct subsidiaries.

All of the above subsidiaries that are incorporated in Italy have their registered office at Viale Pasteur, 78, 00144, Roma (RM), Italy. These are all indirect subsidiaries.

*For the year ended 31 March 2023, these subsidiaries are entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

**These companies were dissolved post year-end.

Notes (forming part of the financial statements)

7 Debtors

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Due within one year:				
Trade debtors	30,991	-	-	-
Amounts owed by related parties	5,293,928	6,157,487	5,293,928	6,157,485
Amounts owed by group undertakings	-	-	2,055,590	537,120
Other debtors	74,110	93,374	-	32,766
	5,399,029	6,250,861	7,349,518	6,727,371
Due after more than one year:				
Other debtors	979,535	996,861	-	-
	979,535	996,861	-	-

The amounts owed by related parties and group undertakings are repayable on demand and do not carry interest.

8 Cash at bank and in hand

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Cash at bank and in hand	174,179	211,361	5,822	96,940
	174,179	211,361	5,822	96,940

9 Creditors: amounts falling due within one year

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Trade creditors	10,263	-	1,494	-
Amounts owed to related parties	1,811	1,005,846	1,811	-
Other creditors	1,637	886	24,998	-
Corporation tax	80,202	-	80,202	-
Accruals and deferred income	27,006	26,547	27,000	25,000
	120,919	1,033,279	135,505	25,000

The amounts owed to related parties are repayable on demand and do not carry interest.

Notes (forming part of the financial statements)

10 Creditors: amounts falling due after one year

	Group		Company	
	2023	2022 as restated	2023	2022 as restated
	£	£	£	£
Shareholder loan	7,453,000	7,453,000	7,453,000	7,453,000
	7,453,000	7,453,000	7,453,000	7,453,000

The shareholder loan is unsecured and non-interest bearing. The debt holder has confirmed they will not recall the balance within 12 months of the date of signing the financial statements.

11 Share capital

	2023	2022
	£	£
Allotted, called up and fully paid		
100 (2022: 100) Ordinary shares of £0.01 each	<u>1</u>	<u>1</u>

12 Reserves

Foreign exchange reserve

Includes all foreign currency differences arising from the translation of the financial statements of foreign subsidiaries.

Profit and loss account

Includes all current and prior period retained profits and losses.

13 Post balance sheet events

Post year end restructuring events

Post year end, and prior to the signing of these financial statements, the following restructuring events took place for both the Company and the Group:

On 27 June 2023:

- The Company's immediate parent entity, AIP Infrastructure LP, contributed its shareholdings in the Company to Solarmena LP (incorporated in Scotland with company number SL036339).
- Solarmena LP subsequently contributed its shareholdings in the Company to Apollomena Limited (company number 14920168) in exchange for the issue of new shares in Apollomena Limited.
- Immediately following the share transfers, the intragroup loan the Company previously owed to AIP Infrastructure LP was assigned to Apollomena Limited through a series of loan novations.

The purpose of these events was to merge the Group with a portfolio of fully operational Solar PV sites, whose energy sales will finance the future development costs and working capital requirements of the Group. The ultimate ownership of the Company and Group remains unchanged.

There were no other significant events that would require adjustment to the Group or Company's financial statements.

Notes (forming part of the financial statements)

14 Related party transactions

During the year the Group entered into transactions, in the ordinary course of business, with related parties. The Group has taken advantage of the exemption under paragraph 33.1A of FRS 102 not to disclose transactions with fellow subsidiaries under common ownership. There are no other related party transactions noted in the year.

15 Ultimate controlling party

The immediate parent company and ultimate controlling party at the year end was AIP Infrastructure LP (Company number: SL029869, Registered address: c/o Brodies LLP, Capital Square, 58 Morrison Street, Edinburgh, EH3 8BP).

After the restructuring events that occurred on 27 June 2023, the new immediate parent company is Apollomena Limited (Company number 14920168, Registered address: 15 Diddenham Court Lambwood Hill, Grazeley, Reading England, RG7 1JQ) - see note 11 for further details. The ultimate controlling party remains as AIP Infrastructure LP.

As neither AIP Infrastructure LP nor Apollomena Limited prepare consolidated accounts for public use, the largest and smallest group which prepares consolidated accounts is the Company itself (Enviromena Developments Italy Limited).