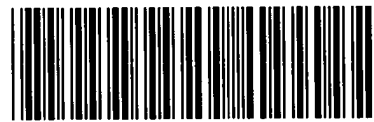


Registered number
12446946

Iona Environmental Infrastructure Parentco Limited
Report and Financial Statements
31 March 2022

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Iona Environmental Infrastructure Parentco Limited
Report and accounts
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Iona Environmental Infrastructure Parentco Limited
Company information

Directors

Philip Davies
Nicholas Ross
Colm Walls

Auditors

RSM UK Audit LLP
25 Farringdon Street
London
EC4A 4AB

Bankers

HSBC Bank plc
St. Clement Danes
194 The Strand
London
WC2R 1DX

Banco de Sabadell, S.A.
Level 37 Leadenhall Building
122 Leadenhall Street
London

AIB Group (UK) Plc
St Helen's
1 Undershaft
London

Registered office

123 Pall Mall
London
SW1Y 5EA

Registered number

12446946

Iona Environmental Infrastructure Parentco Limited

Directors' report

The directors present their report and financial statements of Iona Environmental Infrastructure Parentco Limited (the company) for the year ended 31 March 2022.

The company has chosen in accordance with Companies Act 2006, s.414C(11) to set out in the company's strategic report information required to be contained in the directors' report. It has done so in respect of financial risk management policies.

Principal activities

The company's principal activity during the year was that of an investment holding company. The directors do not anticipate any material change in the company's activity going forward.

Results and dividends

The loss for the year after taxation amounted to £2,517,319 (2021: £4,252,225). No dividends were recommended or paid during the year.

Greenhouse gas emissions, energy consumption and energy efficiency

There are no disclosures provided regarding greenhouse gas emissions, energy consumption or energy efficiency action as the Company is exempt from the disclosure requirements as it has consumed less than 40,000 kWh of energy in the United Kingdom during the year ended 31 March 2022.

Directors

The following persons served as directors during the year:

Philip Davies
Nicholas Ross
Colm Walls

Directors' responsibilities

The directors are responsible for preparing the Strategic report, Directors' report and 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 United Kingdom Generally Accepted Accounting Practice (Financial Reporting Standard 102 and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable 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 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.

Iona Environmental Infrastructure Parentco Limited
Directors' report

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Independent auditor

RSM UK Audit LLP have indicated their willingness to continue in office.

This report was approved by the board on 20 July 2022 and signed on its behalf.



Colm Walls
Director

Iona Environmental Infrastructure Parentco Limited

Strategic report

Business review

The company was established to facilitate the acquisition of bank debt for its ultimate beneficial owner, Iona Environmental Infrastructure LP (the "fund"). On 28 May 2020 the fund transferred its investments in equity and subordinated debt in renewable infrastructure projects to the company which subsequently transferred to a wholly owned subsidiary, Iona Environmental Infrastructure Holdco Limited ("Holdco"). Holdco was then able to obtain a c. £60m debt facility from 2 banks, AIB and Sabadell. Of this facility, £40m was drawn, and used to make a distribution to the fund's investors.

The company ended the year with net assets of £579,600 (2021: £3,096,919). The Board regularly reviews the development and strategic direction of the company, however this is not expected to change for the at least 12 months following the date of publication of this report.

ESG

The fund is managed by Iona Capital Ltd, whose mission statement is, "By delivering superior investment returns in sustainable businesses, we help drive funding to accelerate the transition to a low carbon global economy." By enabling a distribution to the fund's investors, the board believes that the company is operating in line with the Iona's Capital Ltd's mission statement.

Principal risks and uncertainties

Market risk

Price risk is the potential for changes in the value of the entities investments due to changes in performance of the underlying assets. The underlying assets are susceptible to market risk which arises from uncertainties about the future, which include volatile economic, political, environmental conditions (including the conflict in Ukraine and COVID-19) which impact gas and electricity export prices and feedstock prices. The entities market risk is regularly managed by the investment manager. Further detail is disclosed in note 11.

Liquidity risk

The company invests in Holdco and Holdco's debt facility is subject to meeting its covenants with the banks, of which the main covenant is based on a multiple of debt service cost. The company's liquidity risk is therefore assessed regularly through review of its balance sheet and the balance sheets and cash flow forecasts of its investments.

Credit risk

The company's debtors consist of interest receivable from its investments. The company regularly reviews the balance sheets of its investments, and therefore there is visibility over debt recovery.

Other risk

The company's other principal risks include legal, regulatory, concentration, interest rate and operational risk. The company operates under the policies and procedures of Iona Capital Ltd, which has detailed policies and procedures surrounding these risks.

Going concern

The company's activities, together with the factors likely to affect its future development, its financial position and the financial risks are described above. After reviewing the balance sheet and cash flow forecasts, covenant compliance and projections of the company and its direct and indirect investments (including the conflict in Ukraine and ongoing impact of COVID-19), the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, which is a period of twelve months from the date of approval of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing financial statements. See note 1 on page 13 for further information.

Key performance indicators ("KPIs")

The key KPIs for the company are profit before tax and cash generation after debt service costs. In the period to 31 March 2022 the company's loss before tax was £2,517,319 (2021: £4,252,225) and the cash used after debt service was £64,754 (2021: cash generated £223,941). The company's directors monitor these on a regular basis.

Section 172 statement

The board of directors of Iona Environmental Infrastructure Parentco Limited consider, both individually and together, that they have acted in a way that would most likely promote the success of the company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Companies Act 2006) in the decisions taken throughout the period ended 31 March 2022. The company's purpose is to hold investments for its ultimate beneficial owner. To achieve this, the board has engaged with its key stakeholders and has considered and monitored the company's principal risks (see above).

By order of the board of directors



Colm Walls
Director
123 Pall Mall
London
SW1Y 5EA

20/07/22

Iona Environmental Infrastructure Parentco Limited
Independent auditor's report
to the member of Iona Environmental Infrastructure Parentco Limited

Opinion

We have audited the financial statements of Iona Environmental Infrastructure Parentco Limited (the 'company') for the year ended 31 March 2022 which comprise the Income statement, Statement of financial position, Statement of changes in equity, Statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 March 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis of 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 company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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 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.

Iona Environmental Infrastructure Parentco Limited
Independent auditor's report
to the member of Iona Environmental Infrastructure Parentco Limited

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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have 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 strategic report or 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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.

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 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 financial statements.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;

Iona Environmental Infrastructure Parentco Limited
Independent auditor's report
to the member of Iona Environmental Infrastructure Parentco Limited

- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102 and the Companies Act 2006. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The audit engagement team identified the risk of management override of controls and carrying value of investments as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating their rationale, in addition to challenging judgments and estimates applied in estimating the carrying value of investments.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://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.

Stuart Clowser

Stuart Clowser (Senior Statutory Auditor)
for and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London, EC4A 4AB

20 July 2022

Iona Environmental Infrastructure Parentco Limited
Income statement
for the year ended 31 March 2022

	Notes	2022 £	2021 £
Income			
Interest income	4	5,150,362	3,970,547
Net profit/(loss) on revaluation of investments		<u>(2,190,134)</u>	<u>(2,168,333)</u>
		2,960,228	1,802,214
Administrative expenses		(76,354)	(1,894,383)
Operating profit/(loss)	2	<u>2,883,874</u>	<u>(92,169)</u>
Interest payable	5	(5,401,193)	(4,160,056)
Loss on ordinary activities before taxation		<u>(2,517,319)</u>	<u>(4,252,225)</u>
Tax on loss on ordinary activities	6	-	-
Loss for the financial year		<u><u>(2,517,319)</u></u>	<u><u>(4,252,225)</u></u>

All results in the income statement are from continuing operations.

Iona Environmental Infrastructure Parentco Limited
Statement of financial position
as at 31 March 2022

	Notes	2022 £	2021 £
Fixed assets			
Investments	7	54,713,513	52,366,335
Current assets			
Cash at bank and in hand		159,187	223,941
		<u>159,187</u>	<u>223,941</u>
Creditors: amounts falling due within one year	8	(22,600)	(11,000)
Net current assets		<u>136,587</u>	<u>212,941</u>
Total assets less current liabilities		<u>54,850,100</u>	<u>52,579,276</u>
Creditors: amounts falling due after more than one year	9	(54,270,500)	(49,482,357)
Net assets		<u>579,600</u>	<u>3,096,919</u>
Capital and reserves			
Called up share capital	10	1,000	1,000
Share premium		2,993,675	2,993,675
Other reserves		4,354,469	4,354,469
Profit and loss account		(6,769,544)	(4,252,225)
Total equity		<u>579,600</u>	<u>3,096,919</u>

The financial statements on pages 9 to 21 were approved by the board of directors and authorised for issue on 20 July 2022 and are signed on its behalf by:



Colm Walls
Director

Approved by the board on 20 July 2022

Iona Environmental Infrastructure Parentco Limited
Statement of changes in equity
for the year ended 31 March 2022

	Share capital	Share premium	Other reserve	Profit and loss account	Total
At 1 April 2021	1,000	2,993,675	4,354,469	(4,252,225)	3,096,919
Loss for the period	-	-	-	(2,517,319)	(2,517,319)
At 31 March 2022	<u>1,000</u>	<u>2,993,675</u>	<u>4,354,469</u>	<u>(6,769,544)</u>	<u>579,600</u>
At 6 February 2020	-	-	-	-	-
Loss for the period	-	-	-	(4,252,225)	(4,252,225)
Shares issued	1,000	-	-	-	1,000
Share for share exchange	-	2,993,675	4,354,469	-	7,348,144
At 31 March 2021	<u>1,000</u>	<u>2,993,675</u>	<u>4,354,469</u>	<u>(4,252,225)</u>	<u>3,096,919</u>

Share capital

Nominal value of shares issued.

Share premium

Minimum premium value of shares issued arising as a result of applying the group reconstruction relief in accordance with section 611 of the Companies Act 2006 to the initial transfer of assets in the refinancing transaction detailed in note 7.

Other reserve

Fair value of shares issued in excess of the share premium above arising as a result of applying the group reconstruction relief in accordance with section 611 of the Companies Act 2006 to the initial transfer of assets in the refinancing transaction detailed in note 7.

Profit and loss account

Retained earnings.

Iona Environmental Infrastructure Parentco Limited
Statement of cash flows
for the year ended 31 March 2022

	Notes	2022 £	2021 £
Operating activities			
Loss for the financial year		(2,517,319)	(4,252,225)
Adjustments for:			
Loss on revaluation of investments		2,190,134	2,168,333
Interest receivable		(5,150,362)	(3,970,547)
Interest payable		5,401,193	4,160,056
Increase in creditors		11,600	11,000
		<u>(64,754)</u>	<u>(1,883,383)</u>
Interest received		1,450,050	907,931
Interest paid		(1,450,050)	(907,931)
		<u>(64,754)</u>	<u>(1,883,383)</u>
Cash used in operating activities			
Investing activities			
Payments to acquire investments		(837,000)	(1,215,000)
Proceeds from repayments of investments		-	38,876,144
		<u>(837,000)</u>	<u>37,661,144</u>
Cash (used in)/generated by investing activities			
Financing activities			
Proceeds from loans		837,000	1,215,000
Repayment of loans		-	(36,768,820)
		<u>837,000</u>	<u>(35,553,820)</u>
Cash generated by/(used in) financing activities			
Net cash (used)/generated			
Cash used in operating activities		(64,754)	(1,883,383)
Cash (used in)/generated by investing activities		(837,000)	37,661,144
Cash generated by/(used in) financing activities		837,000	(35,553,820)
		<u>(64,754)</u>	<u>223,941</u>
Net cash (used)/generated			
Cash and cash equivalents at beginning of period		223,941	-
Cash and cash equivalents at end of period		<u>159,187</u>	<u>223,941</u>
Cash and cash equivalents comprise:			
Cash at bank		<u>159,187</u>	<u>223,941</u>

Non-cash transactions

The principal non-cash transaction is the transfer at fair value of investments and amounts due from investee companies in exchange for a newly issued loan note between the company and its parent, and subsequent transfer between the company and its subsidiary, which occurred in the comparative period and totalled £81,784,053.

Iona Environmental Infrastructure Parentco Limited
Notes to the Accounts
for the year ended 31 March 2022

1 Summary of significant accounting policies

General information

Iona Environmental Infrastructure Parentco Limited ("the company") is a private company limited by shares, and is registered and incorporated in England. The address of the company's registered office and principal place of business is disclosed on page 1. The company's principal activities are disclosed in the Directors' report on page 2.

The comparative period was the company's first reporting period since incorporation, therefore the comparative period accounts span a period of more than 12 months from 6 February 2020 to 31 March 2021.

Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investments at fair value, and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Functional and presentational currencies

The financial statements are presented in sterling which is also the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest whole £ except where otherwise indicated.

Non-consolidation

The company is exempt from the requirements to prepare consolidated financial statements as all of its underlying investments held by Holdco are held exclusively with a view to subsequent resale and are measured at fair value. Consequently, the financial statements present information about the company as an individual entity and not about its group.

Reconstruction relief

The company has applied the reconstruction relief provisions in accordance with section 611 of the Companies Act 2006 to the refinance transaction detailed in note 7. The amount recognised in share premium is limited to £2,993,675 with £4,354,469 recognised in other reserve.

Going Concern

The directors have assessed the forecast cashflows of the company, and its direct and indirect investments in order to assess its ability to meet its obligations under the terms of its loan agreement with its parent, its expenses as they fall due and the ability of Holdco to meet its bank loan obligations and covenants. The parent entity loan note is long term in nature, with principal repayments due in four equal instalments over March 2035 - September 2036. On this basis, the directors have concluded that the company has sufficient resources to meet its obligations for a period of 12 months from the date of approval of these financial statements.

Investments

The company's investment is in Iona Environmental Infrastructure Holdco Limited ("Holdco"), who holds underlying investments in individual assets. The investment is held at fair value through profit or loss in accordance with FRS 102 Section 11. Fair value is estimated as the cumulative fair value of the underlying individual investments indirectly held by the company, adjusted for net current assets, interest rate swap and net debt of Holdco.

Underlying individual investments are initially measured at cost. Subsequent to initial recognition, these investments are recorded at cost plus accrued interest, less impairment when the assets are under construction or development stage until they are fully operational and have received all their required operating licences. The directors may apply a discount to any valuation increase in the first three years of operation, which represents the increased risk to cash flows in the early stages. The discount applied to proposed write-ups is typically 75 per cent in year 1, 50 per cent in year 2 and 25 per cent in year 3 - providing the performance of the asset is satisfactory. Once the assets' operations are in a steady state they are valued in accordance with the International Private Equity and Venture Capital ("IPEVC") Valuation Guidelines.

In estimating fair value, the directors have discounted the expected future cash flows from the investee companies to calculate the net present value of these cash flows. The methodology takes account of the nature, facts and circumstances of the individual investment and uses reasonable data, market inputs, assumptions and estimates to ascertain fair value.

Iona Environmental Infrastructure Parentco Limited
Notes to the Accounts
for the year ended 31 March 2022

The discount rate used in the DCF calculation is usually 6%, which is a typical discount rate used in the industry. A higher discount rate of 7% was used on one investment reflecting a higher operational performance risk specific to that investment in the current year. The term of the cash flows is modelled over up to 20 years, depending on the length of the renewable energy subsidies receivable by each asset. The directors adopt a conservative approach to terminal value for its assets, and this is assumed to be nil in the DCF calculations, given the uncertainty of the viability of the assets once the subsidies expire. The valuation does not include any provision for decommissioning at the end of the 20 year period. If the discount rate was reduced by 100 bps, the value of the investments would increase by £5.40m. If the discount rate was increased by 100 bps, the value would decrease by £4.93m.

Gains and losses arising from the sale of investments are included in the profit and loss account in the period in which they arise. Unrealised gains and losses arising from the investments are also included in the profit and loss account.

Income

Income is generated from interest on loan note issued to investee company. Interest income is recognised as it accrues. Paid interest income is that which has been invoiced and settled within the period. Accrued interest income remains outstanding at year end. Capitalised interest income has been capitalised into the investment value, and offset by a loss on revaluation of investments.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments. Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities

Basic financial liabilities, including creditors, loans and parent entity loan note, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Iona Environmental Infrastructure Parentco Limited
Notes to the Accounts
for the year ended 31 March 2022

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that 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 the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Critical accounting estimates and areas of judgement

The preparation of the financial statements requires the directors to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources.

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 estimates is revised if the revision affects only that period of the revision and future periods if the revision affects both current and future periods. The following are the critical judgements and estimates.

Fair value of investments

Investments are accounted for at fair value and there are inherent uncertainties in any fair value estimation, particularly in relation to valuations determined using discounted cash flows of up to 20 years. Due to inherent uncertainties in any valuation technique, especially under volatile economic, political and environmental conditions (including the conflict in Ukraine and Covid-19 outbreak), the eventual realised distributions from the investments could materially differ from the estimated fair value. The most critical estimate is considered to be the discount rate which is based on historical experience and industry custom. Sensitivity to the discount rate is disclosed in the investments accounting policy.

Classification of investments

The directors determined based on the criteria in FRS 102 para. 9.9 (b), that the all of the underlying investee companies held in Parentco are held exclusively with a view to subsequent resale and shall be excluded from consolidation and thus recognised at fair value. The classification of investee companies as being held exclusively with a view to subsequent resale is a key judgement.

2 Operating profit	2022 £	2021 £
This is stated after charging:		
Auditors' remuneration for audit services	8,850	8,500
Auditors' remuneration for other services	<u>5,500</u>	<u>2,500</u>

3 Staff costs

The company had no employees during the year. Directors of the company, who are deemed to be key management personnel, are remunerated by a connected entity.

Iona Environmental Infrastructure Parentco Limited
Notes to the Accounts
for the year ended 31 March 2022

4 Interest income	2022	2021
	£	£
Paid	1,450,050	907,931
Capitalised	<u>3,700,312</u>	<u>3,062,616</u>
	<u>5,150,362</u>	<u>3,970,547</u>

5 Interest payable	2022	2021
	£	£
Parent entity loan note	<u>5,401,193</u>	<u>4,160,056</u>

6 Taxation	2022	2021
	£	£
Analysis of charge in period		
Tax on profit on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting tax charge for period

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	2022	2021
	£	£
Loss on ordinary activities before tax	<u>(2,517,319)</u>	<u>(4,252,225)</u>
Standard rate of corporation tax in the UK	19%	19%
	£	£
Loss on ordinary activities multiplied by the standard rate of corporation tax	(478,291)	(807,923)
Effects of:		
Expenses not deductible for tax purposes	416,125	411,983
Loan relationship adjustment	310,361	(581,897)
Group loss relief	<u>(248,195)</u>	<u>977,837</u>
Current tax charge for period	<u>-</u>	<u>-</u>

Iona Environmental Infrastructure Parentco Limited
Notes to the Accounts
for the year ended 31 March 2022

7 Investments

	2022	2021
Cost	£	£
Opening balance	52,366,335	-
Initial transfer	-	89,133,196
Additions	837,000	1,215,000
Interest capitalised	3,700,312	3,062,616
Revaluation	(2,190,134)	(2,168,333)
Disposals/Repayments	-	(38,876,144)
Closing balance	<u>54,713,513</u>	<u>52,366,335</u>

On 28 May 2020, the company's ultimate parent, Iona Environmental Infrastructure LP (the "fund") refinanced its investments in anaerobic digestion ("AD") assets. As part of the refinance, 11 AD assets in the fund's portfolio were transferred to the company, in exchange for shares and loan notes in the company. The AD assets were subsequently transferred to Holdco in exchange for shares and loan notes in Holdco. The AD assets were then used to secure a circa £60m debt facility from 2 banks, AIB and Sabadell, of which £40m was drawn. Part of the proceeds were used to repay the Holdco loan notes, and subsequently a proportion of the company's loan notes with the fund.

The company directly holds 20% or more of the share capital of the following companies:

Company	Holding/share class	Footnote
Iona Environmental Infrastructure Holdco Limited	100% ordinary shares	4

The nature of business of the investee company is that of an investment holding company.

The company indirectly holds 20% or more of the share capital of the following companies:

Company	Holding/share class	Footnote
Biogen Gwyriad Ltd	48% ordinary shares	1
Biogen Waen Ltd	45% ordinary shares	1
JFS Howla Hay Biogas Ltd	100% ordinary shares	2
JFS Home Farm Biogas Ltd	79% ordinary shares	3
JFS Westholme Farm Biogas Ltd	82% ordinary shares	2
JFS Washfold Farm Biogas Ltd	78% ordinary shares	2
Keithick Biogas Ltd	65% ordinary shares	4
JFS Wray House Biogas Ltd	86% ordinary shares	2
St Boswells Biogas Ltd	93% ordinary shares	4
Leeming Biogas Ltd	55% ordinary shares	4
Gravel Pit Biogas Ltd	92% ordinary shares	4

The nature of business of all investee companies is the production of gas from AD which is injected into the grid or used to generate electricity.

Footnote	Address
1	Milton Parc, Milton Ernest, Bedfordshire, MK44 1YU
2	Marlborough House Westminster Place, Nether Poppleton, York, YO26 6RW
3	Home Farm Gilgarran, Distington, Workington, Cumbria, CA14 4RF
4	123 Pall Mall, London, England, SW1Y 5EA

Iona Environmental Infrastructure Parentco Limited
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for the year ended 31 March 2022

8 Creditors: amounts falling due within one year	2022	2021
	£	£
Accruals and deferred income	<u>22,600</u>	<u>11,000</u>

9 Creditors: amounts falling due after one year	2022	2021
	£	£
Parent entity loan note	<u>54,270,500</u>	<u>49,482,357</u>

As described in note 7, the fund now has a 100% equity interest in, and a loan note with, the company. The company owns 100% of Holdco, which in turn has equity and loan note interests in 11 AD assets. Interest of 10.5% per annum is payable on the loan note which totalled £54,270,500 (2021: £49,482,357) at year end. During the year, interest of £5,401,193 (2021: £4,160,056) was charged of which £3,951,142 (2021: £3,252,124) has been capitalised. Principal together with any accrued and/or capitalised interest is repayable in 4 equal instalments, March 2035, September 2035, March 2036 and September 2036.

10 Share capital	Nominal value	2022 Number	2022 £	2021 £
Allotted, called up and fully paid:				
Ordinary shares	£1 each	1,000	<u>1,000</u>	<u>1,000</u>

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

11 Related party transactions

As described in note 7, the company was created to facilitate a debt facility for its parent, Iona Environmental Infrastructure LP ("the fund"). On 28 May 2020, the fund transferred its loans and shares held in various investee companies to the company, in exchange for a loan note in the company totalling £81,784,053. During the year, an additional £837,000 (2021: £1,215,000) was drawn, principal of £Nil (2021: £36,768,820) was repaid and interest of £5,401,193 (2021: £4,160,056) was charged, of which £3,951,143 (2021: £3,252,124) was capitalised into the loan balance. At the year end, £54,270,500 (2021: £49,482,357) was due to the fund and is included in note 8.

The company is a subsidiary of the fund.

On 28 May 2020, the company transferred its loans and shares held in various investee companies to Iona Environmental Infrastructure Holdco Limited ("Holdco"), in exchange for a loan note in Holdco totalling £81,784,053. During the current year, principal of £Nil (2021: £38,876,144) was repaid of which £Nil (2021: £36,768,820) was subsequently paid to the fund as per paragraph above. During the year, interest of £5,150,362 (2021: £3,970,547) was charged, of which £3,700,312 (2021: £3,062,616) was capitalised into the loan balance. At the year end, £51,722,837 (2021: £47,185,525) was due from Holdco and is included within investments in note 7.

During the year, Iona Capital Limited charged an arrangement fee of £Nil (2021: £1,832,340) and administration fees of £61,865 (2021: £51,000). At year end a balance of £ Nil (2021: £Nil) was due. Iona Capital Limited is a member of Iona EI (General Partner) LLP, which is the General Partner of Iona Environmental Infrastructure LP, the company's ultimate parent company.

Iona Environmental Infrastructure Parentco Limited
Notes to the Accounts
for the year ended 31 March 2022

12 Financial risk management

The company is a highly selective investor and adheres to an investment strategy which is dictated by its ultimate parent, the fund. Each investment is subject to an individual risk assessment through an investment approval process. The fund's Investment Committee is part of the overall risk management framework.

Concentration risk

The company, via Holdco, focusses on environmental infrastructure projects with reference to the "Bioenergy" sector. Although there is no set target allocation between technologies or feedstock streams, the company diversifies risk by having a balanced portfolio mix of investment size with no single investment greater than 15% of initial cash invested, and using various counterparties and feedstock suppliers.

Credit risk

Credit risk is the risk of financial loss to the company if a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the company to credit risk principally consist of investments, trade debtors, derivative financial instruments, and cash.

The credit quality of investments, which are held at fair value and include debt and equity elements, is based on the financial performance of the individual investments held via Holdco. The credit risk relating to these assets is based on their enterprise value and is reflected through fair value movements. Further detail can be found in the market risk disclosure in this note and the sensitivity disclosure to changes in the valuation assumptions is provided in the investments accounting policy.

Cash is held on demand with trading banks with AA- credit rating.

Liquidity risk

Liquidity risk is the risk that the company will encounter difficulties in meeting contractual obligations associated with financial liabilities. The company manages liquidity risk by maintaining sufficient liquid funds to meet its commitments, based on historical and forecast cash flow requirements. The cashflow forecast of the company and underlying investments is monitored monthly by the board. The Investment Manager monitors the forecast cashflows to maintain sufficient head room to meet financial covenants in relation to the underlying debt facility.

All of the individual investments held via Holdco are forecast to have sufficient cash resources.

The following table sets out the undiscounted contractual maturity profile of liabilities as at the balance date.

As at 31 March 2022

	Between one and five years	Between five and ten years	After ten years	Total
	£	£	£	£
Parent company loan note	-	-	(54,270,500)	(54,270,500)
	-	-	(54,270,500)	(54,270,500)

As at 31 March 2021

	Between one and five years	Between five and ten years	After ten years	Total
	£	£	£	£
Parent company loan note	-	-	(49,482,357)	(49,482,357)
	-	-	(49,482,357)	(49,482,357)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk, currency risk and price risk.

The valuation of the company's underlying investments, held via Holdco, is largely dependent on the underlying operational performance of the companies. Market risk in respect of the underlying investments arises primarily from gas and electricity export prices and feedstock prices.

Iona Environmental Infrastructure Parentco Limited
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Gas and electricity export prices

Gas and electricity price risks are reduced by contracting for future gas and electricity prices via Power Purchase Agreements (PPA) or economic hedges. These agreements are all short term in nature (between 3 and 12 months) and the discounted cashflows include the contracted pricing for the period they are in place, after which wholesale market prices are utilised via third party pricing curves that reflect the Manager's assessment of future economic conditions.

The volatility of future pricing has increased since the commencement of the conflict in Ukraine in Feb 2022.

Feedstock prices

Investments held at fair value are subject to market price risk in respect of feedstock. The fund considers each investment to have varying degrees of risk based on the type of feedstock it accepts as described below:

- **Commercial** - Commercial sites are exposed to higher market risk as a higher proportion of feedstock is non-contracted and is procured on a just in time basis. Additionally, availability is directly influenced by the levels of commercial activities of counterparties and therefore at greater risk to external factors such as COVID-19 restrictions.
- **Agricultural** - In the case of agricultural sites, risk is minimised by entering into long term contracts with local farmers however feedstock quality and quantity (and therefore price) is still subject to market factors such as weather and seasonality.
- **Local Authority** - Risk is minimised by entering into long term contracts with stable counterparties however, these sites have historically been exposed to fluctuations due to market factors, particularly COVID-19 restrictions in recent years.

The volatility of feedstock prices at commercial and agricultural sites has increased since the commencement of the conflict in Ukraine.

Operational performance risk

Operational performance risk is the risk that the value of the investment is impacted by technical issues or operator error. In the period between construction of the asset and achieving a steady state of operations the risk of technical issues or operator error is increased.

As noted above, the fair value of investments is estimated using discounted cash flow models and in estimating future cash flows the manager is required to make judgements and estimates regarding the time it will take to achieve 'steady state operations' and the quantum of net cash flows arising before and after 'steady state' is reached. Delays in the time it takes for the asset to achieve 'steady state operations' could materially affect the estimated fair values.

- **Technical issues** - relate to the performance of fixed asset equipment and is generally considered lower risk for well-established investments as the fixed asset equipment is fine-tuned and operating teams more experienced, where output is much more consistent.
- **Operator error** - relates to errors occurring from local management. The risk is considered low as all of the fund's investments are managed by professional service providers.

Two of the underlying assets have had technical issues during the year which has impacted it achieving forecast results. These technical issues have been or are expected to be resolved in the normal course of business and the Company is closely monitoring this asset to reduce the risk of impacts on the forecast future cashflows and the associated estimated fair value.

The remaining assets are all considered by the manager to be in steady state of operations and therefore low risk.

Other items in the financial statements can be affected by interest rate risk.

Interest rate risk

Interest on the parent entity loan note is fixed rate, therefore there is no direct impact of a movement in market interest rates.

Iona Environmental Infrastructure Parentco Limited
Notes to the Accounts
for the year ended 31 March 2022

13 Analysis of changes in net debt

	2022	2021
	£	£
Net debt		
Cash and cash equivalents	159,187	223,941
Parent entity loan note	<u>(54,270,500)</u>	<u>(49,482,357)</u>
Net debt	<u>(54,111,313)</u>	<u>(49,258,416)</u>
Reconciliation of net cash flow to movement in net debt		
Net debt at beginning of period	(49,258,416)	-
(Decrease)/increase in cash	(64,754)	223,941
Transfer of loan note from fund	-	(81,784,053)
Interest capitalised during the year	(3,951,143)	(3,252,124)
Net (increase)/decrease in loan notes	<u>(837,000)</u>	<u>35,553,820</u>
Net debt at end of period	<u>(54,111,313)</u>	<u>(49,258,416)</u>

14 Controlling party

In the opinion of the directors, the ultimate beneficial owner is Iona Environmental Infrastructure LP due to it being the sole shareholder of the company. The fund is a limited partnership incorporated in England, registered to 123 Pall Mall, London, SW1Y 5EA.

Iona Capital Ltd is the manager of the fund.

Iona Environmental Infrastructure Parentco Limited
Detailed profit and loss account
for the year ended 31 March 2022

This schedule does not form part of the statutory accounts

	2022	2021
	£	£
Income		
Interest income	5,150,362	3,970,547
Net loss on revaluation of investments	<u>(2,190,134)</u>	<u>(2,168,333)</u>
	<u>2,960,228</u>	<u>1,802,214</u>
 Administrative expenses		
General administrative expenses:		
Bank charges	<u>139</u>	<u>43</u>
	<u>139</u>	<u>43</u>
Legal and professional costs:		
Audit fees	8,850	8,500
Tax fees	5,500	2,500
Management fees	61,865	51,000
Arrangement fee	-	1,832,340
	<u>76,215</u>	<u>1,894,340</u>
	<u>76,354</u>	<u>1,894,383</u>