

MACQUARIE LENDING & INVESTMENT PARTNERS LLP

REGISTRATION NUMBER OC363068

Board of Managers' Report and Financial Statements
for the financial year ended 31 March 2022



The LLP's registered office is:
Ropemaker Place
28 Ropemaker Street
London EC2Y 9HD
United Kingdom

Macquarie Lending & Investment Partners LLP

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Macquarie Lending & Investment Partners LLP

Board of Managers' Report for the financial year ended 31 March 2022

The Board of Managers of Macquarie Lending & Investment Partners LLP (the "Partnership"), submits the following report, in respect of the financial year ended 31 March 2022.

Members of the Board of Managers

The Managers who each held office as a member of the Board of Managers throughout the year and until the date of this report, unless disclosed otherwise, were:

A Nottingham	(resigned on 17 January 2022)
J Oswald	(appointed on 17 January 2022)
J Tang	(appointed on 4 March 2021)
R Thompson	(appointed on 29 December 2016)

Principal activities

The principal activity of the Partnership during the year ended 31 March 2022 was to provide intercompany funding to other Macquarie related entities.

Results

The profit for the financial year ended 31 March 2022 was US\$15,648,111 (2021: US\$19,595,448).

Distributions

During the financial year, no distributions were paid to the members of the Partnership (2021: US\$21,000,000).

State of affairs

On 2 December 2021, Macquarie Euro Limited repaid the existing US\$348,245,697 loan maturing 11 July 2022, which was utilised by the Partnership to repay the existing US\$345,497,427 short term loan payable to Macquarie Corporate Holdings Pty Limited (UK Branch).

IBOR reform: Transition from inter-bank offered rates ("IBOR") to alternative reference rates ("ARRs")

IBOR are interest rate benchmarks that are used in a wide variety of financial instruments such as derivatives and lending arrangements, are undergoing reforms. Examples of IBOR include the London Inter-bank Offered Rate ("LIBOR") and the Euro Inter-bank Offered Rate ("EURIBOR").

After 31 December 2021, 24 of 35 LIBOR currency-tenor pairings were discontinued, 6 LIBOR switched to a modified calculation methodology (known as 'synthetic' LIBORs) and 5 USD LIBOR tenors are expected to cease publication after 30 June 2023. Aside from the ongoing exceptional use of USD LIBOR, the use of LIBOR in new contracts ceased by the end of 2021.

During 2018, MGL initiated a group-wide project, sponsored by its Chief Financial Officer ("CFO"), to manage the impacts of IBOR reform, including overseeing the transition from LIBOR to ARR. A group-wide steering committee was established with its key responsibility being the governance of the project and comprised of senior executives from MGL's Operating Groups, Financial Management Group ("FMG"), Risk Management Group ("RMG"), Corporate Operations Group ("COG") and Legal and Governance. The project was wide in scope including identification of the impact of the reform on the separate legal entities within the MGL Group (including the Partnership) and implementing necessary changes in those legal entities.

In addition to the project's progress outlined in the Partnership's annual financial statements for prior periods, the project achieved several important milestones for the period ended 31 March 2022 including that the Partnership:

- has successfully transitioned all contracts referencing LIBORs that ceased publication on 31 December 2021.
- is transacting across a broad range of ARR currencies and products, supported by changes to key systems and processes.
- ceased using USD LIBOR in new contracts after 31 December 2021 aside from exceptional use cases.
- transitioned its internal USD LIBOR and EURIBOR funding to Secured overnight financing ("SOFR") and Euro Short-Term Rate ("ESTR") respectively, and re-hedged external funding exposures to relevant currency ARR, given sufficient liquidity in the relevant markets.

Whilst IBOR reforms, including the transition from LIBOR to ARR, are important changes for the Partnership, they have not resulted in changes to Macquarie Group's risk management strategy and these risks are managed within the existing risk management framework.

There were no other significant changes in the state of affairs of the Partnership that occurred during the current financial year under review not otherwise disclosed in the Board of Managers' report.

Board of Managers' Report for the financial year ended 31 March 2022 (continued)

Review of operations

The profit for the financial year ended 31 March 2022 was US\$15,648,111, a decrease of 20 per cent from the profit of US\$19,595,448 in the previous year.

As at 31 March 2022, the Partnership had net assets of US\$1,225,808,347 (2021: US\$1,210,160,236).

Going Concern

The Partnership has excess of current assets over current liabilities at 31 March 2022 of US\$879,110,473. The Partnership continues to be profitable and the Managers expect the current business will continue for the foreseeable future.

The Managers have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. No material uncertainties that cast significant doubt about the ability of the Partnership to continue as a going concern have been identified by the Managers. The Partnership therefore continues to adopt the going concern basis in preparing its financial statements.

Events after the reporting period

On 11 July 2022, loan receivable from Macquarie Group Investments (UK) No.2 Limited ("MGIUK2") amounting to US\$927,163,233 was extended for a further period of 9 years with the maturity of 11 July 2031.

As on the date of this report, the Managers are not aware of any other matter or circumstance which has arisen that has significantly affected or may significantly affect the operations of the Partnership, the results of those operations, or the state of affairs of the Partnership in the financial years subsequent to 31 March 2022 not otherwise disclosed in this report.

Likely developments, business strategies and prospects

Coronavirus (COVID-19)

The Novel Coronavirus (COVID-19) has had significant impacts on global economies and financial markets, led to several changes in the economy and resulted in several support actions by financial markets, governments, and regulators. The impact of COVID-19 continues to evolve and, where applicable, has been incorporated into the determination of the Partnership's results of operations and measurements of its assets and liabilities at the reporting date.

COVID-19 did not have a material impact on the operations of the Partnership during the financial period.

Russia-Ukraine conflict

The risk presented by the Russia-Ukraine conflict is managed by the Partnership within the framework of the overall strategy and risk management structure of the Macquarie Group (Macquarie Group comprising Macquarie Group Limited ("MGL"), the ultimate parent of the Partnership, and its subsidiaries).

The Russia-Ukraine conflict did not have a material impact on the operations of the Partnership during the financial period.

Indemnification and insurance of the Board of Managers

As permitted by the LLP Agreement, the Board of Managers have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and also at the date of approval of the financial statements. The ultimate parent purchased and maintained throughout the financial year Managers' liability insurance in respect of the Partnership and its Managers.

Macquarie Lending & Investment Partners LLP

Board of Managers' Report for the financial year ended 31 March 2022 (continued)

Likely developments, business strategies and prospects (continued)

Statement of Managers' responsibilities in respect of the financial statements

The Managers are responsible for preparing the Board of Managers' Report and the financial statements in accordance with applicable law and regulations.

Company law, as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit)(Application of Companies Act 2006) Regulations 2008 (the "Regulations"), requires the Managers to prepare financial statements for each financial year. Under that law the Managers have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, as applied to limited liability partnerships, Managers 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 partnership and of the profit or loss of the partnership for that period. In preparing the financial statements, the Managers are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the partnership will continue in business.

The Managers are responsible for safeguarding the assets of the partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Managers are also responsible for keeping adequate accounting records that are sufficient to show and explain the partnership's transactions and disclose with reasonable accuracy at any time the financial position of the partnership and enable them to ensure that the financial statements comply with the Companies Act 2006.

Managers' confirmations

In the case of each Manager in office at the date the Board of Managers' Report:

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

Independent Auditors

Pursuant to the Company law, as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the "Regulations"), the auditors of the Partnership are deemed re-appointed for each financial year unless the Board of Managers or the members of the Partnership resolve to terminate their appointment. The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and, as at the date of these financial statements, the Managers are not aware of any resolution to terminate the appointment of the auditors.

On behalf of the Board of Managers,



Jennifer Oswald
Manager

10 November 2022

Macquarie Lending & Investment Partners LLP

Profit and loss account for the financial year ended 31 March 2022

	Note	2022 US\$	2021 US\$
Interest receivable and similar income	4	15,501,374	19,089,209
Interest payable and similar expenses	4	(14,018)	(5,041,676)
Net interest income		15,487,356	14,047,533
Administrative expenses	4	(54,877)	34,099
Other operating income	4	215,632	5,513,816
Net operating profit		15,648,111	19,595,448
Profit for the financial year before members' remuneration and profit share available for discretionary division among members		15,648,111	19,595,448

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

Profit for the financial year before members' remuneration and profit shares available for discretionary division among members relate wholly to continuing operations.

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

Macquarie Lending & Investment Partners LLP

Balance sheet as at 31 March 2022

	Note	2022 US\$	2021 US\$
Non-current assets			
Loan assets	5	346,782,467	1,280,976,224
Current assets			
Debtors	6	880,413,679	274,878,072
Current liabilities			
Creditors: amounts falling due within one year	7	(1,303,206)	(345,605,338)
Net current assets/(liabilities)		879,110,473	(70,727,266)
Total assets less current liabilities		1,225,892,940	1,210,248,958
Provisions for liabilities	8	(84,593)	(88,722)
Net assets		1,225,808,347	1,210,160,236
Net assets attributable to members of the LLP		1,225,808,347	1,210,160,236

Represented by:

Total members' interests

Members' capital classified as a liability	9	1,176,469,159	1,176,469,159
Members' other interests	9	49,339,188	33,691,077
Total Members' interests		1,225,808,347	1,210,160,236

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

The financial statements on pages 5 to 16 were authorised for issue by the Board of Managers on 10 November 2022 and signed on its behalf by:



Jennifer Oswald
Manager

Macquarie Lending & Investment Partners LLP

Statement of changes in equity for the financial year ended 31 March 2022

	Note	Total Members' other interest US\$
Balance at 1 April 2020		35,095,629
Profit for the financial year before Members' remuneration and profit share		19,595,448
Total comprehensive income		54,691,077
Distribution of profits to members		(21,000,000)
Balance at 31 March 2021	9	33,691,077
Profit for the financial year before Members' remuneration and profit share		15,648,111
Total comprehensive income		49,339,188
Distribution of profits to members		-
Balance at 31 March 2022	9	49,339,188

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

Macquarie Lending & Investment Partners LLP

Notes to the financial statements for the financial year ended 31 March 2022

Note 1. General information

The Partnership was formed as a Limited Liability Partnership under the laws of the United Kingdom on 23rd March 2011. The Limited Liability Partnership's registered office is Ropemaker Place, 28 Ropemaker Street, London, EC2Y 9HD, United Kingdom.

The principal activity of the Partnership during the financial year ended 31 March 2022 was to provide intercompany funding to other Macquarie related entities.

Note 2. Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006 ("the Act") as applied to limited liability partnerships by the Limited Liability Partnerships (Account and Audit) Regulations, 2008 and as amended by the Companies and Partnerships (Accounts and Audit) Regulations, 2013 (the "Regulations").

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

(i) Going concern

As at 31 March 2022, the Partnership had net assets of \$1,225,808,347 (2021: \$1,210,160,236). The Managers have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. No material uncertainties that cast significant doubt about the ability of the Partnership to continue as a going concern have been identified by the Managers. The Partnership therefore continues to adopt the going concern basis in preparing its financial statements.

(ii) Basis of measurement

The financial statements have been prepared in accordance with the Companies Act 2006 and under the historical cost convention.

(iii) Disclosure exemptions

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

In accordance with FRS 101 the Partnership has availed of an exemption from the following paragraphs of IFRS:

- The requirements of IFRS 7 'Financial Instruments: Disclosures'.
- The requirements of paragraphs 91 to 99 of IFRS 13 'Fair Value Measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- The requirements of IAS 7 'Statement of Cash Flows'.
- The requirements of paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' (disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- The requirements of paragraph 17 of IAS 24 'Related Party Disclosures' (key management compensation).
- The requirements of IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group where both parties to the transaction are wholly owned within the group.
- The requirements of paragraphs 38 of International Accounting Standards ("IAS") 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1 (reconciliation of shares outstanding).
- The requirements of paragraphs 10(d), 10(f), 16, 38A to 38D, 40A to 40D, 111 and 134 to 136 of IAS 1 'Presentation of Financial Statements' (additional comparatives and capital management disclosures).

(iv) Critical accounting estimates and significant judgements

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

- judgement in determining the appropriate business model for a group of financial assets which includes determining the level at which the business model condition is applied and whether past or expected sales activity is consistent with a held to collect business model; and
- judgement in the choice of inputs, estimates and assumptions used in the measurement of Expected Credit Losses ("ECL") including the determination of significant increase in credit risk ("SICR"), forecasts of economic conditions and the weightings assigned thereto (Note 3(vii)).

Notes to the financial statements

for the financial year ended 31 March 2022 (continued)

Note 2. Basis of preparation (continued)

(iv) Critical accounting estimates and significant judgements (continued)

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

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

(v) Coronavirus (COVID-19) impact

The Novel Coronavirus has had significant impacts on global economies and equity, debt and commodity markets, led to several changes in the economy and resulted in several support actions by financial markets, governments, and regulators. The impact of COVID-19 continues to evolve and, where applicable, has been incorporated into the determination of the Partnership's results of operations and measurement of its assets and liabilities at the reporting date.

The Partnership's processes to determine the impact of COVID-19 for these financial statements is consistent with the processes disclosed and applied in its 31 March 2021 financial statements. Those processes identified that expected credit losses required continued judgement as a result of the impact of COVID-19.

As there is a higher than usual degree of uncertainty associated with these assumptions and estimates, actual outcomes may differ to those forecasted which may impact the accounting estimates included in these financial statements. Other than adjusting events that provide evidence of conditions that existed at the end of the reporting period, the impact of events that arise after the reporting period will be accounted for in future reporting periods.

(vi) New Accounting Standards and amendments to Accounting Standards and interpretations that are either effective in the current financial year or have been early adopted

The amendments to existing accounting standards that are effective for the annual reporting period beginning on 1 April 2021 did not result in a material impact to the Partnership's financial statements.

(vii) Other developments

IBOR reform: Transition from inter-bank offered rates (IBOR) to alternative reference rates (ARRs)

IBOR interest rate benchmarks, that are used in a wide variety of financial instruments such as derivatives and lending arrangements, are undergoing reforms. Examples of IBOR include 'LIBOR' (the London Inter-bank Offered Rate), 'EURIBOR' (the Euro Inter-bank Offered Rate) and 'BBSW' (the Australian Bank Bill Swap Rate). The nature of the reforms varies across different jurisdictions.

After 31 December 2021, 24 of 35 LIBOR currency-tenor pairings were discontinued, 6 LIBOR switched to a modified calculation methodology (known as 'synthetic' LIBORs) and 5 USD LIBOR tenors are expected to cease publication after 30 June 2023. Aside from the ongoing exceptional use of USD LIBOR, the use of LIBOR in new contracts ceased by the end of 2021.

Industry working groups have worked with authorities and consulted with market participants to develop market practices that may be used to transition existing LIBOR-linked contracts for derivatives, loans, bonds and other financial instruments that mature beyond their respective LIBOR cessation dates, to ARRs. Amongst the issues considered were the key differences between LIBOR and ARRs. LIBOR are term rates which are quoted at the beginning of that period (for example, one-, three-, six- or twelve-month periods) and include a component of bank credit risk. ARRs on the other hand are overnight rates with little or no credit risk. To facilitate the transition of contracts from LIBOR to ARRs on an economically equivalent basis, adjustments for term and credit differences needs to be applied. IBOR reforms, including the transition from LIBOR to ARRs, are important changes for the partnership.

Impacts on financial reporting

IFRS 2019-3 *Interest Rate Benchmark Reform*, issued in October 2019, amended IFRS 7 *Financial Instruments: Disclosures* (IFRS 7) and IFRS 9 *Financial Instruments* (IFRS 9) to provide certain relief from applying specific accounting requirements to hedge accounting relationships directly affected by IBOR reform. The relief enables the continuation of hedge accounting for impacted hedge relationships during the period of uncertainty prior to IBOR transition.

In August 2020, IFRS 2020-8 *Interest Rate Benchmark Reform – Phase 2* amended standards including IFRS 7, IFRS 9 and IFRS 16 *Leases* (IFRS 16) to address accounting issues following the transition to ARR. The amendments provide certain relief from applying specific requirements related to hedge accounting and the modification of financial assets and financial liabilities if certain criteria are met.

Macquarie Lending & Investment Partners LLP

Notes to the financial statements

for the financial year ended 31 March 2022 (continued)

Note 2. Basis of preparation (continued)

(vii) Other developments (continued)

IBOR reform: Transition from inter-bank offered rates (IBOR) to alternative reference rates (ARRs) (continued)

Where modifications to a contract, or changes in the basis for determining the contractual cash flows under a contract, are necessitated as a direct consequence of IBOR reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis, the relief allows an entity to reset the yield applied to such an exposure on a prospective basis. Thus, at the time of modification, where the relief applies, there is no impact to the income statement. The relief requires continuation of hedge accounting in circumstances when changes to hedged items and hedging instruments arise as a result of changes required by the IBOR reform.

The amendments mandatorily effective for annual reporting periods beginning on or after 1 January 2021 require additional disclosures. The Company has however availed exemption from the disclosure requirements of IFRS 7.

Note 3. Significant accounting policies

(i) Foreign currency translations

Functional and presentation currency

The functional currency of the Partnership is determined as the currency of the primary economic environment in which the Partnership operates. The Partnership's financial statements are presented in 'United States Dollar' (USD), which is also the Partnership's functional currency.

Transactions and balances

At initial recognition, a foreign currency transaction is translated into the Partnership's functional currency using the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of each reporting period, foreign currency monetary assets and liabilities are translated using the closing exchange rate.

Foreign exchange gains and losses arising from the settlement or translation of monetary items are recognised in other operating income.

(ii) Revenue and expense recognition

Net interest income/expense

Interest income and interest expense are recognised using the effective interest rate ("EIR") method for financial assets, and financial liabilities carried at amortised cost. The EIR method calculates the amortised cost of a financial instrument at a rate that discounts estimated future cash receipts or payments through the expected life of the financial instrument to the net carrying amount of the financial asset or liability. The calculation of the EIR does not include ECL.

When the estimates of payments or receipts of a financial instrument are subsequently revised, the carrying amount is adjusted to reflect the actual or revised cash flows with the re-measurement recognised as part of interest income (financial assets) or interest expense (financial liabilities).

Interest income on financial assets is determined by applying the financial asset's EIR to the financial asset's gross carrying amount.

Other operating income

Other operating income comprises other gains and losses relating to foreign exchange differences and credit impairment charges relating to debtors which are recognised in the profit and loss account.

Expenses

Expenses are recognised in the profit and loss account as and when the provision of services is received.

Macquarie Lending & Investment Partners LLP

Notes to the financial statements

for the financial year ended 31 March 2022 (continued)

Note 3. Significant accounting policies (continued)

(iii) Taxation

For income tax purposes, profits and losses of the Partnership are passed through to the members. As a result, no tax provision is reflected in the financial statements of the Partnership. Taxes related to the partnership tax returns are not significant and, when applicable, are included in other operating income in the profit and loss account.

Where VAT is not recoverable from tax authorities, it is either capitalised to the balance sheet as part of the cost of the related asset or is recognised in the profit and loss account. Where VAT is recoverable from or payable to tax authorities, the amount is recorded as a separate asset or liability in the balance sheet.

(iv) Financial instruments

Recognition of financial instruments

Financial instruments are recognised when the Partnership becomes a party to the contractual provisions of the instrument.

A financial instrument is initially recognised at fair value and is adjusted for (in the case of instruments not classified at FVTPL) transaction costs that are incremental and directly attributable to the acquisition or issuance of the financial instrument, and fees that are an integral part of the effective interest rate. Transaction costs and fees earned relating to financial instruments carried at FVTPL are recorded in the profit and loss account.

The best evidence of a financial instrument's fair value at initial recognition is its transaction price, unless its fair value is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique for which variables include only data from observable markets.

Financial instruments arising in multiple transactions are accounted for as a single arrangement if this best reflects the substance of the arrangement. Factors considered in this assessment include whether the financial instruments:

- are entered into at the same time and in contemplation of one another
- have the same counterparty
- relate to the same risk
- there is no apparent economic need or substantive business purpose for structuring the transactions separately that could not also have been accomplished in a single transaction
- consideration of whether each of the financial instruments has its own terms and conditions and each may be transferred or settled separately.

De-recognition of financial instruments

Financial assets

Financial assets are de-recognised from the balance sheet when:

- the rights to cash flows have expired; or
- the Partnership has transferred the financial asset such that it has transferred substantially all the risks and rewards of ownership of the financial asset.

A financial asset is transferred if, and only if, the Partnership:

- i) transfers the contractual rights to receive the cash flows of the financial asset, or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement where the Partnership is:
 - not obligated to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset,
 - prohibited from selling or pledging the original asset other than as security to the eventual recipients, and
 - obligated to remit any cash flows it collects on behalf of the eventual recipients without material delay.

In transactions where the Partnership neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset, the asset is derecognised if control over the asset is lost. Any interest in the transferred and derecognised financial asset that is created or retained by the Partnership is recognised as a separate asset or liability.

In transfers where control over the asset is retained, the Partnership continues to recognise the asset to the extent of its continuing involvement as determined by the extent to which it is exposed to changes in the value of the transferred asset.

Macquarie Lending & Investment Partners LLP

Notes to the financial statements

for the financial year ended 31 March 2022 (continued)

Note 3. Significant accounting policies (continued)

(iv) Financial instruments (continued)

De-recognition of financial instruments (continued)

Financial liabilities

Financial liabilities are derecognised from the balance sheet when the Partnership's obligation has been discharged, cancelled or has expired.

Classification and subsequent measurement

Financial assets

Financial assets are classified based on the business model within which the asset is held and on the basis of the financial asset's contractual cash flow characteristics.

Business model assessment

The Partnership uses judgement in determining the business model at the level that reflects how groups of financial assets are managed and its intention with respect to its financial assets. In determining the business model, all relevant evidence that is available at the date of the assessment is used including:

- i. how the performance of the financial assets held within that business model is evaluated and reported to the Macquarie Group's senior management personnel and senior executives;
- ii. the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed, and
- iii. how managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

The Partnership exercises judgement to determine the appropriate level at which to assess its business models and its intention with respect to its financial assets.

Solely payment of principal and interest (SPPI)

The contractual cash flows of a financial asset are assessed to determine whether these represent SPPI on the principal amount outstanding consistent with a basic lending arrangement. This includes an assessment of whether cash flows reflect primarily consideration for the time value of money and credit risk of the principal outstanding. Interest may also include consideration for other basic lending risks and costs.

Amortised cost

A financial asset is subsequently measured at amortised cost using the EIR method where:

- i. the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;
- ii. the contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI requirements;
- iii. the financial asset has not been designated to be measured at FVTPL ("DFVTPL").

Interest income determined in accordance with the EIR method is recognised as part of interest receivable and similar income.

Financial liabilities

Financial liabilities are subsequently measured at amortised cost.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount reported on the balance sheet when there is a legally enforceable right to offset the amounts and either there is an intention to settle on a net basis or realise the financial asset and settle the financial liability simultaneously.

(v) Provisions and contingent liabilities

Provisions are recognised when it is probable that an outflow of economic benefits will be required to settle a present legal or constructive obligation that has arisen as a result of past events and for which a reliable estimate can be made. Contingent liabilities are not recognised in the financial statements but are disclosed in the notes to the financial statements unless they are considered remote.

Macquarie Lending & Investment Partners LLP

Notes to the financial statements

for the financial year ended 31 March 2022 (continued)

Note 3. Significant accounting policies (continued)

(vi) Due to/from related entities

Transactions between the Partnership and group companies principally arise from the provision of lending arrangements and intercompany services and transactions and are accounted for in accordance with Note 3(ii) *Revenue and expense recognition* and Note 3(iv) *Financial Instruments*. Financial assets and financial liabilities are presented net where the offsetting requirements are met (Note 3(iv)), such that the net amount is reported in the balance sheet.

(vii) Impairment

Expected credit losses ("ECL")

The ECL requirements apply to financial assets measured at amortised cost and loan commitments. The Partnership applies a three-stage approach to measuring the ECL based on changes in the financial asset's underlying credit risk and includes forward-looking information ("FLI").

The calculation of ECL requires judgement and the choice of inputs, estimates and assumptions. Outcomes within the next financial period that are different from management's assumptions and estimates could result in changes to the timing and amount of ECL to be recognised.

The ECL is determined with reference to the following stages:

(i) Stage 1 – 12 month ECL

At initial recognition, and for financial assets for which there has not been a significant increase in credit risk ("SICR") since initial recognition, ECL is determined based on the probability of default ("PD") over the next 12 months and the lifetime losses associated with such PD, adjusted for FLI. Stage 1 also includes financial assets where the credit risk has improved and has been reclassified from stage 2.

(ii) Stage 2 – Lifetime ECL not credit-impaired

When there has been a SICR since initial recognition, the ECL is determined with reference to the financial asset's life-time PD and the lifetime losses associated with that PD, adjusted for FLI. The Partnership applies its judgement in determining whether there has been a SICR since initial recognition based on qualitative, quantitative, and reasonable and supportable information that includes FLI.

Use of alternative criteria could result in significant changes to the timing and amount of ECL to be recognised. Lifetime ECL is generally determined based upon the contractual maturity adjusted, where appropriate, for prepayments, extension, call and similar options, of the financial asset. For revolving facilities, the Partnership exercises judgement based on the behavioural, rather than contractual characteristics of the facility type. Stage 2 may include financial assets where the credit risk has improved and has been reclassified from stage 3.

(iii) Stage 3 – Lifetime ECL credit-impaired

Financial assets are classified as stage 3 where they are determined to be credit impaired, which generally matches the APRA definition of default. This includes exposures that are at least 90 days past due and where the obligor is unlikely to pay without recourse against available collateral.

The ECL for credit impaired financial assets is generally measured as the difference between the contractual and expected cash flows from the individual exposure, discounted using the EIR for that exposure. For credit-impaired exposures that are modelled collectively, ECL is measured as the product of the lifetime PD, probability of default ("LGD") and the exposure at default ("EAD"), adjusted for FLI.

Presentation of loss allowances

The ECL allowances are presented in the balance sheet as amounts owed by other Macquarie group entities in Debtors – as a deduction to the gross carrying amount.

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

Macquarie Lending & Investment Partners LLP

Notes to the financial statements

for the financial year ended 31 March 2022 (continued)

Note 3. Significant accounting policies (continued)

(viii) Members' capital

In accordance with International Accounting Standard (IAS 32), all Members' capital and loan contributions are classified as debt rather than equity since the Partnership is in existence for a fixed period. Any distributions paid to Members are recognised as an expense attributable to Members in the profit and loss account.

The subscription and repayment of amounts subscribed to by Managers and drawings by Managers will be governed by the Partnership Agreement and the requirements of IAS 32.

Macquarie Lending & Investment Partners LLP

Notes to the Financial Statements for the financial year ended 31 March 2022 (continued)

	2022 US\$	2021 US\$
Note 4. Net operating profit		
Net operating profit stated after crediting:		
Net interest income		
Interest receivable and similar income from ¹ :		
Other Macquarie Group undertakings	15,501,374	19,089,209
Total interest receivable and similar income	15,501,374	19,089,209
Interest payable and similar expenses to ² :		
Other Macquarie Group undertakings	(14,018)	(5,041,676)
Total interest payable and similar expenses	(14,018)	(5,041,676)
Net interest income	15,487,356	14,047,533
Administrative expenses		
Resource charge from Macquarie Group undertakings	(349)	(411)
VAT reversal	-	76,696
Auditors' remuneration:		
Fees payable to the Partnership's auditors for the audit of the Partnership ³	(54,528)	(42,186)
Total administrative expenses	(54,877)	34,099
Other operating income/(expense)		
Credit impairment reversals relating to debtors ⁴	224,796	5,516,481
Foreign exchange losses	(9,164)	(2,665)
Total other operating income	215,632	5,513,816
Net operating profit	15,648,111	19,595,448

The Partnership had no employees during the current and previous financial year.

¹Represents interest income calculated using effective interest method of US\$15,501,374 (2021: US\$19,089,209) on the financial assets in the Partnership that are measured at amortised cost.

²Represents interest expense of US\$14,018 (2021: US\$5,041,676) on the financial liabilities measured at amortised cost.

³Fees payable to the Partnership's auditors for current financial year includes US\$24,474 (2021: US\$11,004) relating to previous financial years.

⁴The change in expected credit losses relating to financial assets under IFRS 9 is recorded under Credit impairment charges.

Note 5. Loan assets

Amounts owed by other Macquarie Group undertakings ¹	346,782,467	1,280,976,224
Total loan assets	346,782,467	1,280,976,224

¹Amounts owed by other Macquarie Group undertakings are unsecured.

At the reporting date, amounts owed from other Macquarie Group undertakings has ECL allowance of US\$464,298 (2021: US\$1,216,499) which is net presented against the gross carrying amount.

Note 6. Debtors

Amounts owed to other Macquarie Group undertakings ¹	879,162,950	274,878,071
Foreign tax credit	1,250,729	-
Total debtors	880,413,679	274,878,071

¹Amounts owed by other Macquarie Group undertakings are unsecured.

At the reporting date, amounts owed from other Macquarie Group undertakings has ECL allowance of US\$495,714 (2021: US\$Nil) which is net presented against the gross carrying amount.

Note 7. Creditors: amounts falling due within one year

Amounts owed to other Macquarie Group undertakings ¹	1,303,206	345,605,338
Total creditors	1,303,206	345,605,338

¹Amounts owed to other Macquarie Group undertakings are unsecured and have no fixed date of repayment.

Macquarie Lending & Investment Partners LLP

Notes to the Financial Statements for the financial year ended 31 March 2022 (continued)

	2022 US\$	2021 US\$
Note 8. Provisions for liabilities		
Other provisions ¹	84,593	88,722
Total provisions	84,593	88,722

¹Provision relates to non recoverable indirect taxes.

The above amounts are expected to be settled after 12 months of the reporting date by the Partnership.

Note 9. Loans and other debts due to members

Members' capital classified as a liability under IAS 32:

Opening balance	1,176,469,159	1,176,469,159
Closing balance	1,176,469,159	1,176,469,159

Members' other interests:

Amounts brought forward from the previous financial year	33,691,077	35,095,629
Profit for the financial year before Members' remuneration and profit share	15,648,111	19,595,448
Distribution of profits to members ^{1,2}	-	(21,000,000)
Closing balance	49,339,188	33,691,077

Members' capital and loan contribution are classified as debt rather than equity since the Partnership is in existence for a term in force until terminated by agreement.

¹ During the financial year, no distributions were paid to the members of the Partnership (2021: US\$21,000,000 of which was paid out to the members of Partnership - Macquarie Corporate Holdings Pty Limited (UK Branch) - US\$20,999,038 and Macquarie Financial Holdings Pty Limited - US\$962).

²Refer to Note 3(viii).

Note 10. Related party information

As 100% of the voting rights of the Partnership are controlled within the group headed by Macquarie Group Limited (MGL), incorporated in Australia, the Partnership has taken advantage of the exemption contained in FRS 101 and has therefore not disclosed transactions or balances with entities which form part of the Macquarie Group. The consolidated financial statements of MGL, within which the Partnership is included, can be obtained from the address given in Note 12.

The Master Loan Agreement (the "MLA") governs the funding arrangements between various subsidiaries and related body corporate entities which are under the common control of MGL and have acceded to the MLA. The Tripartite Outsourcing Major Services Agreement ("TOMSA") governs the provision of intra-group services between subsidiaries and related body corporate entities other than certain excluded entities.

Relationships with an entity which is not a party to the MLA have been presented on a gross basis.

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

Note 11. Contingent liabilities and commitments

The Partnership has no contingent liabilities or commitments which are individually material or a category of contingent liabilities or commitments which are material.

Note 12. Ultimate parent undertaking

At 31 March 2022 the members of the partnership are Macquarie Corporate Holdings Pty Limited (UK Branch) and Macquarie Financial Holdings Pty Limited.

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

Note 13. Events after the reporting period

On 11 July 2022, loan receivable from Macquarie Group Investments (UK) No.2 Limited ("MGIUK2") amounting to US\$927,163,233 was extended for a further period of 9 years with the maturity of 11 July 2031.

There were no other material events subsequent to 31 March 2022 and up until the authorisation of the financial statements for issue that have not been reflected in the financial statements.

Independent auditors' report to the members of Macquarie Lending & Investment Partners LLP

Report on the audit of the financial statements

Opinion

In our opinion, Macquarie Lending & Investment Partners LLP's financial statements:

- give a true and fair view of the state of the LLP's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

We have audited the financial statements, included within the Board of Managers' Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 March 2022; the Profit and loss account and Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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 LLP'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.

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

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

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

Reporting on other information

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

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

Responsibilities for the financial statements and the audit

Responsibilities of the members for the financial statements

As explained more fully in the Statement of Managers' responsibilities in respect of the financial statements, the members are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The members are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the members are responsible for assessing the LLP'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 members either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

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.

Based on our understanding of the LLP and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the potential for manual journal entries being recorded in order to manipulate financial performance, and applying management bias in the determination of accounting estimates and judgements. Audit procedures performed by the engagement team included:

- Inquiries of management and those charged with governance, including review of meeting minutes in so far as they related to the financial statements, and consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Incorporating an element of unpredictability into the nature, timing and/or extent of our testing;
- Challenging assumptions and judgements made by management in their significant accounting estimates; and
- Applying risk-based criteria to all journal entries posted in the audit period, including consideration of backdated entries, post-close entries and those journals posted by a defined group of unexpected users.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinions, has been prepared for and only for the members of the partnership as a body in accordance with the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

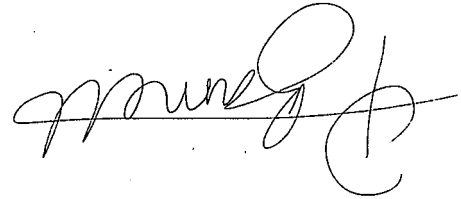
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 as applicable to limited liability partnerships we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the LLP, 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.

We have no exceptions to report arising from this responsibility.



Philip Barnett (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
10 November 2022