

**INFRACAPITAL (AIRI) GP LIMITED**

**REGISTRATION NUMBER: SC 553164**

**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**COMPANIES HOUSE  
EDINBURGH**

**07 JUN 2019**

**FRONT DESK**



**INFRACAPITAL (AIRI) GP LIMITED****GENERAL INFORMATION**

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DIRECTORS	E H Clarke M A Fernandes M J Lennon A Matthews J P McClelland (resigned on 7 September 2018)
REGISTERED NUMBER	SC 553164
REGISTERED OFFICE	50 Lothian Road Festival Square Edinburgh EH3 9WJ United Kingdom
INDEPENDENT AUDITOR	KPMG LLP 15 Canada Square London E14 5GL United Kingdom
LEGAL ADVISOR	BURNES PAULL LLP 50 Lothian Road Festival Square Edinburgh EH3 9WJ United Kingdom
ADMINISTRATOR	SANNE GROUP (UK) LIMITED 21 Palmer Street London SW1H 0AD United Kingdom

## **INFRACAPITAL (AIRI) GP LIMITED**

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## **INFRACAPITAL (AIRI) GP LIMITED**

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### **DIRECTORS' REPORT**

#### **FOR THE YEAR ENDED 31 DECEMBER 2018**

The Directors present their report and financial statements of Infracapital (AIRI) GP Limited (the "Company") for year ended 31 December 2018 ("the year").

#### **Directors**

The Directors who served for the year ended 31 December 2018 and as at the date of approving this report are:

E H Clarke  
M J Lennon  
A Matthews  
M A Fernandes  
J P McClelland (resigned on 7 September 2018)

#### **Principal Activity**

The principal activity of the Company is to act as General Partner of Infracapital (AIRI) SLP LP.

Infracapital (AIRI) SLP LP ("the Partnership") is a limited partnership formed by virtue of the Limited Partnership Agreement dated 22 December 2016 (the "LPA"), as amended from time to time.

#### **Business review and results**

The result for the year was £nil (period ended 31 December 2017: £nil) and the net assets at 31 December 2018 were £1 (2017: £1). The Company had no recognised gains or losses other than those disclosed on page 8. Details of the results for the year are set out in the Statement of Comprehensive Income on page 8.

#### **Dividends**

No dividends were paid during the year (2017: £nil). The Directors do not recommend the payment of a final dividend (2017: £nil).

#### **Going Concern**

The Directors have a reasonable expectation that the Company has adequate resources to continue in operation for the foreseeable future. In support of this expectation the Directors are unaware of any significant factors likely to affect the Company in the foreseeable future. Accordingly, they continue to adopt a going concern basis in preparing the annual report and financial statements.

#### **Qualifying third party indemnities**

Qualifying third-party indemnity provisions (as defined by section 234 of the Companies Act 2006) were accordingly in force during the course of the financial year ended 31 December 2018 for the benefit of the then Directors and, at the date of this report, are in force for the benefit of the Director in relation to certain losses and liabilities may occur (or have occurred) in connection with their duties, power or office.

#### **Statement of Director's responsibilities in respect of the Directors' Report and the financial statements**

The Directors are responsible for preparing the Directors' Report and the 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year.

**INFRACAPITAL (AIRI) GP LIMITED**  
**DIRECTORS' REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

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**Statement of Director's responsibilities in respect of the Directors' Report and the financial statements (continued)**

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

- select suitable accounting policies and then apply them consistently;
- make judgments 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Company has taken advantage of the exemption provided for under section 414(B) of the Companies Act 2006, and has not produced a strategic report.

**Disclosure of Information to Auditor**

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that each Director has taken all the steps that he ought to have taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**Post Balance Sheet Events**

There have been no significant events affecting the Company since the year end which requires adjustment for or disclosure in the financial statements.

**Auditor**

Pursuant to section 487(2) of the Companies Act 2006, the auditor will be deemed to be reappointed and therefore KPMG LLP will continue in office.

The report was approved by the board on 31 May 2019 and signed on its behalf.

  
M A Fernandes  
Director

31 May 2019

## **INFRACAPITAL (AIRI) GP LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF INFRACAPITAL (AIRI) GP LIMITED FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **Opinion**

We have audited the financial statements of Infracapital (AIRI) GP Limited (the "Company") for the year ended 31 December 2018 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

#### **The impact of uncertainties due to the UK exiting the European Union on our audit**

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the Directors, and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the Company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the Company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a Company and this is particularly the case in relation to Brexit.

#### **Going concern**

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model, including the impact of Brexit, and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

## **INFRACAPITAL (AIRI) GP LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF INFRACAPITAL (AIRI) GP LIMITED FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **Going concern (continued)**

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

#### **Directors' report**

The Directors are responsible for the Directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

#### **Directors' responsibilities**

As explained more fully in their statement set out on pages 3 and 4, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

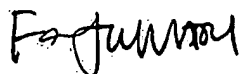
A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

**INFRACAPITAL (AIRI) GP LIMITED**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF INFRACAPITAL  
(AIRI) GP LIMITED FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)**

**The purpose of our audit work and to whom we owe our responsibilities**

This report is made solely to the Company's member, 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 member 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 member, as a body, for our audit work, for this report, or for the opinions we have formed.



**Fang Fang Zhou (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
15 Canada Square  
Canary Wharf  
London,  
E14 5GL

6 June 2019



**INFRACAPITAL (AIRI) GP LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £	22 Dec 2016 to 31 Dec 2017 £
Turnover	3	100	103
Administrative expenses	1.5	(100)	(103)
<b>Operating result for the year/ period</b>		-	-
Tax charge on profit on ordinary activities	6	-	-
<b>Total comprehensive income for the year / period</b>		-	-

There is no other comprehensive income for the year ended 31 December 2018 and period ended 31 December 2017 in addition to that included in the Statement of Comprehensive Income. All results and comparatives shown in the Statement of Comprehensive Income are from continuing operations.

The notes on pages 11 to 15 form part of these audited financial statements

**INFRACAPITAL (AIRI) GP LIMITED****BALANCE SHEET****AS AT 31 DECEMBER 2018**

	Note	2018 £	2017 £
<b>Non-current assets</b>			
Debtors: amounts falling due after more than one year	7	<u>1</u>	<u>1</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	8	<u>100</u>	<u>-</u>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	9	<u>(100)</u>	<u>-</u>
<b>Net current assets</b>		<u>-</u>	<u>-</u>
<b>Net assets</b>		<u><u>1</u></u>	<u><u>1</u></u>
<b>Capital and reserves</b>			
Called up share capital	10	<u>1</u>	<u>1</u>
<b>Shareholder's funds</b>		<u><u>1</u></u>	<u><u>1</u></u>

The financial statements on pages 8 to 15 have been approved by the Board of Directors and signed on its behalf by:



M A Fernandes  
Director



E H Clarke  
Director

31 May 2019

The notes on pages 11 to 15 form part of these financial statements

**INFRACAPITAL (AIRI) GP LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

	Share capital £	Total equity £
Balance at 22 December 2016	-	-
Shares issued during the period	1	1
<b>Balance at 31 December 2017</b>	<b>1</b>	<b>1</b>
	Share capital £	Total equity £
Balance at 1 January 2018	1	1
Total comprehensive income for the period	-	-
<b>Balance at 31 December 2018</b>	<b>1</b>	<b>1</b>

The notes on pages 11 to 15 form part of these financial statements

**INFRACAPITAL (AIRI) GP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

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**1. Accounting Policies**

Infracapital (AIRI) GP Limited ("the Company") is a company incorporated on 22 December 2016 and registered in Scotland. These financial statements are prepared for the year ended 31 December 2018 ("the year").

**1.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements.

These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent, Prudential Plc includes the Company in its consolidated financial statements. These consolidated financial statements are prepared under International Financial Reporting Standards as adopted by the EU and are publicly available. Accordingly, the Company may adopt Financial Reporting Standard 101 'Reduced Disclosure Framework'.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies, there are no significant judgements or estimates in preparing these accounts.

**1.2 Financial reporting standard 101 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

The following principal accounting policies have been applied:

**1.3 Change in accounting policies**

The Company has adopted the following IFRSs in these financial statements:

- IFRS 15: Revenue from Contracts with Customers
- IFRS 9: Financial Instruments

*IFRS 15 Revenue from Contracts with Customers*

The Company has applied IFRS 15 using the retrospective with cumulative effect. The comparative information has not been restated and continues to be reported under IAS 18 and IAS 11. There have been no significant changes or quantitative impact as a result of the application of IFRS 15.

*IFRS 9 Financial Instruments*

The Company has adopted IFRS 9 with a date of initial application of 1 January 2018. The requirements of IFRS 9 represent a significant change from IAS 39 Financial Instruments: Recognition and Measurement.

**INFRACAPITAL (AIRI) GP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

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**1. Accounting Policies (continued)**

**1.3 Change in accounting policies (continued)**

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively, except as described below.

- Comparative periods have not been restated. There are no differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9. Accordingly, the information presented for the period ended 31 December 2017 is comparable to the information presented for the year ended 31 December 2018 under IFRS 9.
- The determination of the business model within which a financial asset is held has been made on the basis of the facts and circumstances that existed at the date of initial application.

There has been no qualitative impact as a result of adopting IFRS 9.

**1.4 Turnover**

Turnover arises from a share of profits the Company receives in relation to its role as General Partner to Infracapital (AIRI) SLP LP (the "Partnership"). The General Partner's Share is £100 per annum from the Partnership's profit in accordance with the Limited Partnership Agreement and is recognised in the Statement of Comprehensive Income on an accruals basis.

**1.5 Administrative expenses**

Management fees are payable by the Company to M&G Investment Management Limited, the appointed manager of Infracapital (AIRI) SLP LP, pursuant to the Management Agreement. They are accounted for on an accruals basis.

**1.6 Taxation**

Tax is recognised in the Statement of Comprehensive Income, except to the extent that it is attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity, in which case it is recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

**1.7 Debtors**

Debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

**1.8 Creditors**

Creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

**1.9 Functional and presentation currency**

The Company's functional and presentational currency is Pound Sterling (£).

**1.10 Going concern**

The Directors have a reasonable expectation that the Company has adequate resources to continue in operation for the foreseeable future. In support of this expectation the Directors are unaware of any significant factors likely to affect the Company in the foreseeable future. Accordingly, they continue to adopt a going concern basis in preparing the financial statements.

**INFRACAPITAL (AIRI) GP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

**2. Use of judgments and estimates**

In preparing these financial statements, the Directors have made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

**3. Analysis of turnover**

	2018	22 Dec 2016 to 31 Dec 2017
	£	£
General Partner's Share receivable	100	103

**4. Auditor's remuneration**

Amounts receivable by the Company's auditor in respect of the audit of the Company's financial statements are £3,060 (period ended December 2017: £3,000) and are payable by Infracapital Greenfield Partners I LP. Amounts receivable by the Company's auditor in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, Prudential Plc.

**5. Employees**

The Company has no employees other than Directors, who did not receive any remuneration in respect of their services to the Company.

**6. Taxation**

**a.) Analysis of tax charge in the year / period**

	2018	2017
	£	£
Current tax		
Current tax on profits for the year / period	-	-
Total current tax charge	-	-

**b.) Factors affecting tax charge for the year / period**

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 19% (2017: 19.27%).

	2018	2017
	£	£
Profit for the year / period - continuing activities	-	-
Tax on profit at standard UK tax rate of 19% (2017: 19.27%)	-	-
Total tax charge for the year / period	-	-

**INFRACAPITAL (AIRI) GP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

**6. Taxation (continued)**

**c.) Factors that may affect future tax charges**

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce any future current tax charge for the Company accordingly.

**7. Debtors: amounts falling due after more than one year**

	2018 £	2017 £
Called up share capital not paid	<u>1</u>	<u>1</u>

Based on the likelihood of when the share capital will be paid it has been considered appropriate to classify this as amounts falling due after more than one year. However, there is no doubt over the recoverability of the amount.

**8. Debtors: amounts falling due within one year**

	2018 £	2017 £
Amounts owed by group undertakings	<u>100</u>	<u>-</u>

**9. Creditors: amounts falling due within one year**

	2018 £	2017 £
Amounts owed to group undertakings	<u>100</u>	<u>-</u>

**10. Share capital**

	2018 £	2017 £
<b>Allotted, called up and not paid</b>		
1 Ordinary share of £1 each (2017: 1 Ordinary share of £1 each)	<u>1</u>	<u>1</u>

**11. Related party transactions**

The Company is entitled to receive General Partner's Share from Infracapital (AIRI) SLP LP. For the year ended 31 December 2018, the General Partner's Share was £100 (period ended December 2017: £103) of which £100 (2017: £nil) was outstanding at the year end.

Except for related party disclosure of General Partner's Share, the Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow group companies which are wholly owned by Prudential plc.

## **INFRACAPITAL (AIRI) GP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018**

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#### **12. Directors' emoluments**

No emoluments were paid to the Directors during the year in connection with the management of the affairs of the Company (2017: nil).

One of the Directors exercised Prudential Plc share options during the year (2017: one).

All Directors were employed during the period by M&G Limited, the Company's immediate parent company. Analyses of staff costs, pension commitments and share based payments are shown in the annual report and financial statements of that company.

#### **13. Post balance sheet events**

There have been no significant events affecting the Company since the year end which requires adjustment for or disclosure in the financial statements.

#### **14. Immediate and ultimate controlling party**

The Company's immediate parent company is M&G Limited, a company registered in England and Wales.

The ultimate parent company of Infracapital (AIRI) GP Limited is Prudential Plc, a company registered in England and Wales. Consolidated financial statements are prepared by Prudential Plc and copies of these are available from the registered office at 1 Angel Court, London, EC2R 7AG.