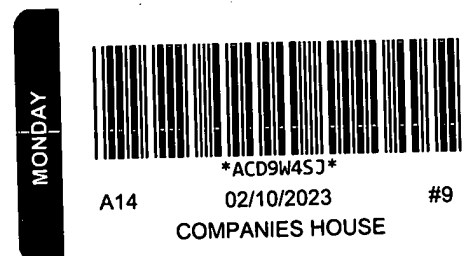


# **Aberdeen European Infrastructure III B Limited**

## **Annual Report and Audited Financial Statements**

**For the year ended 31 December 2022**

Company Number 12132012



## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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### **SUMMARY OF DIRECTORS AND ORGANISATION**

<b>DIRECTORS:</b>	M S Amin G D Cohen I H Wong
<b>REGISTERED OFFICE:</b>	From 6 December 2022 280 Bishopsgate London EC2M 4AG  Until 6 December 2022 Bow Bells House 1 Bread Street London England EC4M 9HH
<b>ADMINISTRATOR AND SECRETARY:</b>	TMF Group Fund Services (Guernsey) Limited Top Floor Mill Court La Charroterie St Peter Port Guernsey GY1 1EJ
<b>BANKER:</b>	Lloyds Bank Corporate Markets plc, Guernsey Branch 1 Smith Street St Peter Port Guernsey GY1 2JN
<b>INDEPENDENT AUDITOR:</b>	PricewaterhouseCoopers CI LLP P.O. Box 321 Royal Bank Place 1 Gategny Esplanade St Peter Port Guernsey GY1 4ND
<b>INVESTMENT MANAGER:</b>	abrdn Fund Managers Limited* From 5 December 2022 280 Bishopsgate London EC2M 4AG  Until 5 December 2022 Bow Bells House 1 Bread Street London EC4M 9HH

\*On 1 August 2022, Aberdeen Standard Fund Managers Limited changed its name to abrdn Fund Managers Limited.

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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### **REPORT OF THE DIRECTORS**

#### **For the year ended 31 December 2022**

The Directors present their annual report and audited financial statements for Aberdeen European Infrastructure III B Limited (the "Company") for the year ended 31 December 2022.

#### **Incorporation**

The Company was incorporated on 31 July 2019 as Aberdeen European Infrastructure III B Limited. The Company's registration number is 12132012.

#### **Registered office**

The Company's registered office is at 280 Bishopsgate, London, England, EC2M 4AG.

#### **Financial risk management**

The key risks and uncertainties faced by the Company are managed within the framework established for by abrdn Fund Managers Limited (the "Investment Manager"). Exposures to market risk, credit risk and liquidity risk arise in the normal course of the Company's business. These risks are discussed, and supplementary qualitative and quantitative information is provided in Note 9 to the financial statements. The Company is funded by its immediate parent undertaking, AEI III A Ltd, which in turn is funded by its immediate parent undertaking, Aberdeen European Infrastructure III LP ("AEIP III LP"), and as a result the financial risks are managed by the Directors and the Investment Manager in conjunction with AEI III A Ltd and AEIP III LP.

#### **Results and dividends**

The Company's total comprehensive income for the year was GBP 523,992 (2021: GBP 379,367). Dividends of GBP 1,200,000 were paid during the year (2021: GBP Nil). On 13 December 2022 the Company issued 4,814,570 ordinary shares of GBP 1 each to AEI III A Ltd (2021: Nil), and in turn received AEI III A Ltd's 22.5% shareholding in RiverLinx Holdings Ltd. See note 4 for further information.

#### **Future developments**

The Company remains committed to the business of holding investments and will continue to manage its existing and new investments in the future.

#### **Directors and their interests**

The Directors at the date of this report are as stated on page 1.

#### **Coronavirus**

The Directors have considered the impact of coronavirus and where applicable has built this into its fair value modelling which has been reflected in the fair value of the investments in the financial statements of the Company.

The private infrastructure market has not been immune. The Company's portfolio is however made up of infrastructure assets with limited demand risk and strong downside protection, limiting the impact to the investment portfolio to date. The Investment Manager continues to manage its investments to ensure they are well positioned to deal with the ever changing macro situation and believes that the Company will continue to create value for the Company and the AEIP III LP Investors. Please refer to the Director's assessment of the Company's ability to continue as a going concern highlighted below.

#### **Going concern**

The Directors believe that the Company's financial statements should be prepared on a going concern basis on the grounds that the current and future sources of funding or support will be more than adequate for the Company's requirements for the next twelve months from the date of signing these financial statements. In the event that additional funds were needed to support the Company the directors would seek to procure, and are confident that they would be able to secure, any necessary funding from the parent company.

**REPORT OF THE DIRECTORS (CONTINUED)**

**For the year ended 31 December 2022**

**Statement of Directors' responsibilities in respect of the financial statements**

The Directors are responsible for preparing the Annual Report and the Audited Financial Statements in accordance with applicable law (i.e. the Companies Act 2006) 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 UK-adopted international accounting standards. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 proper accounting records that disclose with reasonable accuracy, at any time, the financial position of the Company and enable the Directors to ensure that the financial statements comply with the Companies Act 2006 and UK-adopted international accounting standards. The Directors 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.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

**Audit information**

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they each are aware, there is no relevant audit information of which the Company's Independent Auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's Independent Auditor is aware of that information.

**Subsequent events**

The Directors have evaluated the impact of all subsequent events on the Company occurring between the end of the reporting year and 28 September 2023, the date the financial statements were available to be issued and have determined that there were no subsequent events to report as at the date of signing this report and the audited financial statements.

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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### **REPORT OF THE DIRECTORS (CONTINUED)**

**For the year ended 31 December 2022**

#### **Macroeconomic environment**

The Directors have considered the continuing inflationary pressures across the Company's geographies and the central bank interest rate rises in response. The rise of government bond rates has led to pressure on infrastructure discount rates. The Company have considered this in the weighted average discount rate of the portfolio and as at December 2022 there are no material impacts on the Company. There is a risk that fair value market discount rates could increase in the future, reducing the valuation, all else being equal.

#### **Geopolitical situation in Ukraine**

On 24 February 2022, Russia launched a military offensive against Ukraine resulting in widespread sanctions on Russia and heightened security and cyber threats.

As at the date of approval of the financial statements, the Company did not hold any assets in Ukraine or Russia. The Company's key suppliers do not have operations pertaining to the Company in Ukraine or Russia. The Directors and the Investment Manager continue to monitor the situation carefully and will take whatever steps are necessary in the best interests of the Company and the AEIP III LP Investors. This includes but is not limited to ensuring that the requirements of all international sanctions are adhered to, managing the assets of the Company proactively to best mitigate risk and ensuring that the Investment Manager and other key suppliers continue to operate all protections, protocols and monitoring of heightened cyber threats. At the date of approval of the financial statements, there is not expected to be any significant long term adverse impact from the military operation in Ukraine on the assets, operational activities, processes and procedures of the Company.

#### **Independent Auditor**

PricewaterhouseCoopers CI LLP have indicated their willingness to continue in office.

By order of the Board,



I H Wong  
Director

28 September 2023

### **STRATEGIC REPORT**

**For the year ended 31 December 2022**

The Directors present their strategic report on the Company for the year ended 31 December 2022.

#### **Results and review of business**

The total comprehensive income for the year is set out in the Statement of Comprehensive Income on page 10. The Directors consider the performance of the Company during the year and its financial position at the end of the year, to be in line with the long term expected performance of the project, and its prospects for the future to be satisfactory.

#### **Principal activity**

The Company operates as an investment holding company for its parent, AEI III A Ltd, and there has been no change in that activity during the year.

The Company holds an asset still in construction. The Directors do not expect any significant changes or developments to occur regarding the Company's business at the time of approval of the financial statements.

#### **Principal risks and uncertainties**

The key risks and uncertainties faced by the Company are managed within the framework established for the Investment Manager. Exposures to market risk, credit risk and liquidity risk arise in the normal course of the Company's business. These risks are discussed, and supplementary qualitative and quantitative information is provided in Note 9 to the financial statements. The Company is funded by its immediate parent undertaking, AEI III A Ltd, which in turn is funded by its immediate parent undertaking, Aberdeen European Infrastructure III LP ("AEIP III LP"), and as a result the principal risks and uncertainties are managed by the Directors and the Investment Manager in conjunction with AEI III A Ltd and AEIP III LP.

#### **Key performance indicators ("KPI")**

The Directors of the Company consider its operations to be consistent with those at the level of the immediate holding companies that are managed by the Investment Manager. For this reason, the Company's Directors believe that an analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company.

By order of the Board,



I H Wong  
Director  
28 September 2023

# **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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## **Report on the audit of the financial statements**

### **Opinion**

In our opinion, Aberdeen European Infrastructure III B Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Audited Financial Statements (the "Annual Report"), which comprise: statement of financial position as at 31 December 2022; statement of comprehensive income, the statement of changes in equity, the statement of cash flows 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 Auditor's 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 company 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 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.

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.

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

Our responsibilities and the responsibilities of the directors 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 auditor's report thereon. The directors 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, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.



**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED  
(CONTINUED)**

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**Reporting on other information (continued)**

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify 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.

With respect to the Strategic report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

*Strategic Report and Report of the Directors*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Report of the Directors for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Report of the Directors.

**Responsibilities for the financial statements and the audit**

As explained more fully in the statement of directors' responsibilities in respect of the financial statements, the directors 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 directors 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 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.

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED  
(CONTINUED)**

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**Responsibilities for the financial statements and the audit (continued)**

*Auditor's responsibilities for the audit of the financial statements (continued)*

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 company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 management bias in accounting estimates and key judgements impacting the financial statements, specifically the valuation of the investments held at fair value through profit or loss. Audit procedures performed by the engagement team included:

- enquiring with the directors, the regulated investment manager and the regulated third-party administrator as to any actual or suspected instances of fraud or non-compliance with laws and regulations;
- checking the minutes of meetings of the board of directors for additional matters relevant to the audit;
- testing the disclosures made in the Strategic Report and Report of the Directors for compliance with the requirements of the Companies Act 2006;
- understanding the design and implementation of controls in operation, and specifically testing the operating effectiveness of the periodic review and approval of the valuation of investments held at fair value through profit or loss;
- enquiring and inspecting documentation regarding: the key assumptions used to determine the underlying variable cash flows models; the basis for discounts rates and macroeconomic assumptions applied; and considering these judgements by benchmarking these to independent market data, including recent market transactions, and using our valuation expert's experience in valuing similar investments. We further challenged the reasonableness of the regulated investment manager's assumptions by comparing these to the assumptions used by peer companies;
- performing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing; and
- identifying and testing journal entries considered to be of higher fraud risk, and the evaluation of the business rationale for any significant or unusual transactions identified as being outside the normal course of business.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED  
(CONTINUED)**

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**Responsibilities for the financial statements and the audit (continued)**

*Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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.

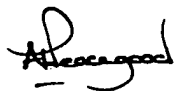
**Other required reporting**

**Companies Act 2006 exception reporting**

Under the Companies Act 2006 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 company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Adrian Peacegood (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers CI LLP  
Chartered Accountants and Statutory Auditors  
Guernsey, Channel Islands  
28 September 2023

**ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED****STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended 31 December 2022**

	<i>Notes</i>	<b>2022 GBP</b>	<b>2021 GBP</b>
<b>Income</b>			
Finance arrangement fees	<b>12</b>	1,197,552	1,200,842
Net foreign exchange gains		3,850	20,330
Total income		<u>1,201,402</u>	<u>1,221,172</u>
<b>Expenses</b>			
Administration fees		14,020	12,698
Other operating expenses		8,407	411
Audit fees	<b>3</b>	7,532	9,783
Legal and professional fees		5,100	5,100
Arrangement fees	<b>12</b>	-	106,792
Total expenses		<u>35,059</u>	<u>134,784</u>
<b>Operating profit</b>		<u>1,166,343</u>	<u>1,086,388</u>
<b>Finance cost</b>			
Interest expense	<b>12</b>	518,853	515,990
Total comprehensive income before tax		<u>647,490</u>	<u>570,398</u>
Tax	<b>8</b>	123,498	191,031
Total comprehensive income after tax		<u>523,992</u>	<u>379,367</u>
Attributable to Equity holder:			
Total comprehensive income for the year		<u><u>523,992</u></u>	<u><u>379,367</u></u>

The notes on pages 14 to 29 form part of these financial statements.

**ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED****STATEMENT OF FINANCIAL POSITION****As at 31 December 2022**

	<i>Notes</i>	<b>2022 GBP</b>	<b>2021 GBP</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Financial assets at fair value through profit or loss			
Equity securities - unlisted	<b>4</b>	4,821,319	6,750
<b>Total non-current assets</b>		4,821,319	6,750
<b>Current assets</b>			
Cash and cash equivalents		498,795	925,170
Receivables	<b>5</b>	1	120,706
<b>Total current assets</b>		498,796	1,045,876
<b>Total assets</b>		5,320,115	1,052,626
<b>Liabilities</b>			
<b>Current liabilities</b>			
Payables and accruals	<b>6</b>	372,157	243,230
<b>Total current liabilities</b>		372,157	243,230
<b>Net assets</b>		4,947,958	809,396
<b>Equity</b>			
Share capital	<b>7</b>	4,814,571	1
Retained earnings		133,387	809,395
<b>Total equity</b>		4,947,958	809,396

The financial statements on pages 10 to 29 of the Company were approved by the Board of Directors of Aberdeen European Infrastructure III B Limited on 27 September 2023 and subsequently signed on its behalf on 28 September 2023 by:



I H Wong  
Director  
28 September 2023

The notes on pages 14 to 29 form part of these financial statements.

**ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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**STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 31 December 2022**

	<b>Share capital GBP</b>	<b>Retained earnings GBP</b>	<b>Total equity GBP</b>
<b>Balance as at 31 December 2020</b>	1	430,028	430,029
Total comprehensive income for the year	-	379,367	379,367
<b>Balance at 31 December 2021</b>	1	809,395	809,396
Dividends paid	-	(1,200,000)	(1,200,000)
Share capital issued	4,814,570	-	4,814,570
Total comprehensive income for the year	-	523,992	523,992
<b>Balance at 31 December 2022</b>	4,814,571	133,387	4,947,958

The notes on pages 14 to 29 form part of these financial statements.

**ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED****STATEMENT OF CASH FLOWS****For the year ended 31 December 2022**

	<b>2022 GBP</b>	<b>2021 GBP</b>
<b>Cash flows from operating activities</b>		
Operating profit	1,166,343	1,086,388
Adjustments for:		
Tax paid	-	(82,180)
Net change in net working capital accounts:		
Decrease in receivables and prepayments	120,705	943,196
Increase / (decrease) in payables and accruals	128,928	(605,865)
Movement in tax payables	(123,498)	(108,851)
<b>Net cash flow generated from operating activities</b>	<b>1,292,478</b>	<b>1,232,688</b>
<b>Cash flows from financing activities</b>		
Dividends paid	(1,200,000)	-
Interest expense	(518,853)	(515,990)
<b>Net cash flow used in financing activities</b>	<b>(1,718,853)</b>	<b>(515,990)</b>
<b>Net (decrease) / increase in cash and cash</b>	<b>(426,375)</b>	<b>716,698</b>
Cash and cash equivalents at beginning of the year	925,170	208,472
Cash and cash equivalents at end of the year	498,795	925,170

The notes on pages 14 to 29 form part of these financial statements.

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2022**

#### **1. GENERAL INFORMATION**

Aberdeen European Infrastructure III B Limited (the "Company") is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is at 280 Bishopsgate, London, England, EC2M 4AG.

The Company operates as an investment holding company.

These financial statements were authorised for issue by the Board of Directors of the Company on 28 September 2023.

#### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied throughout the year, unless otherwise stated.

##### **2.1 Basis of preparation**

The financial statements of the Company have been prepared on a going concern basis in accordance with applicable law, i.e. the Companies Act 2006 and UK-adopted International Accounting Standards. The Directors have considered the presentational requirements of the UK Companies Act 2006 so that the financial statements present each line item in a manner that reflects its nature. The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss.

The preparation of financial statements in accordance with UK-adopted international accounting standards requires the use of certain critical accounting estimates. It also requires the Directors to exercise judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 10.

The Company meets the definition of an Investment Entity as defined by IFRS 10 and is required to account for the investments in subsidiaries at fair value through profit and loss.

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of the financial statements.

##### **(a) Standards and amendments to existing standards effective 1 January 2022**

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 January 2022 had a material impact on the Company.

##### **(b) New standards, amendments and interpretations effective after 1 January 2022 and have not been early adopted**

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2022, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company.

##### **2.2 Investment Entity**

The Company has determined that it meets the definition of an Investment Entity per IFRS 10 as the following conditions exist:

- a) The Company has obtained funds for the purpose of providing investors with professional investment management services;
- b) The Company's business purpose, which was communicated directly to investors, is investing for capital appreciation and investment income; and
- c) The investments are measured and evaluated on a fair value basis.



## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **2.3 Foreign currency translation**

###### **(a) Functional and presentation currency**

The operating and investing activities of the Company are denominated in Pounds Sterling ("GBP"). As such the performance of the Company is measured and reported in GBP. The Directors consider GBP as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions of the Company. The financial statements are presented in GBP, the Company's functional and presentation currency.

###### **(b) Translations and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency assets and liabilities, other than financial assets and liabilities at fair value through profit or loss are translated into the functional currency using the exchange rate prevailing at the Statement of Financial Position date.

Foreign exchange gains and losses arising from translation are included in the Statement of Comprehensive Income.

Foreign exchange gains and losses relating to the financial assets and liabilities carried at fair value through profit or loss are presented in the Statement of Comprehensive Income within "Net changes in fair value of financial assets and financial liabilities at fair value through profit or loss".

##### **2.4 Financial assets and financial liabilities at fair value through profit or loss**

###### **(a) Classification**

Financial assets and financial liabilities are classified as held for trading or designated as at fair value through profit or loss by the Board of the Directors at inception:

###### ***(i) Financial assets***

The Directors classify the investments based on both the Company's business model for managing those investments and their contractual cash flow characteristics. The portfolio of investments is managed and performance is evaluated on a fair value basis. The Company is primarily focused on fair value information, and it uses that information to assess the assets' performance and to make decisions. The Company has not taken the option to irrevocably designate any equity securities as fair value through other comprehensive income. Consequently, all investments are measured at fair value through profit or loss.

###### ***(ii) Financial liabilities***

The Company's policy requires the Investment Manager and the Directors to evaluate the information about these financial assets and liabilities on a fair value basis (Note 9), together with other related financial information. Assets and liabilities in this category are classified as current assets and current liabilities if they are expected to be realised within 12 months of the balance sheet date. Those not expected to be realised within 12 months of the balance sheet date will be classified as non-current.

###### **(b) Recognition, derecognition and measurement**

Financial assets at fair value through profit or loss are initially recognised at fair value. Transaction costs are expensed as incurred in the Statement of Comprehensive Income.

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or the Company has transferred substantially all risks and rewards of ownership.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****2.4 Financial assets and financial liabilities at fair value through profit or loss (continued)****(b) Recognition, derecognition and measurement (continued)**

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the "financial assets or financial liabilities at fair value through profit or loss" category are presented in the Statement of Comprehensive Income within "Net changes in fair value of financial assets and financial liabilities at fair value through profit or loss" in the year in which they arise.

Dividend income from financial assets at fair value through profit or loss is recognised in the Statement of Comprehensive Income within "Dividend income" when the Company's right to receive payments is established.

**(c) Fair value estimation**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of financial assets that are not traded in an active market is determined using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. The fair value of equity investments are calculated using discounted cash flow models based on future profitability forecasts. In summary, the valuation model will include the review of operational performance against plan and other general operational risk indicators.

The valuation methodology employed is based on a discounted cash flow analysis of the future expected equity cash flows (including all fee income). The fair value for each investment is derived from the present value of the investment's expected future cash flows, using reasonable assumptions and forecasts and an appropriate discount rate. The Investment Manager exercises its judgment in assessing the expected future cash flows from each investment. Each investee company produces detailed concession life financial models. The Company's share of those cash flows are then extracted and a discount rate applied. The discount rate applied is subject to the appropriate risk free rate e.g. Indexed Linked Gilts and the projects' performance and risks (e.g. liquidity, currency risks, market appetite) including any risks to project earnings (e.g. predictability and covenant of the concession income), all of which may be differentiated by project phase.

**2.5 Receivables and prepayments**

Receivables are initially recognised at fair value and measured subsequently at amortised cost using the effective interest rate method. Prepayments are assets paid in advance and amortised over the relevant year.

Such assets are short term in nature and the carrying value of these assets is considered to be approximate to their fair value. At each reporting date, the company should measure the loss allowance on the receivable amounts at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Company should measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that a loss allowance might be required. If the credit risk increases to the point that it is considered to be credit-impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit-impaired.

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **2.6 Cash and cash equivalents**

Cash and cash equivalents consist of cash at bank and instruments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value available and other cash balances with an original maturity of three months or less. Any bank overdrafts are shown as short term borrowings in the statement of financial position. For the purpose of presenting the statement of cash flows, any bank overdraft is presented net against the cash and cash equivalents as they are repayable on demand and are integral to the Company's cash management.

##### **2.7 Expenses**

Expenses are recognised on an accruals basis.

##### **2.8 Taxation**

The Company is exempt from income tax on its UK dividend income. Income from any other sources is taxable at 19% (2021: 19%). Current tax, including UK corporation tax, is reflected at amounts to be recovered or paid using the tax rate and laws that have been enacted or substantively enacted at the Statement of Financial Position date.

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021.

The Directors have assessed the amount of eligible taxable income earned less allowable deductions during the period and from this have determined that there was a tax liability of GBP 123,498 at 31 December 2022 (2021: GBP 191,031).

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Directors have determined there were no deferred tax assets or liabilities at 31 December 2022 (2021: GBP Nil).

##### **2.9 Finance arrangement fees**

Finance arrangement fees are recognised in the Statement of Comprehensive Income when the right to receive payment is established.

#### **3. AUDITOR'S REMUNERATION**

Fees charged by the Company's Independent Auditor for the audit of the Company's financial statements for the year 31 December 2022 were GBP 7,532 (2021: GBP 9,783).

#### **4. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	<b>2022 GBP</b>	<b>2021 GBP</b>
Equity securities - unlisted	<u>4,821,319</u>	<u>6,750</u>

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **4. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)**

**Net change in fair values of financial assets at fair value through profit or loss**

	<b>2022</b>	<b>2021</b>
	<b>GBP</b>	<b>GBP</b>
At 1 January	6,750	6,750
Additions	4,814,569	-
As at 31 December	4,821,319	6,750
Change in unrealised gain for Level 3 assets held as at year end and included in net change in fair value of financial assets at fair value through profit or loss	-	-

The Company issued 4,814,570 ordinary shares of GBP 1 each to AEI III A Ltd (2021: Nil) and in turn received AEI III A Ltd's 22,5% shareholding in RiverLinx Holdings Ltd valued at GBP 4,814,569.

AEI III A Ltd's investment in RiverLinx Holdings Ltd was held through its investment in UK PPP Transportation LP via its direct subsidiaries Brunel UK Holdings Limited and Brunel UK Investments Limited. With the decision by AEI III A Ltd to liquidate this holding structure, the sale transfer by Brunel UK Investments Limited to the Company increased its total shareholdings in RiverLinx Holdings Ltd to 45% (2021: 22.5%).

	<b>2022</b>		<b>2021</b>	
	<b>Fair value</b>	<b>% of net</b>	<b>Fair value</b>	<b>% of net</b>
	<b>GBP</b>	<b>assets</b>	<b>GBP</b>	<b>assets</b>
Equity securities - unlisted	4,821,319	97%	6,750	1%

#### **5. RECEIVABLES AND PREPAYMENTS**

	<b>2022</b>	<b>2021</b>
	<b>GBP</b>	<b>GBP</b>
Amounts due from AEI III A Ltd	-	19,955
Amounts due from AEIP III LP	-	100,000
Amounts due from Brunel UK Holdings Limited	-	375
Amounts due from Brunel UK Investments Limited	-	375
Share capital receivable	1	1
	1	120,706

As at 31 December 2022 and 31 December 2021, the carrying amounts of the receivables and prepayments approximate their fair value.

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **6. PAYABLES AND ACCRUALS**

	<b>2022 GBP</b>	<b>2021 GBP</b>
Tax payable	232,349	108,851
Interest payable finance arrangement	113,735	113,516
Professional fees	15,300	10,200
Audit fees	7,516	7,500
Administration fees	3,257	3,163
	<u>372,157</u>	<u>243,230</u>

Interest payable relates to interest to be paid on behalf of AEIP III LP. The credit facility is between AEIP III LP and the National Australia Bank (see Note 12).

As at 31 December 2022 and 31 December 2021, the carrying amounts of the payables and accruals approximate their fair value.

#### **7. SHARE CAPITAL AND SHARE PREMIUM**

	<b>2022 GBP</b>	<b>2021 GBP</b>
Authorised and issued	4,814,571	1

On 13 December 2022, the Company issued 4,814,570 ordinary shares of GBP 1.00 nominal value in the capital of the Company.

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company.

#### **8. TAX**

	<b>2022 GBP</b>	<b>2021 GBP</b>
<b>UK corporation tax</b>		
Corporation tax rate	19%	19%
Taxable income	1,201,402	1,221,172
Less:		
Deductions	(551,412)	(648,274)
Tax income	<u>649,990</u>	<u>572,898</u>
Tax charge (Corporation tax rate 19%)	123,498	108,851

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **9. FINANCIAL RISK MANAGEMENT**

##### **9.1 Financial risk factors**

The objective of the Company's financial risk management is to manage and control the risk exposures of its investment portfolio. The Directors have overall responsibility for overseeing the management of financial risks. The review and management of financial risks are performed by the Company, which has documented procedures designed to identify, monitor and manage the financial risks to which the Company is exposed. This note presents information about the Company's exposure to financial risks, its objectives, policies and processes for managing risk and the Company's management of its financial resources.

The Company owns an investment in the ordinary equity of the PPP company. The company is structured at the outset to minimise financial risks of acquiring and holding the investment. The Company primarily focuses its risk management on the direct financial risks of acquiring and holding the investment, but continues to monitor the indirect financial risks of the underlying project through representation, where appropriate, on the Board of the project company and the receipt of regular financial and operational performance reports.

##### **9.1.1 Market risk**

Market risk is defined as the potential loss in value or earnings of the Company arising from changes in external market factors such as:

- interest rates (interest rate risk);
- foreign exchange rates (currency risk);
- equity markets (other price risk); and
- inflation rates (indexation risk).

The investment is susceptible to market price risk arising from uncertainties about future values of the instruments. The Company has an Investment Manager who provides the Board of Directors with investment recommendations. The Investment Manager's recommendations are reviewed by the Board of Directors before the investment decisions are implemented.

The performance of the investment held by the Company is monitored by the Investment Manager on a monthly basis and reviewed by the Board of Directors on a quarterly basis.

##### **(a) Price risk**

Returns from the Company's investment are affected by the price at which they are acquired. The value of this investment will be a function of the discounted value of the expected future cash flows, and as such will vary with, inter alia, movements in interest rates, market prices and the competition for the asset.

At the reporting date, the carrying value of equity investment amounted to GBP 4,821,319 (2021: GBP 6,750). For the investment carried at fair value through profit or loss, change in fair value would have a direct impact on the result for the year. The table below sets out the sensitivity of total comprehensive income for the year to a 10% change in fair value of the equity investment as at the Statement of Financial Position date.

Effect of equity fair values on total comprehensive income for the year:

	<b>2022 GBP</b>	<b>2021 GBP</b>
Effect of 10% increase in fair value of equities	482,132	675
Effect of 10% decrease in fair value of equities	(482,132)	(675)

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **9. FINANCIAL RISK MANAGEMENT (CONTINUED)**

##### **9.1 Financial risk factors (continued)**

###### **9.1.1 Market risk (continued)**

###### **(b) Currency risk**

The project company in which the Company invests conducts its business and pays interest, dividends and principal in GBP. The Company monitors its foreign exchange exposures using its near term and long-term cash flow forecasts. The Company's liabilities denominated in Euro ("EUR") at their carrying amount are summarised below:

	<b>2022 GBP</b>	<b>2021 GBP</b>
<b>EUR</b>		
Monetary liabilities	13,454	14,489

The table below summarises the sensitivity of the Company's monetary liabilities to changes in foreign exchange movements at 31 December 2022 and 2021. The analysis is based on the assumptions that the relevant foreign exchange rates increased/decreased by 5% to GBP, with all other variables held constant. This represents management's best estimate of a reasonable possible shift in the foreign exchange rates, having regard to historical volatility of those rates.

	<b>2022 GBP</b>	<b>2021 GBP</b>
<b>EUR</b>		
Monetary liabilities	673	724

As at 31 December 2022, the foreign currency exchange rate applied was EUR/GBP 0.8848 (2021: EUR/GBP 0.8409).

###### **(c) Interest rate risk**

The Company is not directly affected by changes in interest rate risk, except as part of the exercise to value its unlisted investments.

###### **(d) Inflation risk**

The Company's project company is generally structured so that contractual income and costs are either wholly or partially linked to specific inflation where possible to minimise the risks of a mismatch between income and costs due to movements in inflation indexes. The Company's overall cash flows are estimated to partially vary with inflation. The effect of these inflation changes do not always immediately flow through to the Company's cash flows as there is a time lag due to financial model only being updated on a 6 monthly basis.

###### **9.1.2 Credit risk**

Credit risk is the risk that a counterparty of the Company will be unable or unwilling to meet a commitment that it has entered into with the Company. The Company's investment is in the form of equity and whilst future cash flows are anticipated (in the form of dividends), there are no commitments or obligations to receive future payments and therefore there is no direct credit risk from this investment holding. The indirect credit risk for the Company is that the underlying investment company might fail to repay the Letter of Credit utilised (as per Note 12).

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **9. FINANCIAL RISK MANAGEMENT (CONTINUED)**

##### **9.1 Financial risk factors (continued)**

###### **9.1.2 Credit risk (continued)**

The maximum exposure to credit risk over financial assets is the carrying value of those assets in the Statement of Financial Position and as set out below:

	<b>2022 GBP</b>	<b>2021 GBP</b>
Cash and cash equivalents	498,795	925,170
Receivables	1	120,706
	<b>498,796</b>	<b>1,045,876</b>

The cash of the Company is limited to financial institutions of a suitable credit quality.

As at 31 December 2022, the Company did not have any overdue and impaired balances. The table below sets out the internal credit rating of equity securities:

	<b>2022 %</b>	<b>2021 %</b>
Internal rating – better than satisfactory risk	-	-
Internal rating – satisfactory risk	100	100
Internal rating – viable but monitoring	-	-
Internal rating – high risk	-	-

Cash transactions are limited to the Lloyds Bank which is a subsidiary of a financial institution with Long term debt credit rating of A+ (2021: A+), as rated by the rating agency, Standard & Poor's. As at 31 December 2022, all cash and cash equivalents were placed with the Lloyds Bank.

In accordance with the Company's policy, the Investment Manager monitors the Company's credit risk exposure on a monthly basis, and the Directors review it on a quarterly basis.

###### **9.1.3 Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient financial resources and liquidity to meet its liabilities when due. The Company's activity is predominantly funded by long-term funding, as it is closed ended and hence the shareholders do not have the option to redeem their investments in the Company. The Company is exposed to limited liquidity risk. The Company's liquidity risk is managed in conjunction with AEI III A Ltd, which in turn is funded by its immediate parent undertaking, AEIP III LP.

The Company's investment is in a private company for which there is no active market and, therefore, such an investment would take time to realise and there is no assurance that the valuation placed on the investment would be achieved from any such sale process.



## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **9. FINANCIAL RISK MANAGEMENT (CONTINUED)**

##### **9.1.3 Liquidity risk (continued)**

The Company manages its liquidity risk by maintaining cash levels to fund short term operating expenses.

The Company operates as an investment structure whereby the Company invests and commits to invest into one project company. As at 31 December 2022 and 31 December 2021, there were no outstanding capital commitment obligations with respect to specific project company acquisitions and no amounts due to the project company for unsettled purchases.

The following table illustrates the expected liquidity of assets held:

<b>As at 31 December 2022</b>	<b>Less than 1 month GBP</b>	<b>1-12 months GBP</b>	<b>More than 12 months GBP</b>
Total assets	498,795	1	4,821,319
<b>As at 31 December 2021</b>			
Total assets	925,170	120,706	6,750

The amounts in the table are the contractual undiscounted cash flows.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows. At present the Company has no immediate plans to exit its position in the project company. When the Board of the Directors are of the view that the disposal of the investment is relatively certain; the total equity, in so far as it may be distributed, will be disclosed in the appropriate liquidity category as noted below.

	<b>On demand GBP</b>	<b>Less than 1 year GBP</b>	<b>Between 1 and 3 years GBP</b>	<b>More than 3 years 3 years GBP</b>	<b>Total GBP</b>
<b>As at 31 December 2022</b>					
<b>Liabilities</b>					
Payables and accruals	-	372,157	-	-	372,157
<b>As at 31 December 2021</b>					
<b>Liabilities</b>					
Payables and accruals	-	243,230	-	-	243,230

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****9. FINANCIAL RISK MANAGEMENT (CONTINUED)****9.2 Capital risk management**

The capital of the Company is represented by the shareholder's equity. The amount of shareholder's equity may change as the Company may adjust the amount of dividends paid to its shareholder, return capital to its shareholder, issue new shares or sell assets to reduce capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for its shareholder and benefits for other stakeholders and to maintain a strong capital base to support the development of the investment activities of the Company.

The Board of Directors and Investment Manager monitor capital on the basis of the value of shareholder's equity.

There were no changes in the Company's approach to capital management during the year.

**9.3 Fair value estimation**

The Company uses the income approach which discounts the expected cash flows attributable to each asset at an appropriate rate to arrive at fair values. In determining the discount rate, regard is given to risk free rates, the specific risks of each investment and the evidence of recent transactions. A detailed discounted cash flow valuation methodology is disclosed on Note 2.4 (c).

For instruments for which there is no active market, the Company may use internally developed models, which are usually based on valuation methods and techniques generally recognised as standard within the industry. Valuation models are used primarily to value unlisted equity for which markets were or have been inactive during the financial year. Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions.

The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Company holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including model risk, liquidity risk and counterparty risk.

The models used to determine fair values are validated and reviewed by the Investment Manager and approved by the Board of Directors periodically. As disclosed in Note 9, estimates section, the fair value of the underlying project investment as at 31 December 2022 and 31 December 2021 approximates the cost of the investment as it is still in the construction phase.

The carrying value less impairment provision of payables and accruals is assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **9. FINANCIAL RISK MANAGEMENT (CONTINUED)**

##### **9.3 Fair value estimation (continued)**

###### **Fair value hierarchy**

The fair value hierarchy consists of the following three levels:

- Level 1: unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' input requires significant judgement by the Company. The Company considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table analyses, within the fair value hierarchy, the Company's investments measured at fair value:

	<b>Level 1 GBP</b>	<b>Level 2 GBP</b>	<b>Level 3 GBP</b>	<b>Total GBP</b>
<b>As at 31 December 2022</b>				
Equity securities - unlisted	-	-	4,821,319	4,821,319
<b>As at 31 December 2021</b>				
Equity securities - unlisted	-	-	6,750	6,750

There were no transfers between Level 1 and Level 2 during the year. Reconciliations of Level 3 balances are disclosed in the relevant Notes as indicated below. The effect of different economic assumptions on the fair value of the Level 3 assets is disclosed in this Note.

No interrelationships between unobservable input used in the Company's valuation of its Level 3 equity securities have been identified.

The Company has recognised unrealised gains of GBP Nil (2021: GBP Nil) on its Level 3 investments, these are included in the Statement of Comprehensive Income as net changes in fair value of financial assets through profit or loss.

##### **9.4 Transfers between levels of the fair value hierarchy**

Transfers between levels of the fair value hierarchy are deemed to have occurred at the beginning of the reporting year. There were no such transfers during the current reporting year.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****10. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The Board of Directors makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined below.

**Judgements**

By virtue of the Company's status as an Investment Entity and the exemption provided by IAS 28 and IFRS 11 as well as the adoption of Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27), investments are designated upon initial recognition to be accounted for at fair value through profit or loss.

In determining the Company's status as an Investment Entity in accordance with IFRS 10, the Company considered the following:

Equity securities are not quoted in an active market and are accounted for at fair value through profit or loss. The Company assesses the fair value of its equity securities through the use of cash flow models of the underlying entities. The key estimates in the models include:

- a) The Company has raised capital to invest in infrastructure investments and to provide the shareholder with investment management services with respect to these infrastructure investments;
- b) The Company intends to generate capital and income returns from its infrastructure investments which will, in turn, be distributed in accordance with the authorisation; and
- c) The Company evaluates its infrastructure investments' performance on a fair value basis, in accordance with the policies set out in these financial statements.

Although the Company met all three defining criteria, the Directors have also assessed the business purpose of the Company, the investment strategies for the infrastructure investments, the nature of any earnings from the infrastructure investments and the fair value models. The Directors made this assessment in order to determine whether any additional areas of judgement exist with respect to the typical characteristics of an Investment Entity versus those of the Company. The Directors determined that the Company meets the definition of an Investment Entity.

**Estimates**

The Company recognises its investments at fair value which includes the fair value of each of the individual project companies and holding companies in which the Company holds a direct investment. Fair values for those investments for which a market quote is not available are determined using the income approach which discounts the expected cash flows at the appropriate rate. In determining the discount rate, regard is had to relevant long-term government bond yields, specific risks and the evidence of recent transactions. The Directors have satisfied themselves that PPP or similar investments share the same investment characteristics and as such constitute a single asset class for IFRS 7 disclosure purposes. As at 31 December 2022 and 31 December 2021, the fair value of the underlying project investment approximates the cost of the investment as it is still in the construction phase.

## ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2022

#### 11. FINANCIAL INSTRUMENTS BY CATEGORY

At 31 December 2022, the Company held the following classes of financial instruments that are measured at fair value. For all other assets and liabilities, their carrying value approximates to fair value.

	Financial assets at amortised cost GBP	Designated at fair value through profit or loss GBP	Total GBP
<b>As at 31 December 2022</b>			
<b>Assets</b>			
Equity securities - unlisted	-	4,821,319	4,821,319
Receivables	1	-	1
Cash and cash equivalents	498,795	-	498,795
	498,796	4,821,319	5,320,115
<b>As at 31 December 2021</b>			
<b>Assets</b>			
Equity securities - unlisted	-	6,750	6,750
Receivables	120,706	-	120,706
Cash and cash equivalents	925,170	-	925,170
	1,045,876	6,750	1,052,626
	Financial liabilities at amortised cost GBP	Financial liabilities at fair value through profit or loss GBP	Total GBP
<b>As at 31 December 2022</b>			
<b>Liabilities</b>			
Payables and accruals	372,157	-	372,157
<b>As at 31 December 2021</b>			
<b>Liabilities</b>			
Payables and accruals	243,230	-	243,230

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **12. RELATED PARTY TRANSACTIONS**

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

The Company's immediate parent is AEI III A Ltd. Dividends of GBP 1,200,000 were paid during the year (2021: GBP Nil).

On 13 December 2022 the Company issued 4,814,570 ordinary shares of GBP 1 each to AEI III A Ltd (2021: Nil) and in turn received AEI III A Ltd's 22,5% shareholding in RiverLinx Holdings Ltd valued at GBP 4,814,569. Brunel UK Investments Ltd 22,5% shareholding in RiverLinx Holdings Ltd was transferred to the Company and increased its total shareholdings in RiverLinx Holdings Ltd to 45%.

The Company settled and recharged some operational expenses incurred by AEIP III LP, as described below.

AEIP III LP and its General Partner entered into a revolving credit facility agreement (the "Agreement") dated 6 November 2019, as Original Borrower, with National Australia Bank as Lender. The Lender will make available to the Original Borrower a letter of credit facility equal to EUR 60,000,000. The credit facility was renewed on 4 November 2021 for a further year to 5 November 2022. On 27 October 2022 the credit facility was renewed for another year to 4 November 2023, the maximum facility commitment remained unchanged at the year end EUR 66,000,000.

On 15 November 2019 and 6 January 2020, AEIP III LP requested a Letter of Credit in the amount of GBP 26,500,000 (that was decreased on 22 November 2019 to GBP 24,009,836) and GBP 24,009,836 respectively, to be issued to the underlying structured entity held by the Company.

Subsequent to the signing date of the facility agreement, the General Partner of AEIP III LP and Investment Manager decided that the Company should be part of the facility agreement as a borrower. The General Partner considered that the Company being the initial beneficiary of the upstream income to be received from underlying project company should bear the facility interest expense and associated costs with the facility agreement. The General Partner and Investment Manager started the process to amend and align all the finance documents with retrospective effect as of 6 November 2019, which was finalized on 4 November 2021.

As a result of the above, during the year the AEIP III LP novated to the Company GBP 1,197,552 (2021: GBP 1,200,842) of Letter of Credit fees received from underlying project company since signing of the credit facility agreement (Note 5). Additional upfront fees of GBP Nil (2021: GBP 106,792) were incurred by the Company directly in relation to extension of the facility agreement. During year ended 31 December 2022 the Company paid GBP 518,853 (2021: GBP 515,990) NAB loan interest.

The company holds GBP 5,910 (2021: GBP 750) receivables from Brunel UK Holdings Limited and Brunel UK Investments Limited which were waived on a meeting of the Directors on 11 January 2023.

Balances receivable and payable to related parties are set out in Notes 5 and 6.

#### **13. STAFF COSTS**

The Company has no employees. The Directors of the Company waived their right to receive Directors' remuneration.

## **ABERDEEN EUROPEAN INFRASTRUCTURE III B LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**For the year ended 31 December 2022**

#### **14. ULTIMATE CONTROLLING PARTY**

As at 31 December 2022, the Company's immediate parent undertaking is AEI III A Ltd. The Directors of the Company consider there to be no ultimate controlling party.

#### **15. SUBSEQUENT EVENTS**

The Directors have evaluated the impact of all subsequent events on the Company occurring between the end of the reporting period and 28 September 2023, the date the financial statements were available to be issued and have determined that there were no subsequent events requiring adjustment or additional disclosure at the date of signing this report and the audited financial statements.