

REGISTERED NUMBER: 08694630 (England and Wales)

REPORT OF THE DIRECTORS AND
UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022
FOR
PS MANOR FARM SOLAR LIMITED

TUESDAY



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FOR THE YEAR ENDED 31 DECEMBER 2022

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PS MANOR FARM SOLAR LIMITED

COMPANY INFORMATION

FOR THE YEAR ENDED 31 DECEMBER 2022

Directors:

Pinecroft Corporate Services Limited
G E Shaw

Registered office:

C/O Foresight Group Llp
The Shard
32 London Bridge Street
London
SE1 9SG

Registered number:

08694630 (England and Wales)

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report with the financial statements of the company for the year ended 31 December 2022.

Principal activity

The principal activity of the company in the year under review was that of the development and generation of electricity using solar technology on a solar farm located in Pertenhall, Bedford.

Directors

The directors shown below have held office during the whole of the period from 1 January 2022 to the date of this report.

Pinecroft Corporate Services Limited
G E Shaw

Going concern

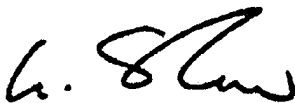
The Directors have a reasonable expectation that the company has adequate resources to be in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the annual report and accounts.

Small company exemption

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 414B of the Companies Act 2006 not to provide a Strategic Report.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

On behalf of the board:



G E Shaw - Director

22 September 2023

STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 DECEMBER 2022

| | Notes | 31.12.22 £ | 31.12.21 £ |
|-----------------------------------|-------|---------------|---------------|
| Continuing operations | | | |
| Revenue | 4 | 3,611,737 | 1,967,589 |
| Cost of sales | | (210,796) | (188,586) |
| Gross profit | | 3,400,941 | 1,779,003 |
| Administrative expenses | | (824,275) | (810,339) |
| Operating profit | | 2,576,666 | 968,664 |
| Finance costs | 6 | (1,348,266) | (1,344,667) |
| Profit/(loss) before tax | 7 | 1,228,400 | (376,003) |
| Tax | 8 | (109,517) | 96,479 |
| Profit/(loss) for the year | | 1,118,883 | (279,524) |

The notes form part of these financial statements

PS MANOR FARM SOLAR LIMITED (REGISTERED NUMBER: 08694630)

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

| | 31.12.22 | 31.12.21 |
|---|------------------|------------------|
| | £ | £ |
| Profit/(loss) for the year | 1,118,883 | (279,524) |
| Other comprehensive income | - | - |
| Total comprehensive income/(loss) for the year | <u>1,118,883</u> | <u>(279,524)</u> |

The notes form part of these financial statements

PS MANOR FARM SOLAR LIMITED (REGISTERED NUMBER: 08694630)

STATEMENT OF FINANCIAL POSITION

31 DECEMBER 2022

| | Notes | 31.12.22 £ | 31.12.21 £ |
|---------------------------------------|-------|--------------------------|--------------------------|
| Assets | | | |
| Non-current assets | | | |
| Owned | | | |
| Property, plant and equipment | 9 | 11,286,162 | 11,920,861 |
| Right-of-use | | | |
| Property, plant and equipment | 9, 16 | 1,376,828 | 1,305,647 |
| Deferred tax | 17 | 7,504 | - |
| | | <u>12,670,494</u> | <u>13,226,508</u> |
| Current assets | | | |
| Trade and other receivables | 10 | 2,045,938 | 457,989 |
| Tax receivable | | 436,766 | 436,766 |
| Cash and cash equivalents | 11 | 565,706 | 146,235 |
| | | <u>3,048,410</u> | <u>1,040,990</u> |
| Total assets | | <u><u>15,718,904</u></u> | <u><u>14,267,498</u></u> |
| Equity | | | |
| Shareholders' equity | | | |
| Called up share capital | 12 | 302,821 | 302,821 |
| Retained earnings | 13 | (2,547,070) | (3,665,953) |
| Total equity | | <u>(2,244,249)</u> | <u>(3,363,132)</u> |
| Liabilities | | | |
| Non-current liabilities | | | |
| Trade and other payables | 14 | 16,183,454 | 16,183,454 |
| Financial liabilities - borrowings | | | |
| Interest bearing loans and borrowings | 15 | 1,277,722 | 1,187,784 |
| | | <u>17,461,176</u> | <u>17,371,238</u> |
| Current liabilities | | | |
| Trade and other payables | 14 | 336,402 | 217,605 |
| Financial liabilities - borrowings | | | |
| Interest bearing loans and borrowings | 15 | 48,554 | 41,787 |
| Tax payable | | 117,021 | - |
| | | <u>501,977</u> | <u>259,392</u> |
| Total liabilities | | <u>17,963,153</u> | <u>17,630,630</u> |
| Total equity and liabilities | | <u><u>15,718,904</u></u> | <u><u>14,267,498</u></u> |

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 December 2022.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2022 in accordance with Section 476 of the Companies Act 2006.

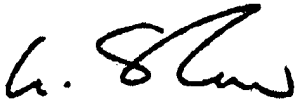
The directors acknowledge their responsibilities for:

The notes form part of these financial statements

STATEMENT OF FINANCIAL POSITION - continued
31 DECEMBER 2022

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements were approved by the Board of Directors and authorised for issue on 22 September 2023 and were signed on its behalf by:

A handwritten signature in black ink, appearing to read 'G. E. Shaw', written in a cursive style.

G E Shaw - Director

PS MANOR FARM SOLAR LIMITED (REGISTERED NUMBER: 08694630)

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

| | Called up share capital £ | Retained earnings £ | Total equity £ |
|------------------------------------|--|------------------------------------|-------------------------------|
| Balance at 1 January 2021 | 302,821 | (3,386,429) | (3,083,608) |
| Changes in equity | | | |
| Total comprehensive loss | - | (279,524) | (279,524) |
| Balance at 31 December 2021 | <u>302,821</u> | <u>(3,665,953)</u> | <u>(3,363,132)</u> |
| Changes in equity | | | |
| Total comprehensive income | - | 1,118,883 | 1,118,883 |
| Balance at 31 December 2022 | <u><u>302,821</u></u> | <u><u>(2,547,070)</u></u> | <u><u>(2,244,249)</u></u> |

The notes form part of these financial statements

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

| | | 31.12.22 | 31.12.21 |
|---|----------|-----------------|-----------------|
| | | £ | £ |
| Cash flows from operating activities | | | |
| Cash generated from operations | 1 | 1,811,984 | 1,419,267 |
| Net cash from operating activities | | 1,811,984 | 1,419,267 |
| Cash flows from investing activities | | | |
| Purchase of tangible fixed assets | | - | (1,660) |
| Net cash from investing activities | | - | (1,660) |
| Cash flows from financing activities | | | |
| Payment of lease liabilities | | (44,247) | (39,518) |
| Interest paid | | (1,294,676) | (1,344,667) |
| Lease interest paid | | (53,590) | - |
| Net cash from financing activities | | (1,392,513) | (1,384,185) |
| Increase in cash and cash equivalents | | 419,471 | 33,422 |
| Cash and cash equivalents at beginning of year | 2 | 146,235 | 112,813 |
| Cash and cash equivalents at end of year | 2 | 565,706 | 146,235 |

The notes form part of these financial statements

PS MANOR FARM SOLAR LIMITED (REGISTERED NUMBER: 08694630)

NOTES TO THE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. Reconciliation of profit/(loss) before tax to cash generated from operations

| | 31.12.22 | 31.12.21 |
|---|------------------|------------------|
| | £ | £ |
| Profit/(loss) before tax | 1,228,400 | (376,003) |
| Depreciation charges | 704,470 | 699,512 |
| Finance costs | 1,348,266 | 1,344,667 |
| | <hr/> | <hr/> |
| | 3,281,136 | 1,668,176 |
| Increase in trade and other receivables | (1,278,820) | (47,983) |
| Decrease in trade and other payables | (190,332) | (200,926) |
| | <hr/> | <hr/> |
| Cash generated from operations | 1,811,984 | 1,419,267 |
| | <hr/> | <hr/> |

2. Cash and cash equivalents

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 31 December 2022

| | 31.12.22 | 1.1.22 |
|---------------------------|-----------------|---------------|
| | £ | £ |
| Cash and cash equivalents | 565,706 | 146,235 |
| | <hr/> | <hr/> |

Year ended 31 December 2021

| | 31.12.21 | 1.1.21 |
|---------------------------|-----------------|---------------|
| | £ | £ |
| Cash and cash equivalents | 146,235 | 112,813 |
| | <hr/> | <hr/> |

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

PS Manor Farm Solar Limited is a company incorporated and domiciled in the United Kingdom. The address of the registered office is Foresight Group LLP, The Shard, London Bridge Street, London, SE1 9SG.

During the period the company's activity is the development and generation of electricity using solar technology on a solar park in Bedford, England.

2. Statutory information

Ps Manor Farm Solar Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

3. Accounting policies

Basis of preparation

The company financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs") and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements are presented in sterling which is the functional and presentational currency.

Measurement convention

The financial statements have been prepared under the historical cost convention.

New standards effective for these financial statements

The following amendments to accounting standards became effective for periods beginning on or after 1st January 2022.

- Onerous Contracts - Cost of Fulfilling a Contract (Amendments to IAS 37)
 - Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
 - Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41);
- and
- References to Conceptual Framework (Amendments to IFRS 3).

The adoption of these standards has had no material impact on the company's financial statements.

New standards not yet effective

The following amendments are effective for the period beginning 1 January 2023:

- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
 - Definition of Accounting Estimates (Amendments to IAS 8)
- and
- Deferred Tax Related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).
 - IFRS 17 Insurance contracts (IFRS 17 supersedes IFRS 4 insurance contracts)

The following amendments are effective for the period beginning 1 January 2024:

- IFRS 16 Leases (Amendment - Liability in a Sale and Leaseback);
- IAS 1 Presentation of Financial Statements (Amendment - Classification of Liabilities as Current or Non-current); and
- IAS 1 Presentation of Financial Statements (Amendment - Non-current Liabilities with Covenants).

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Accounting policies - continued

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values that are not readily apparent from other sources. Actual values may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years. The most critical accounting policies and estimates in determining the financial position and results of the company are those requiring a greater degree of subjective or complete judgement.

Revenue recognition

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

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Revenue comprises amounts received and receivable in respect of generated electricity and Renewable Obligation Certificates (ROCs). Revenue in respect of both energy generation and ROCs is recognised over time. Under the terms of its Power Purchase Agreements (PPA) with customers, ROCs are immediately transferable to the customer.

Revenue from PPAs with customers is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods. Revenue on the generation of energy is recognised based upon the value of units supplied during the year at the price under the PPA, with the number of units determined by energy volumes recorded on the solar farm meters and market settlement systems. The company has concluded that it is the principal in its revenue arrangements because it typically controls the goods before they are transferred to the PPA counterparty. All revenue recognised in the year related to performance obligations satisfied in the year. There are no significant judgements taken in respect of the recognition of revenues.

While the performance obligation is satisfied as the electricity is generated, payment is generally due within 14 days from supply of energy or transfer of the ROCs, with the related amount recognised as a trade debtor or accrued income until payment is received from the customer.

The company has no material contract assets or liabilities other than trade debtors and accrued income as disclosed in the notes.

There is only one operating activity and all revenue is generated within the United Kingdom.

Cash and cash equivalents

Cash represents cash in hand and deposits held on demand with financial institutions. Cash equivalents are short-term, highly-liquid investments with original maturities of three months or less (as at their date of acquisition). Cash equivalents are readily convertible to known amounts of cash and subject to an insignificant risk of change in that cash value.

In the presentation of the Statement of Cash Flows, cash and cash equivalents also include bank overdrafts. Any such overdrafts are shown within borrowings under 'current liabilities' on the Statement of Financial Position.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Accounting policies - continued

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment losses. Cost comprises the aggregate amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended. Borrowing costs are expensed as incurred as they do not meet the capitalisation criteria under IAS 23, as the construction of the related assets does not require a substantial period of time. Items of property, plant and equipment are depreciated to their estimated residual values on a straight line basis over their expected useful lives as follows:

Solar Photovoltaic (PV) assets - over 25 years - 4% straight line

The depreciation methods, estimated remaining useful lives and residual values are reviewed at each reporting date, taking account technological innovations and asset maintenance programmes. A change resulting from the review is treated as a change in accounting estimate. The depreciation expense is recognised in the income statement.

Provisions

A provision is recognised in the balance sheet when the company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

Impairment of non-financial assets

Carrying value of non-financial assets is reviewed at each reporting date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated.

A previously recognised impairment will be revised insofar as estimates change as a result of an event occurring after the impairment was recognised. An impairment is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined had no impairment been recognised. A reversal of impairment is recognised in the income statement.

After the recognition of an impairment loss, the depreciation or amortisation charge for the asset is adjusted in the future periods to allocate the asset's revised carrying amount, less its residual value, on a systematic basis over its useful life.

Financial instruments

Financial instruments recognised on the balance sheet include trade and other receivables, cash and cash equivalents, accounts payable and other financial liabilities.

Initial recognition and measurement

Financial assets and financial liabilities are recognised on the balance sheet when the company becomes party to the contractual provisions of the instrument. Financial instruments are initially recorded at fair value plus, in the case of a financial asset or financial liability not at fair value through profit or loss, directly attributable transaction costs. Subsequent measurement and impairment for each classification is specified in the sections below.

All normal purchases and sales of financial assets are recognised on the trade date i.e. the date that the company commits to purchase or sell the financial assets.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Accounting policies - continued

De-recognition of financial assets and liabilities

A financial asset, or adoption of a financial asset, is derecognised where:

- The rights to receive cash flows from the asset have expired;
- The company retains the right to receive the cash flow from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement, or
- The company has transferred the rights to receive cash flows from the asset and either:
 - (i) has transferred substantially all the risks and rewards of ownership of the asset or
 - (ii) has neither transferred nor retained substantially all the risks and rewards of ownership of the asset but has transferred control of the asset.

A financial liability is de-recognised when the obligation under the liability is discharged, cancelled or has expired.

Trade and other receivables

Trade and other receivables reflected on the balance sheet are net of an allowance for uncollectible amounts.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Accounting policies - continued

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). Financial liabilities are measured at amortised cost or FVTPL.

The classification of financial assets is based on the way a financial asset is managed and its contractual cash flow characteristics. Financial assets are measured at amortised cost if both of the following conditions are met and the financial asset or liability is not designated as at FVTPL:

- the financial asset is held with the objective of collecting or remitting contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the financial asset is held with the objectives of collecting contractual cash flows and selling the financial asset; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL.

The Company's principal financial instruments comprise cash and cash equivalents, trade receivables, amounts due from related companies trade payables and interest-bearing borrowings. Based on the way these financial instruments are managed and their contractual cash flow characteristics, all the Company's financial instruments are measured at amortised cost using the effective interest method. The amortised cost of financial assets is reduced by impairment losses as described below. Interest income, foreign exchange gains and losses, impairments and gains or losses on derecognition are recognised through the statement of comprehensive income.

Trade receivables and trade payables are held at their original invoiced value, as the interest that would be recognised from discounting future cash flows over the short credit period is not considered to be material. Cash equivalents comprise short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. An investment with a maturity of three months or less is normally classified as being short term. Cash and cash equivalents do not include other financial assets.

Impairment losses against financial assets carried at amortised cost are recognised by reference to any expected credit losses against those assets.

The simplified approach for calculating impairment of financial assets has been used for trade receivables. Lifetime expected credit losses are calculated by considering, on a discounted basis, the cash shortfalls that would be incurred in various default scenarios over the remaining lives of the assets and multiplying the shortfalls by the probability of each scenario occurring. The allowance is the sum of these probability weighted outcomes.

Loans from related parties and certain other receivables meet the criteria to be classified at amortised cost because they are held in a 'hold to collect' business model and meet the 'solely payments of principal and interest' ("SPPI") test and uses the general approach to calculate the expected credit loss. Under the general approach, at each reporting date, the company determines whether there has been a Significant Increase in Credit Risk (SICR) since initial recognition and whether the loan is credit impaired. If there has not been a SICR nor has the loan been credit impaired the company applies a 12-month credit loss alternatively the company applies a lifetime expected credit loss.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Accounting policies - continued

Lifetime expected credit loss are the losses that result from all possible default events over the expected life of the loan whereas 12-month expected credit loss are a portion of Lifetime expected credit loss that represent the credit loss that result from default events that are possible within 12 months of the reporting date.

Financial liabilities

Loans and accounts payables are classified as financial liabilities and are subsequently measured at amortised cost. Gains and losses are recognised in income when the financial liabilities are derecognised or impaired as well as through the amortisation process.

Finance costs and gains or losses relating to financial liabilities are included in the income statement. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any features meeting the definition of financial liability then such capital is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Impairment of financial assets

The company's financial assets are reviewed at each reporting date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, to determine whether or not there is any indication of impairment.

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

The charge for taxation is based on the profit or loss for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for accounting and taxation purposes. It also includes any adjustments in relation to prior periods.

Provision is made at current rates for deferred tax in respect of all timing differences that have originated but not reversed at the period end. Deferred tax assets are only recognised to the extent that they are regarded as recoverable.

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes.

Deferred taxation is calculated on an un-discounted basis at the tax rates which are expected to apply in the periods when the timing differences will reverse.

Leases

Right-of-use assets are stated at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the Group's incremental borrowing rate at commencement of the lease, less accumulated depreciation. Depreciation is calculated to write off the value of an asset over the lease term.

Where ownership of the right-of-use asset transfers to the lessee at the end of the lease term, the right-of-use asset is depreciated over the asset's remaining useful life. If ownership of the right-of-use asset does not transfer to the lessee at the end of the lease term, depreciation is charged over the shorter of the useful life of the right-of-use asset and the lease term.

The lease liabilities associated with right-of-use assets are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the Group's incremental borrowing rate at commencement of the lease.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Accounting policies - continued

Equity

Equity comprises the following

- "Share capital" represents the nominal value of ordinary equity shares.
- "retained earnings" include all other net gains and losses and transactions with owners not recognised elsewhere less dividends paid.

Capital risk management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Total capital is calculated as 'equity' as shown in the balance sheet plus net debt. The loan balances represent inter-company loans.

Going concern

The financial statements have been prepared on the going concern basis.

The directors of the company are satisfied after appropriate consultation with the directors of the group, review of the company's forecasts and projections, and taking into account of reasonably possible changes in trading performance and the current funds available, that the company is able to operate for at least twelve months from the signing of the Directors' Report and Financial Statements. For this reason, the directors believe that the company has adequate resources to continue in operational existence and therefore it is appropriate that the company continues to adopt the going concern basis in preparing the Directors' Report and Financial Statements.

4. Revenue

Revenue from contracts with customers

Revenue comprises:

| | <u>31.12.22</u> | <u>31.12.21</u> |
|-------|------------------|------------------|
| | £ | £ |
| PPA | 2,607,862 | 1,145,110 |
| ROCS | 1,003,360 | 822,479 |
| Other | 297 | |
| | <u>3,610,925</u> | <u>1,967,589</u> |

5. Employees and directors

The average number of employees, excluding directors, during the year was nil (2021 : nil)

6. Net finance costs

| | <u>31.12.22</u> | <u>31.12.21</u> |
|---------------------------|------------------|------------------|
| | £ | £ |
| Finance costs: | | |
| Shareholder loan interest | 1,294,676 | 1,294,676 |
| Lease interest | 53,590 | 49,991 |
| | <u>1,348,266</u> | <u>1,344,667</u> |

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

7. Profit/(loss) before tax

The loss before income tax is stated after charging:

| | 31.12.22 | 31.12.21 |
|---|-------------------|-------------------|
| | £ | £ |
| Depreciation - owned assets | 634,700 | 634,395 |
| Depreciation - assets on finance leases | 69,770 | 65,117 |
| Lease Expense | 53,590 | 49,991 |
| Foreign Exchange Difference | - | - |
| | <u> </u> | <u> </u> |

8. Tax

Analysis of tax expense/(income)

| | 31.12.22 | 31.12.21 |
|---|-------------------|-------------------|
| | £ | £ |
| Current tax: | | |
| Tax | 117,021 | (96,479) |
| Deferred tax | (7,504) | - |
| | <u> </u> | <u> </u> |
| Total tax expense/(income) in statement of profit or loss | <u>109,517</u> | <u>(96,479)</u> |

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

8. Tax - continued

Factors Affecting Total Tax Charge for the Current Period

The charge for the year can be reconciled to the profit per the statements as follows:

| | <u>31.12.22</u> | <u>31.12.21</u> |
|--|-----------------|-----------------|
| | £ | £ |
| Profit / (Loss) for the period - continuing activities | 1,228,399 | (376,003) |
| Tax on loss at standard UK tax rate of 19.00% (2021: 19.00%) | 233,396 | (71,441) |
| Effects of: | | |
| Expenses not deductible | 7,045 | 7,041 |
| Effects of group relief/ other reliefs | - | 170,784 |
| Tax rates changes | (1,801) | - |
| Amounts not recognised | (129,123) | (202,863) |
| Tax credit for the period | 109,517 | (96,479) |
| Corporation tax expense reported in the SPL | <u>109,517</u> | <u>(96,479)</u> |

NOTE TO THE ACCOUNTS - BALANCE SHEET AMOUNTS

Current (assets):

| | | |
|---------------------|------------------|------------------|
| Corporation Tax | 117,021 | - |
| Group relief debtor | (436,766) | (436,766) |
| | <u>(319,745)</u> | <u>(436,766)</u> |

| | |
|-----------------|-----------------|
| Booked | Booked |
| <u>31.12.22</u> | <u>31.12.21</u> |

Deferred tax (assets) / liabilities:

| | | |
|---|--------------|-----------|
| Adjustment in respect of prior years | - | 181,871 |
| Deferred tax charge to I/S for the period | (7,504) | (181,871) |
| Provision at end of period | <u>7,504</u> | <u>-</u> |

| | | |
|--------------|-----------|-----------|
| Fixed assets | 800,848 | 792,428 |
| Losses | (800,848) | (792,428) |

Unrecognised deferred tax:

| | | |
|--------|-----------------|------------------|
| Losses | (57,553) | (227,451) |
| | <u>(57,553)</u> | <u>(227,451)</u> |

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

9. Property, plant and equipment

| | Short leasehold £ | Plant and machinery £ | Totals £ |
|-----------------------|----------------------------------|--------------------------------------|---------------------|
| Cost | | | |
| At 1 January 2022 | 1,496,845 | 15,860,851 | 17,357,696 |
| Additions | 140,950 | - | 140,950 |
| At 31 December 2022 | 1,637,795 | 15,860,851 | 17,498,646 |
| Depreciation | | | |
| At 1 January 2022 | 191,198 | 3,939,990 | 4,131,188 |
| Charge for year | 69,769 | 634,699 | 704,468 |
| At 31 December 2022 | 260,967 | 4,574,689 | 4,835,656 |
| Net book value | | | |
| At 31 December 2022 | 1,376,828 | 11,286,162 | 12,662,990 |
| At 31 December 2021 | 1,305,647 | 11,920,861 | 13,226,508 |

10. Trade and other receivables

| | 31.12.22 £ | 31.12.21 £ |
|------------------------------------|-----------------------|-----------------------|
| Current: | | |
| Amounts owed by group undertakings | 1,800,507 | 187,040 |
| Other debtors | 245,431 | 270,949 |
| | <u>2,045,938</u> | <u>457,989</u> |

Trade receivables are non-interest bearing and are generally on terms of 10 days. All trade receivables were either current or due within 90 days and no provision is made (2021 - £nil) based upon the historic experience of default with these customers.

11. Cash and cash equivalents

| | 31.12.22 £ | 31.12.21 £ |
|--------------|-----------------------|-----------------------|
| Bank account | <u>565,706</u> | <u>146,235</u> |

12. Called up share capital

| Allotted, issued and fully paid: | | | | |
|---|-----------------|-------------------------------------|-----------------------|-----------------------|
| Number: | Class: | Nominal value: £1.00 | 31.12.22 £ | 31.12.21 £ |
| 302,821 | Ordinary shares | | <u>302,821</u> | <u>302,821</u> |

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

13. Reserves

| | Retained earnings £ |
|---------------------|------------------------------------|
| At 1 January 2022 | (3,665,953) |
| Profit for the year | 1,118,883 |
| | <hr/> |
| At 31 December 2022 | (2,547,070) |
| | <hr/> <hr/> |

14. Trade and other payables

| | 31.12.22 £ | 31.12.21 £ |
|-------------------|-----------------------|-----------------------|
| Current: | | |
| Trade creditors | 14,403 | 62,276 |
| Other creditors | 12,870 | 2,860 |
| VAT | 309,129 | 152,469 |
| | <hr/> | <hr/> |
| | 336,402 | 217,605 |
| | <hr/> <hr/> | <hr/> <hr/> |
| Non-current: | | |
| Shareholder loan | 16,183,454 | 16,183,454 |
| | <hr/> <hr/> | <hr/> <hr/> |
| Aggregate amounts | 16,519,856 | 16,401,059 |
| | <hr/> <hr/> | <hr/> <hr/> |

At the year end the company has a long term intercompany loan of £16,183,454 with interest payable at a rate of 8%.

There are no material differences between the fair value and the carrying value of the above liabilities. The present value of the cash flows is reassessed at the end of each reporting period at the prevailing interest rate.

The company's principal financial liabilities comprise trade and other payables and loans.

15. Financial liabilities - borrowings

| | 31.12.22 £ | 31.12.21 £ |
|----------------------|-----------------------|-----------------------|
| Current: | | |
| Leases (see note 16) | 48,554 | 41,787 |
| | <hr/> | <hr/> |
| Non-current: | | |
| Leases (see note 16) | 1,277,722 | 1,187,784 |
| | <hr/> <hr/> | <hr/> <hr/> |

Terms and debt repayment schedule

| | 1 year or less £ | 1-2 years £ | 2-5 years £ | More than 5 years £ | Totals £ |
|--------|---------------------------------|------------------------|------------------------|------------------------------------|---------------------|
| Leases | 48,554 | 50,525 | 164,221 | 1,062,976 | 1,326,276 |
| | <hr/> <hr/> | <hr/> <hr/> | <hr/> <hr/> | <hr/> <hr/> | <hr/> <hr/> |

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

16. Leasing

Right-of-use assets

Property, plant and equipment

| | 31.12.22 | 31.12.21 |
|-----------------------|-------------------------|-------------------------|
| | £ | £ |
| Cost | | |
| At 1 January 2022 | 1,496,845 | 1,456,687 |
| Additions | 140,950 | 40,158 |
| | <u>1,637,795</u> | <u>1,496,845</u> |
| Depreciation | | |
| At 1 January 2022 | 191,198 | 126,081 |
| Charge for year | 69,769 | 65,117 |
| | <u>260,967</u> | <u>191,198</u> |
| Net book value | <u><u>1,376,828</u></u> | <u><u>1,305,647</u></u> |

Lease liabilities

Lease liabilities are presented in the statement of financial position as follows:

| | £ |
|--|-----------|
| Lease liability as at 1 January 2022 | 1,229,572 |
| Interest on lease liability recognised in the statement of profit and loss | 53,590 |
| Lease reduction | (97,837) |
| Lease re-measurement adjustment due to rent review with RPI increase | 140,950 |
| Lease liability as at 31 December 2022 | 1,326,275 |

17. Deferred tax

Analysis of unrecognised deferred tax (asset)/liability:

| | 31.12.18 | 31.3.18 |
|--------------|------------------|------------------|
| | £ | £ |
| Fixed assets | 428,864 | 360,419 |
| Losses | (693,518) | (597,872) |
| | <u>(264,654)</u> | <u>(237,453)</u> |

The deferred tax asset has not been recognised as future taxable profits are not anticipated in the short term.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

18. Financial instruments

Fair Value category

The financial assets and liabilities held by the company for both 31 December 2022 and the 31 December 2021 were categorised under loans and receivables.

Fair value measurement

The fair value of the financial assets and liabilities, together with the carrying amounts shown in the balance sheet are as follows:

| | Carrying Amount 31.12.22 £ | Carrying Amount 31.12.21 £ | Fair Value 31.12.22 £ | Fair Value 31.12.21 £ |
|--------------------------------|-------------------------------------|----------------------------------|-----------------------------|-----------------------------|
| Financial assets: | | | | |
| Trade and other receivables | 2,032,656 | 445,006 | 2,032,656 | 445,006 |
| Financial liabilities: | | | | |
| Trade and other payables | 17,537,001 | 17,587,200 | 17,537,001 | 17,587,200 |

The fair value of financial assets and liabilities is includes at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Trade receivables and trade payables approximate their carrying amounts largely due to the short-term maturities of the instruments.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

19. Financial risk management

The company's principal financial assets and liabilities comprise trade receivables, cash, interest bearing loans and trade payables.

The company has exposure to the following risks from its use of financial instruments:

- Market risks, commodity price, interest rate, inflation rate risks
- Credit risk
- Liquidity risk
- Capital management risk

This note represents information about the company's exposure to each of the above risks and the company's objectives, policies and processes for assessing and managing risk.

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework.

a) Market risk

The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return on risk.

The company is not exposed to significant foreign currency risk as the majority of all payables and receivables are denominated in pounds sterling which is the functional currency in which the company operates.

The company has limited exposure to interest rate risk. The company is fully funded by the parent company. The company does not intend to hold cash for the purpose of generating interest income. The company does not currently consider it necessary to actively manage interest rate risk

b) Credit risk

Company policies are aimed at minimising losses as a result of counterparty's failure to honour its obligations. Exposure to credit risk arises as a result of the transactions with counterparties. The counterparties used by the company are considered by management to be of appropriate credit rating. At each balance sheet date, the company's financial assets were neither impaired nor past due. The maximum credit exposure at reporting date are the carrying value of the credit balances if any.

c) 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 monitors its risks of shortage of funds using projected cash flows and by monitoring the maturity of both its financial assets and obligations.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

Period ended 31 December 2022

| | On demand £ | Less than 3 month £ | 3 to 12 months £ | 1 to 5 years £ | >5 years £ | Total £ |
|------------------------------|-------------------|---------------------------|------------------------|----------------------|------------------|-------------------|
| Financial Liabilities | | | | | | |
| Trade and other payables | 14,404 | 12,868 | - | - | - | 27,272 |
| Owing to group company | - | - | - | - | 16,183,454 | 16,183,454 |
| Lease liabilities | - | 11,958 | 36,596 | 157,813 | 1,119,908 | 1,326,275 |
| | | | | | | <u>17,537,001</u> |

Period ended 31 December 2021

| | On demand £ | Less than 3 month £ | 3 to 12 months £ | 1 to 5 years £ | >5 years £ | Total £ |
|------------------------------|-------------------|---------------------------|------------------------|----------------------|------------------|-------------------|
| Financial Liabilities | | | | | | |
| Trade and other payables | 62,275 | 2,860 | - | - | - | 65,135 |
| Owing to group company | - | - | - | - | 16,183,454 | 16,183,454 |
| Lease liabilities | - | 10,291 | 31,496 | 135,819 | 1,051,966 | 1,229,572 |
| | | | | | | <u>17,478,161</u> |

d) Capital management

Management considers capital to consist of equity plus net debt as disclosed in the balance sheet. The primary objective of the company's capital management is to ensure healthy capital ratios in order to support its business and maximise shareholder value. The company's financial instruments comprise cash and liquid resources and various items, such as receivables and trade payables that arise directly from its operations. The company's policy is to finance its operations through group borrowings. It is the company's policy not to hold financial instruments for speculative purposes.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2022

20. Related party disclosure

At the period end the company owed a long-term loan of £16,183,454 to FS Manor Farm Limited, the parent company. Interest payable is calculated at a flat rate of 8% and amounted to £1,294,676 during the reported period.

During the period the cost of services provided by Foresight Group LLP amounted to £50,778 for asset management fees.

The amount of £1,800,507 is owed by FS Manor Farm Ltd for short term working capital requirements during the course of the year, which was outstanding at the year end.

During the reported period the aggregate cost of services provided by Brighter Green Engineering Limited for the provision of operational and maintenance services amounted to £113,384 of which £54,237 was outstanding at the year end.

21. Ultimate controlling party

The company is a wholly owned subsidiary of FS Manor Farm Limited. Foresight Solar Fund Limited, incorporated in Jersey, is the ultimate parent company.