

REGISTERED NUMBER: 08939619 (England and Wales)

Report of the Directors and
Financial Statements for the Year Ended 30th June 2020
for
Carlisle Estate Solar Limited



Carlisle Estate Solar Limited

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for the Year Ended 30th June 2020

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Carlisle Estate Solar Limited

Company Information
for the Year Ended 30th June 2020

DIRECTORS:

A D K Brierley
T Rosser
L G Halstead

REGISTERED OFFICE:

6th Floor 33 Holborn
London
England
EC1N 2HT

REGISTERED NUMBER:

08939619 (England and Wales)

AUDITORS:

Ernst & Young LLP
Bedford House
Bedford Street
Belfast
BT2 7DT

SECRETARY:

Octopus Company Secretarial Services Ltd
6th Floor 33 Holborn
London
England
United Kingdom
EC1N 2HT

Carlisle Estate Solar Limited

Report of the Directors for the Year Ended 30th June 2020

The directors present their report and the audited financial statements of Carlisle Estate Solar Limited (the company) for the year ended 30th June 2020.

PRINCIPAL ACTIVITIES

The company is a wholly owned subsidiary of a group of companies of which the principal activities are that of operation of solar plants and the generation of solar power.

GOING CONCERN

The financial statements have been prepared on the going concern basis. The Directors have determined based on recent trading and projected cash flows of the Renewable Energy Income Partnership Holdings 1 ("REIP I") Group, of which the Company is a part, that the Group is able to meet its liabilities for a minimum of 12 months from the date of issuing these financial statements, including those arising from the cash sweep mechanism which is in operation between the Company and Group. This assessment considered future cashflows and the effects of the COVID-19 pandemic, and included reverse stress testing based on minimum achieved power prices. The Directors will continue to monitor the going concern of the group and take any necessary actions to minimise the possible impacts of COVID-19. As a consequence, the Directors have concluded that all assets and liabilities remain fairly stated as at 30th June 2020.

As at 30th June 2020, the company had net current liabilities of £98,966 and net liabilities of £520,320, which included loans from the parent company of £4,210,763. The financial statements have been prepared on a going concern basis as the parent company, which is considered a going concern, has pledged its continuing support for a minimum of 12 months from the date of issuing these financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st July 2019 to the date of this report.

A D K Brierley
T Rosser

Other changes in directors holding office are as follows:

L G Halstead was appointed as a director after 30th June 2020 but prior to the date of this report.

Mrs K A Shenton ceased to be a director after 30th June 2020 but prior to the date of this report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Carlisle Estate Solar Limited

Report of the Directors
for the Year Ended 30th June 2020

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

SMALL COMPANY EXEMPTIONS

The directors have taken advantage of the small companies exemptions provided by Section 415A of the Companies Act 2006. The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and have not prepared 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:



.....
T Rosser - Director

Date: 23 June 2021
.....

Report of the Independent Auditors to the Members of
Carlisle Estate Solar Limited

Opinion

We have audited the financial statements of Carlisle Estate Solar Limited (the 'company') for the year ended 30th June 2020 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30th June 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of
Carlisle Estate Solar Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2016 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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.

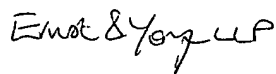
Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Michael Kidd (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP
Bedford House
Bedford Street
Belfast
BT2 7DT

Date: 23 June 2021

Carlisle Estate Solar Limited

Statement of Income and Retained Earnings
for the Year Ended 30th June 2020

	30/6/20 £	30/6/19 £
TURNOVER	584,894	674,293
Cost of sales	<u>(295,522)</u>	<u>(313,367)</u>
GROSS PROFIT	289,372	360,926
Administrative expenses	<u>(328,690)</u>	<u>(16,687)</u>
OPERATING (LOSS)/PROFIT	(39,318)	344,239
Interest payable and similar expenses	<u>(287,869)</u>	<u>(304,252)</u>
(LOSS)/PROFIT BEFORE TAXATION	(327,187)	39,987
Tax on (loss)/profit	<u>(6,842)</u>	<u>(68,240)</u>
LOSS FOR THE FINANCIAL YEAR	(334,029)	(28,253)
Retained earnings at beginning of year	(186,291)	(158,038)
RETAINED EARNINGS AT END OF YEAR	<u><u>(520,320)</u></u>	<u><u>(186,291)</u></u>

The notes form part of these financial statements

Statement of Financial Position

30th June 2020

	Notes	30/6/20 £	30/6/19 £
FIXED ASSETS			
Tangible assets	4	3,848,091	4,032,410
CURRENT ASSETS			
Debtors	5	293,418	273,565
Cash at bank		62,023	145,453
		<u>355,441</u>	<u>419,018</u>
CREDITORS			
Amounts falling due within one year	6	(454,407)	(72,841)
NET CURRENT (LIABILITIES)/ASSETS		<u>(98,966)</u>	<u>346,177</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		3,749,125	4,378,587
CREDITORS			
Amounts falling due after more than one year	7	(4,210,763)	(4,513,038)
DEFERRED TAXATION	8	(58,682)	(51,840)
NET LIABILITIES		<u>(520,320)</u>	<u>(186,291)</u>
RESERVES			
Retained earnings		<u>(520,320)</u>	<u>(186,291)</u>
SHAREHOLDERS' FUNDS		<u>(520,320)</u>	<u>(186,291)</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on 23 June 2021 and were signed on its behalf by:



T Rosser - Director

The notes form part of these financial statements

1. GENERAL INFORMATION

Carlisle Estate Solar Limited (the company) is a private company, limited by shares, incorporated in and domiciled in the United Kingdom, registration number 089339619. The registered office is 6th Floor, 33 Holborn, London, EC1N 2HT.

The Company is a wholly owned subsidiary of a group of companies of which the principal activities are that of operation of solar plants and the generation of solar power.

2. ACCOUNTING POLICIES**2.1 Basis of preparing the financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company accounting policies.

The financial statements are prepared in Sterling which is the functional currency of all entities in the group and are rounded to the nearest £. All amounts in the income statement relate to continuing operations. The company has no items of other comprehensive income for the current year or preceding financial period. Therefore no separate statement of other comprehensive income has been presented.

The following are the company's key sources of estimation uncertainty:

ROC Recycle Estimate

The company establishes accrued income in respect of the ROC recycle based on production for the period and applying externally available best estimates for the expected ROC recycle price for the period which is outstanding. Any difference between the estimate and the actual ROC recycle price is taken as revenue in the period in which the ROC recycle price is confirmed.

The following principal accounting policies have been applied:

2.2 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, required under Section 7 of FRS 102 and para 3.17(d), on the basis that it is a small company; and
- from disclosing the Company's key management personnel compensation as required by FRS 102 para 33.7.

- from disclosing related party transactions that are wholly owned within the same group under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 30th June 2020 it was a wholly owned subsidiary.

2. ACCOUNTING POLICIES - continued

2.3 Going concern

The financial statements have been prepared on the going concern basis as the parent undertaking has confirmed that it will meet the liabilities of the Company as and when they fall due, for a minimum of twelve months from the date of issuing these financial statements. The directors have assessed that such support will be available should it be required. Factors supporting the assessment are as follows:

- The Group owns 26 solar PV plants which are generating cashflows throughout the year;
- All 26 solar PV plants have Renewable Obligation Certificate (ROC) accreditation, which is a 20-year government subsidy administered by the Office of Gas and Electricity Markets (OFGEM) which guarantees a stream of revenue as long as the plants are generating electricity, at a price to be determined based on demand;
- The Group's cashflow forecasts have utilised forward pricing curves and the directors have applied sensitivities and considered liabilities due over the next 12 months. Even under sensitivities that apply a significant discount to pricing of PPA and ROC income, cashflows remain positive with significant headroom.

The Directors have considered the COVID-19 pandemic and its effect on the Group's cashflows, and assessed that it will not adversely affect cashflows to the extent that the Group is not a going concern and therefore that the Group can provide support to the Company should such support be required.

2.4 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.

Revenue is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.5 Tangible assets

Tangible assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of tangible assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

- | | |
|------------------------------|--------------------------------|
| Long-term leasehold property | - over the period of the lease |
| Plant and machinery | - 4% and 10% straight line |

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of income and retained earnings.

2. ACCOUNTING POLICIES - continued

2.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.8 Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

2.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from proceeds.

2.10 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of income and retained earnings.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

2. ACCOUNTING POLICIES - continued

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.11 Operating leases

Rentals under operating leases are charged to the Statement of income and retained earnings on a straight line basis over the lease term.

2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.13 Finance costs

Finance costs are charged to the Statement of income and retained earnings over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.14 Interest income

Interest income is recognised in the Statement of income and retained earnings using the effective interest method.

2.15 Borrowing costs

All borrowing costs are recognised in the Statement of income and retained earnings in the year in which they are incurred.

2.16 Contingent liabilities

Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

2.17 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of income and retained earnings, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current taxation

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

Notes to the Financial Statements - continued
for the Year Ended 30th June 2020

2. **ACCOUNTING POLICIES - continued**

Deferred tax

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the reporting end date, except that:

The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and

Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the reporting end date.

3. **EMPLOYEES AND DIRECTORS' REMUNERATION**

The company had no employees during the year. The directors did not receive any remuneration (year ended 30th June 2019 - £nil).

4. **TANGIBLE FIXED ASSETS**

	Land and buildings £	Plant and machinery etc £	Totals £
COST			
At 1st July 2019	146,282	4,502,863	4,649,145
Additions	-	1,800	1,800
At 30th June 2020	146,282	4,504,663	4,650,945
DEPRECIATION			
At 1st July 2019	19,486	597,249	616,735
Charge for year	5,850	180,269	186,119
At 30th June 2020	25,336	777,518	802,854
NET BOOK VALUE			
At 30th June 2020	120,946	3,727,145	3,848,091
At 30th June 2019	126,796	3,905,614	4,032,410

5. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	30/6/20 £	30/6/19 £
Trade debtors	63,215	27,057
Prepayments and accrued income	230,203	246,508
	293,418	273,565