

# **MILLENNIUM WIND ENERGY LIMITED**

## **ANNUAL REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2022**

**Company number  
SC254420**



# MILLENNIUM WIND ENERGY LIMITED

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Year ended 31 December 2022

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# MILLENNIUM WIND ENERGY LIMITED

## STRATEGIC REPORT

Year ended 31 December 2022

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### Business Review

The Company is incorporated in the UK as a limited company and its registered office and principal place of business is located at Beaulay House, Dochfour Business Centre, Dochgarroch, Inverness, IV3 8GY.

The principal activity of the Company is the generation of renewable energy through the operation of the 65.0 MW Millennium wind farm, located to the south west of Inverness, Scotland. The wind farm has been operating and generating electricity according to long-term expectations and the directors expect the Company to continue to operate the wind farm profitably in the future.

The principal Key Performance Indicator ("KPIs") for the Company is turnover. Turnover in the Company is predominantly affected by turbine availability, wind resource and electricity price. During the year, turnover increased by £25,045,000 (2021: increase of £1,444,000) as a result of high market prices and high curtailments despite lower wind volume than the previous year. Additional KPIs are disclosed in the financial statements of the Company's intermediate parent undertaking, Renantis S.p.A. which can be obtained from via Alberto Falck 4-16, 20099 Sesto San Giovanni, Italy.

The results of the Company are set out on page 11 and show a profit on ordinary activities before taxation of £33,620,000 (2021: profit of £9,585,000) and profit on ordinary activities after taxation of £27,237,000 (2021: profit of £6,270,000).

At year end the Company had total assets of £54,415,000 (2021: £56,748,000) and total liabilities of £30,820,000 (2021: £37,590,000).

### Principal risks and uncertainties

The principal risks and uncertainties facing the Company are broadly grouped as follows:

#### *Market price risk*

The Company sells electricity using mainly medium term contracts and is subject to the risk of lower than expected market prices in the medium term. Market prices are monitored on an ongoing basis and the most beneficial sale prices and contract duration periods are negotiated using available information from time to time.

#### *Weather*

The Company's ability to generate electricity is dependent on the availability of wind. The Company obtains reports of wind availability from world class experts in this field and uses these reports for its business forecasts using a 50% probability factor, corrected for actual wind data for those plants which have been operating for at least five years. These reports are based on historical wind data and projected future forecasted energy production, taking into consideration technical characteristics of selected wind turbines. The wind risk is further mitigated by the banks generally considering even more prudent probability factors to determine their lending strategy to the projects.

#### *Turbine availability*

The performance of the Company is dependent on effective mechanical operation and maintenance of the turbines. A risk could be posed to the Company in the event that turbines do not operate correctly during periods of normal operational wind speeds due to mechanical breakdown as a consequence of a lack of maintenance. In order to mitigate this risk, the Company has entered into long-term contracts with the turbine suppliers which include contractual obligations regarding availability thresholds to ensure the assets operate to an agreed performance level, including financial penalties if these levels are not met.

On behalf of the Board



R S Dibley  
Director  
29 March 2023

# MILLENNIUM WIND ENERGY LIMITED

## DIRECTORS' REPORT

Year ended 31 December 2022

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Registered No. SC254420

The Directors present their annual report for the year ended 31 December 2022.

### Dividends

The Company declared and paid a dividend of £22,800,000 during the year (2021: £3,700,000).

### Business performance and future developments

The future objective of the business is to maximise the returns generated from the assets.

On 24 February 2022, Green Bidco S.p.A, a company controlled by IIF Int'l Holding LP, completed the purchase of a controlling stake in Renantis S.p.A. (formerly Falck Renewables S.p.A) which was the parent undertaking of the company.

On 22 December 2022, Italian SubHoldCo S.p.A., a subsidiary of Renantis S.p.A., acquired the entire share capital of the company.

In December 2022, Renantis SpA, which indirectly owns the 100% of the shares of the Company, negotiated with a pool of lenders a senior portfolio financing aimed at, inter alia, refinancing the existing project finance facilities of some of the operating companies of the Group, including the existing indebtedness of the Company.

In the context of the senior portfolio financing, Renantis SpA has also implemented a structural reorganisation of the Group, involving 40 companies which have been either transferred or contributed under the control of Italian SubHoldCo SpA, a newly established intermediate holding company, which acted as borrower of the new financing.

Italian SubHoldCo SpA used the proceeds of the senior portfolio financing to implement a series of intragroup financing, including a financing to the Company.

### Events since the balance sheet date

We have not noted any post balance sheet events.

### Donations

The Company made a donation of £137,000, (2021: £124,000) to a local community foundation for the benefit of the local residents. The contributions are used for local community projects at the discretion of the foundation.

### Directors of the Company

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

D Picton-Turbervill

R S Dibley

P P Adam

M A Nagle

(resigned 13 February 2023)

L P Houbert

(resigned 13 February 2023)

M J Scarsella

(resigned 11 January 2023)

S Sneha

(resigned 13 February 2023)

### Directors' liabilities

Renantis S.p.A, the holding company of Italian SubHoldCo S.p.A. Group, maintains directors' and officers' liability insurance with a third party which gives appropriate coverage, at certain terms and conditions, for losses/liabilities arising from claims made against the Company's directors.

### Financial instruments

The Company finances its activities with a combination of bank loans, loans from its parent companies, cash and short term deposits. Other financial assets and liabilities, such as trade debtors and trade creditors, arise directly from the Company's operating activities. The Company also entered during the year into derivative transactions, including principally interest rate swaps. The purpose was to manage the interest rate risks arising from the Company's operations and its sources of finance.

## MILLENNIUM WIND ENERGY LIMITED

### DIRECTORS' REPORT (continued)

Year ended 31 December 2022

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#### Financial instruments (continued)

Financial Instruments give rise to interest rate, credit, price and liquidity risk. Information on how these risks arise is set out below, as are the objectives, policies and processes for their management and the methods used to measure each risk. An analysis of fair values of financial instruments and further details as to how they are measured are provided in the notes (Note 13).

##### *Use of derivatives*

The Company used interest rate swaps to adjust interest rate exposures in order to guarantee fixed interest payments where payments are variable and hence exposed to interest rate movements. Hedge accounting is used when certain criteria is met as explained in the accounting policy note on page 20.

##### *Market interest rate risk*

The Company is financed, as of 31 December 2022, by intercompany parties. These loans carry interest at market related rates, resulting in market interest rate risk. These risks are evaluated on an ongoing basis. The Company has in place a risk management programme that seeks to limit adverse effects on the financial performance by monitoring levels of debt finance and the related finance costs. In order to ensure the stability of cash outflows, the Company has taken out loans which are repayable over terms of at least 10 years.

##### *Credit risks*

The Company sells electricity under the terms of a power purchase agreement. The contract is dependent on the buyer being able to honour its responsibilities. This risk is regarded as low as the buyer is a well-established major electricity supply company with good credit ratings.

##### *Liquidity risk*

As mentioned under market interest rate risk, the Company is fully financed by loans from its parent companies. The risk of the parent companies discontinuing the provision of financing is regarded as low.

##### *Price risk*

The Company is exposed to price risk on revenues from sales of energy, excluded the ROCs component. Prices are monitored by the Company over the year.

#### Going concern

The Company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its financial instruments and derivative activities, and its exposures to liquidity, price, credit and weather risk are described in the Strategic Report and the Directors' Report on pages 3 and 4.

Having reviewed cash flow forecasts for a period including the next 12 months from the date of the signing of the Auditor's Report of the Financial Statements the directors believe that the Company has sufficient resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

#### Directors' statement as to the disclosure of information to auditors

In the case of each director in office at the date the directors' report is approved:

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

#### Independent auditor

A.C.T. Audit Limited ("ACT") has indicated its willingness to continue as the company's external auditor. A resolution to appoint the auditors will be discussed at a Board Meeting proposing the reappointment of ACT was approved at a Board Meeting.

## MILLENNIUM WIND ENERGY LIMITED

### DIRECTORS' REPORT (continued)

Year ended 31 December 2022

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#### Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 101 "Reduced Disclosure Framework", and applicable law).

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

The directors are 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 are also 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board



R S Dibley  
Director  
29 March 2023

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MILLENNIUM WIND ENERGY LIMITED**

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

#### **Opinion**

We have audited the financial statements of Millennium Wind Energy Limited ('the company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in equity and the Notes to the Financial Statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 Reduced Disclosure Framework (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 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 Auditor's 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**

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. 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.

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

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement. 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### **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 Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 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.

### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities, 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 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

### **The extent to which the audit was considered capable of detecting irregularities including fraud**

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the renewables energy sector;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including the Companies Act 2006, taxation legislation and data protection, anti-bribery, employment, environmental (including Waste Electrical and Electronic Equipment recycling (WEEE) Regulations 2013) and health and safety legislation;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and



- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in the note below were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence with HMRC, relevant regulators including the Health and Safety Executive, and the company's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**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 an auditor's report and for no other purpose. To the fullest extent permitted by the 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

**ACT AUDIT LIMITED**

Francesco Lepri (Senior Statutory Auditor)  
for and on behalf of A.C.T. Audit Limited  
Chartered Accountants and Statutory Auditors  
London  
30 March 2023

**MILLENNIUM WIND ENERGY LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**Year ended 31 December 2022**

	<b>Note</b>	<b>2022 £'000</b>	<b>2021 £'000</b>
Turnover		44,571	19,526
Operating expenses	3	(10,241)	(8,911)
<b>Operating profit</b>		<b>34,330</b>	<b>10,615</b>
Interest receivable and similar income	4	545	1
Interest payable and similar cost	4	(1,255)	(1,031)
<b>Profit on ordinary activities before taxation</b>		<b>33,620</b>	<b>9,585</b>
Tax on ordinary activities	5	(6,383)	(3,315)
<b>Profit on ordinary activities after taxation</b>		<b>27,237</b>	<b>6,270</b>
<b>Other comprehensive income</b>			
<b>Items that may be reclassified to profit or loss</b>			
Cash flow hedges:			
Gains arising during the year		-	439
Tax on items related to components of other comprehensive income		-	(83)
<b>Other comprehensive income for the year net of tax</b>		<b>-</b>	<b>356</b>
<b>Total comprehensive income for the year</b>		<b>27,237</b>	<b>6,626</b>

All profits and losses arise as a result of continuing operations.


The notes on pages 14 to 32 form an integral part of these financial statements.

**MILLENNIUM WIND ENERGY LIMITED****BALANCE SHEET****As at 31 December 2022**

	<b>Note</b>	<b>2022 £'000</b>	<b>2021 £'000</b>
<b>Non-current assets</b>			
Tangible assets	6	33,462	36,988
Right-of-use assets	7	7,761	7,353
Trade and other debtors	8	11	979
		<u>41,234</u>	<u>45,320</u>
<b>Current assets</b>			
Trade and other debtors	8	9,078	7,429
Cash at bank and in hand	9	4,103	3,999
		<u>13,181</u>	<u>11,428</u>
<b>Total assets</b>		<u>54,415</u>	<u>56,748</u>
<b>Equity</b>			
Share capital	10	-	-
Retained earnings		23,595	19,158
<b>Total equity</b>		<u>23,595</u>	<u>19,158</u>
<b>Non-current liabilities</b>			
Loans	11	9,086	11,700
Deferred tax liabilities	13	6,100	6,501
Derivative financial instruments	12	-	28
Provision for liabilities and charges	14	3,386	3,711
Trade and other creditors	15	-	230
Lease liabilities	7	8,681	8,207
		<u>27,253</u>	<u>30,377</u>
<b>Current liabilities</b>			
Loans	11	-	4,437
Trade and other creditors	15	2,802	2,247
Lease liabilities	7	765	529
		<u>3,567</u>	<u>7,213</u>
<b>Total liabilities</b>		<u>30,820</u>	<u>37,590</u>
<b>Total equity and liabilities</b>		<u>54,415</u>	<u>56,748</u>

The notes on pages 14 to 32 form an integral part of these financial statements.

The financial statements of Millennium Wind Energy Limited were approved by the Board of Directors on 29 March 2023 and were signed on its behalf by

R S Dibley   
Director

**MILLENNIUM WIND ENERGY LIMITED****STATEMENT OF CHANGES IN EQUITY****Year ended 31 December 2022**

	<b>Share capital £'000</b>	<b>Other reserves £'000</b>	<b>Retained earnings £'000</b>	<b>Total equity £'000</b>
<b>At 1 January 2021</b>	-	(356)	16,588	16,232
Profit on ordinary activities after taxation	-	-	6,270	6,270
Other comprehensive income	-	356	-	356
<b>Total comprehensive income for the year</b>	-	356	6,270	6,626
Transactions with owners in their capacity as owners:				
Dividends (Note 17)	-	-	(3,700)	(3,700)
<b>At 31 December 2021</b>	-	-	19,158	19,158
Profit on ordinary activities after taxation	-	-	27,237	27,237
<b>Total comprehensive income for the year</b>	-	-	27,237	27,237
Transactions with owners in their capacity as owners:				
Dividends (Note 17)	-	-	(22,800)	(22,800)
<b>At 31 December 2022</b>	-	-	23,595	23,595

Other reserves relate to the cash flow hedge.

The notes on pages 14 to 32 form an integral part of these financial statements.

# MILLENNIUM WIND ENERGY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2022

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### 1 General information

Millennium Wind Energy Limited's ("the Company") principal activity is the generation of renewable energy through the development, construction and operation of the 65 MW Millennium wind farm, located South-West of Inverness, Scotland.

The Company is a private limited company incorporated and domiciled in Scotland, UK. The Company is limited by shares and the address of its registered office is Beaul House, Dochfour Business Centre, Dochgarroch, Inverness, IV3 8GY.

### 2 Accounting policies

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

#### (a) Basis of preparation

The financial statements of Millennium Wind Energy Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of derivative financial assets and financial liabilities measured at fair value through profit or loss, and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its 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 2(r).

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial instruments: Disclosures'.
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10d) (statement of cash flows);
  - 16 (statement of compliance with all IFRS);
  - 38A (requirement for minimum of two primary statements, including cash flow statements);
  - 38B– D (additional comparative information);
  - 111 (statement of cash flows information); and
  - 134– 136 (capital management disclosures).
- IAS 7, 'Statement of cash flows'.
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).

The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers.

The Company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where otherwise indicated.

#### (b) New standards, amendments, IFRIC interpretations and new relevant disclosure requirements

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are mandatory for 31 December 2022 reporting periods. These standards, amendments or interpretations do not have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

## MILLENNIUM WIND ENERGY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

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## 2 Accounting policies (continued)

### (c) Going concern

The Company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its financial instruments and derivative activities, and its exposures to liquidity, price, credit and weather risk are described in the Strategic Report and Directors' Report on pages 3 and 5.

Having reviewed cash flow forecasts for a period including the next 12 months from the date of the signing of the Auditor's Report of the Financial Statements the directors believe that the Company has sufficient resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

### (d) Foreign currency translation

Transactions in foreign currencies are translated into the functional currency, Sterling, using the exchange rates prevailing at the dates of the individual transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the exchange rate ruling at the balance sheet date are recognised in profit or loss. Non-monetary assets and liabilities that are not carried at fair value are not subsequently restated and are carried at the rate of exchange at the date they are acquired.

### (e) Turnover

Revenue from contracts with national energy suppliers is recognised when the electricity is transferred to the customer at an amount that reflects the consideration the Company expects to be entitled in exchange for the electricity, as described below:

#### - *Income from the sale of Electrical Energy*

The Company sells electricity under the terms of power purchase agreements ("PPAs"). Under such arrangements revenue is recognised according to contractual prices per unit of output multiplied by the actual power output delivered to the customer in the period.

A Renewable Obligation Certificate ("ROC") is a green certificate issued to accredited generators for eligible renewable electricity. One ROC is issued for each megawatt hour of eligible renewable electricity generated. Income from the sale of ROCs is recognised at the point of sale of the associated electricity at contractually agreed amounts. Income due to the Company from the operation of the ROCs recycling scheme is estimated on the basis of market data. Please refer to note 2(r) for further description of the ROCs recycling revenue estimate.

Income from the sale of electrical energy is recognised net of VAT and other sales taxes.

#### - *Income from curtailment*

Revenue from curtailment is received when the network has a surplus of electricity being generated. National Grid opt to curtail wind farms and pay the company for this.

#### - *Other operating income*

Liquidated damages due from turbine suppliers, in respect of late commissioning of wind farm assets and failure to achieve availability thresholds as set out in asset supply contracts, are included in other income.

The company operates within one geographical market: the United Kingdom.

### (f) Interest receivable and payable

Interest payable is recognised on a time-proportion basis using the effective interest rate method and expensed in profit or loss.

Interest receivable is recognised on a time-proportion basis using the effective interest method.

## MILLENNIUM WIND ENERGY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

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## 2 Accounting policies (continued)

### (g) Tangible assets

Plant and equipment are principally wind farms comprising, inter alia, wind turbines and the balance of plant, including substations, and are stated at acquisition cost, net of accumulated depreciation (see below) and impairment losses. Costs include amounts payable to third party contractors for the construction of wind farms and other costs that are directly attributable to bringing assets into working condition for their intended use. The cost also includes, where relevant,

- (i) the initial estimate at the time of installation of the costs of dismantling and removing the wind farm and of restoring the site on which it is located to its original condition and;
- (ii) changes in the measurement of existing liabilities recognised for those costs during the period of use resulting from changes in the timing or outflow of resources required to settle the obligation or from changes in the discount rate.

Costs related to assets under construction are capitalised where, in the opinion of the Directors, the related project is highly likely to be successfully developed and the economic benefits arising from future operations will exceed the amount of capitalised expenditure incurred to date and the cost can be measured reliably. Costs incurred prior to meeting the criteria for capitalisation are recorded as an expense within operating costs in profit or loss.

Loan costs which are directly attributable to assets under construction and which meet the criteria in IAS23 are capitalised as part of the cost of those assets. Capitalisation ceases when the asset is fully operational.

Depreciation is provided on all tangible assets (except assets under construction which are not depreciated), at rates calculated to write off the cost, less estimated residual value, on a straight line basis over their expected useful lives. Depreciation is calculated on a straight line basis over the shorter of the lease term and the estimated useful lives of the assets. The estimated useful lives are as follows:

- Plant and machinery: 23 years

Depreciation commences when the asset is ready for its intended use. The residual values, if not insignificant, and remaining useful lives are reassessed at each balance sheet date. When parts of an item of tangible assets have different useful lives, those components are accounted for as separate items of tangible assets. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing the proceeds received with the carrying amount and are recognised within Other income / (expenditure) net in profit or loss.

If not representing an embedded derivative which needs to be separately accounted from the host contract, the Company capitalises variable pricing at their fair value on initial recognition and recognises any subsequent changes in contingent consideration as adjustment of historical cost of plant and equipment.

Plant and machinery are reviewed for impairment at least once a year and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of nonfinancial assets are reviewed for possible reversal at each reporting date.



## MILLENNIUM WIND ENERGY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

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## 2 Accounting policies (continued)

### (h) Leases

The Company assesses at contract inception whether a contract is, or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### *Company as a lessee*

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### *-Right-of-use assets*

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. For the right-of-use assets held by the Company, the shorter of the two terms is the estimated useful life of 23 years.

#### *-Lease liabilities*

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

#### *Summary*

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

## MILLENNIUM WIND ENERGY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

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## 2 Accounting policies (continued)

### (i) Trade and other debtors

Trade receivables are amounts due from customers for the sale of Electrical energy in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognised at fair value. The company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The amount of the loss is recognised in profit or loss within operating expenses. Subsequent recoveries of amounts previously written off are credited against operating expenses in profit or loss.

### (j) Cash at bank and in hand

Cash at bank and in hand includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within loans in current liabilities on the balance sheet where no right of set off exists.

### (k) Trade creditors

Trade creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## (l) Financial instruments and hedging activities

### i) Financial assets

#### Initial recognition and measurement

The company classifies its financial assets in the following categories:

- Amortised cost.
- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

The classification depends on the purpose for which the financial assets were acquired i.e. the entity's business model for managing the financial assets and/or the contractual cash flow characteristics of the financial asset.

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

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at FVPL are expensed in profit or loss. The Company's financial assets include cash and short-term deposits, trade and other receivables, loan notes, quoted and unquoted financial instruments, and derivative financial instruments.

### ii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### iii) Financial assets at fair value through profit or loss

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

An analysis of fair values of financial instruments and further details as to how they are measured are provided in the notes. analysis of fair values of financial instruments and further details as to how they are measured are provided in the notes (Note 13).

## MILLENNIUM WIND ENERGY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

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## 2 Accounting policies (continued)

### (I) Financial instruments and hedging activities (continued)

#### (iv) Loss of value

IFRS 9 requires the Company to record expected credit losses in its portfolio, loans and trade receivables referring to a period of either 12 months or the entire duration of the instrument's contract (e.g. lifetime expected loss). The Company applies the simplified approach, recognising expected credit loss on all receivables based on their residual contractual duration. The Company has calculated that its credit risk is generally very low, both in terms of trade clients (mainly electricity service providers or high standing utilities) and financial clients (leading banks).

#### Hedging activities

The Company uses derivative financial instruments such as interest rate swaps to hedge its risks associated with interest rate fluctuations. Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of interest rate swap contracts is determined by reference to market values for similar instruments.

For those derivatives designated as hedges and for which hedge accounting is desired, the hedging relationship is formally designated and documented at its inception. This documentation identifies the risk management objective and strategy for undertaking the hedge, the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how effectiveness will be measured throughout its duration. Such hedges are expected at inception to be highly effective in offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the reporting period for which they were designated.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedge: a hedge of the exposure to changes in fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or firm commitment, that is attributable to a particular risk and could affect profit or loss;
- cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction;
- hedge of a net investment in a foreign operation.

Any gains or losses arising from changes in the fair value of derivatives that do not qualify for hedge accounting are taken to profit or loss. Any gains or losses from derivatives that do qualify for hedging accounting are recognised in equity.

Following the financial crisis, the reform and replacement of benchmark interest rates such as GBP LIBOR and other inter-bank offered rates ('IBORs') has become a priority for global regulators. There remains some uncertainty around the timing and precise nature of these changes. At the time of reporting, industry working groups are reviewing methodologies for calculating adjustments between GBP LIBOR and SONIA. The Working Group on Sterling and Risk-Free Reference Rates has stated that it anticipates that a term SONIA reference rate could be developed in the first quarter of 2021. Risks arising from the transition relate principally to the potential impact of rate differences if the debt and related hedging swaps do not transition to the new benchmark interest rate at the same time and/or the rates move by different amounts. This could result in hedge ineffectiveness and a net cash expense to the Company as a result of IBOR transition in the future.

#### (m) Loans and loan costs

All loans are initially recognised at the fair value of the consideration received net of issue costs associated with the loan. Loans are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value and other loan costs is recognised in profit or loss over the period of the loans using the effective interest method.

Loan costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other loan costs are expensed.

Loans are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months from the balance sheet date.

## **MILLENNIUM WIND ENERGY LIMITED**

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

**Year ended 31 December 2022**

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## **2 Accounting policies (continued)**

### **(n) Income Taxes**

Income tax on the result for the year comprises current and deferred tax. Income tax is recognised in the Company's profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are only recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

### **(o) Share capital and other reserves**

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

### **(p) Provisions**

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Provisions are not recognised for future operating losses.

Where contractually obliged, the Company creates provisions for the decommissioning of wind turbines from wind farms and environmental restoration. The decommissioning and restoration provisions reflect the present value, at the balance sheet date, of the estimated cost. The provisions are reviewed at each balance sheet date and are adjusted to reflect the present value of the expense expected to be realised for the settlement of the liability.

The future cost is recognised as an increase in the acquisition value of wind turbines. The depreciation expense of capitalised decommissioning and restoration costs are included in profit or loss together with the depreciation charge on wind farm assets. Any change in estimation in the estimated cost or the discount rate are added or deducted from the tangible asset's cost. The discounting effect on the provision is recorded in profit or loss as a finance cost.

### **(q) Dividend distribution**

Dividend distribution to the company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the company's shareholders.

## MILLENNIUM WIND ENERGY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

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## 2 Accounting policies (continued)

### (r) Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Critical accounting estimates and assumptions

The Company 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 within the next financial year are discussed below.

##### *Property plant and equipment*

The Company estimates the useful lives and residual value of wind farm assets and other tangible assets and reviews these estimates at each financial period end. The Company also tests for impairment at least once a year and when a trigger event occurs. See note 7 for the carrying amount of the property plant and equipment and note 2(g) for the useful economic lives for each class of assets.

##### *Estimation of decommissioning costs*

The Company estimates, at the time of construction, the likely cost of removing wind farm equipment and making good the damage to the site where a contractual decommissioning and restoration obligation exists. The estimated costs of decommissioning and subsequent site restoration are reviewed periodically and a provision is made for the estimated decommissioning cost at the balance sheet date. The provision reflects the present value (based on an appropriate discount rate), £3,141,000 (2021: £3,466,000) at the balance sheet date of the costs of decommissioning the wind farm at the end of its useful life. An increase of 5% on estimated decommissioning costs would increase the decommissioning provision by £157,000. A decrease of 5% on estimated decommissioning costs would decrease the decommissioning provision by £157,000.

##### *Recognition of ROCs recycling*

Revenue includes management's estimate of the recycled benefit to be received in relation to the ROCs generated during the year. Income from recycled benefit is variable and dependent on a number of factors including the UK's electricity demand and the targeted as well as actual level of renewable energy generated in the UK. ROCs recycling revenue is estimated on the basis of market data. The market reports have a wide and uncertain range of estimated prices. The accrued income for ROC recycle was recognised with the assumption of £6.37 per ROC (2021: £4.06). A ROC value of £756,000 was recorded in the year (2021: £337,000). An increase of £2 per ROC would increase the accrual by £237,000 whereas a decrease of £2 per ROC would decrease the accrual by £237,000.

#### Critical judgements in applying the Company's accounting policies

There are no critical judgements that have been made in applying the company's accounting policies that have had a material impact on the financial statements.

**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022****3 Operating Expenses**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Variable Lease expense and council tax	1,637	578
Depreciation	3,893	3,716
Maintenance	2,022	1,401
Grid connection	1,941	2,072
Other	748	1,084
Other provision (Note 14)	-	60
	<b>10,241</b>	<b>8,911</b>

The company accrued £5,700 (2021: £16,000) to its auditors in respect of the audit of the financial statements.

No remuneration was paid to the directors for services to the Company (2021: £nil).

There are no employees in the Company and therefore no employee costs (2021: £nil).

The other amount includes intercompany costs of £167,000 from Renantis UK Limited that were incurred during the year (2021: £159,000).

**4 Net interest and similar costs**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
<b>Interest payable</b>		
Bank fees and other charges	(103)	(73)
On loans from related parties	(15)	-
Bank loans	(755)	(592)
Other costs	(39)	(41)
Interest cost on lease liabilities	(343)	(325)
Total interest payable and similar costs	<b>(1,255)</b>	<b>(1,031)</b>
<b>Interest receivable</b>		
Other interest income	486	1
Bank interest receivable	59	-
Total interest receivable and similar income	<b>545</b>	<b>1</b>
Net interest and similar costs	<b>(710)</b>	<b>(1,030)</b>

**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022****5 Tax on ordinary activities**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Current tax charge - current year	(6,784)	(2,157)
Current tax charge - prior year	(114)	(13)
Deferred tax credit/(charge) (Note 13)	515	(1,145)
	<u>(6,383)</u>	<u>(3,315)</u>

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the standard rate of corporation tax in the UK applicable to profits of the Company as follows:

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Profit on ordinary activities before taxation	<u>33,620</u>	<u>9,585</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2021– 19.00%)	(6,388)	(1,821)
Expenses not deductible for tax purposes	(6)	(29)
Adjustments in respect of prior periods	2	-
Change in deferred tax rate	9	(1,452)
Other differences	-	(13)
	<u>(6,383)</u>	<u>(3,315)</u>

Please refer to note 13 (deferred tax liabilities note) for details regarding the changes in deferred tax rates.

**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022****6 Tangible assets**

	<b>Plant and machinery £'000</b>
<b>Cost</b>	
At 1 January 2021	82,173
Disposal	(100)
Additions	11
At 31 December 2021	82,084
Disposal	(360)
Additions	16
At 31 December 2022	81,740
<b>Accumulated depreciation</b>	
At 1 January 2021	42,021
Charge	3,075
At 31 December 2021	45,096
Charge	3,182
At 31 December 2022	48,278
<b>Net book amount</b>	
At 31 December 2022	33,462
At 31 December 2021	36,988



**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022****7 Right-of-use assets & lease liabilities**

	<b>Land £'000</b>
At 1 January 2021	7,627
Additions	367
Depreciation expense	(641)
	<hr/>
At 31 December 2021	7,353
Additions	1,119
Depreciation expense	(711)
	<hr/>
At 31 December 2022	<u>7,761</u>

Set out below are the carrying amounts of lease liabilities (included under Lease liabilities) and the movements during the year.

	<b>Lease liabilities £'000</b>
At 1 January 2021	8,584
Accretion of interest	325
Inflation	367
Payments	(539)
	<hr/>
At 31 December 2021	8,737
Accretion of interest	343
Inflation	1,119
Payments	(753)
	<hr/>
At 31 December 2022	<u>9,446</u>

Analysis of lease liabilities amounts due by contractual maturity:

	<b>2022 £'000</b>	<b>2021 £'000</b>
Not later than one year	1,105	848
Between 1 and 5 years	4,367	3,722
Later than 5 years	5,986	6,235
	<hr/>	<hr/>
	<u>11,458</u>	<u>10,805</u>

The variable rent expense related to the operating leases for the year was £972,000 (2021: £139,000).

# MILLENNIUM WIND ENERGY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

### 8 Trade and other debtors

	2022 £'000	2021 £'000
<b>Non-current</b>		
Amounts due from related parties (Note 16)	11	979
<b>Current</b>		
Trade debtors	772	345
Accrued income and prepayments	664	423
Corporation tax	511	273
Amounts due from related parties (Note 16)	7,131	6,388
	<u>9,078</u>	<u>7,429</u>

Amounts due from related parties have no fixed terms of repayment and do not bear interest.

Amounts due from related parties are mainly composed of group tax relief £NIL (2021: £979,000) and trade receivables for the sale of electricity £7,116,000 (2021: £6,388,000).

In 2020 the Company entered into a Power Purchase Agreement with a group dispatching company, Falck Renewables Srl UK branch. Since November 2020, it has sold its electricity to this new trading entity.

### 9 Cash at bank and in hand

	2022 £'000	2021 £'000
Cash at bank and in hand	<u>4,103</u>	<u>3,999</u>

### 10 Share capital

	2022 Number	2021 Number	2022 £'000	2021 £'000
<b>Authorised</b>				
Ordinary shares with a par value of £1	1,000	1,000	1	1
	<u>1,000</u>	<u>1,000</u>	<u>1</u>	<u>1</u>

All issued shares are fully paid.

	2022 Number	2021 Number	2022 £'000	2021 £'000
<b>Issued</b>				
Ordinary shares with a par value of £1	100	100	-	-
	<u>100</u>	<u>100</u>	<u>-</u>	<u>-</u>

# MILLENNIUM WIND ENERGY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

### 11 Loans

	2022 £'000	2021 £'000
<b>Non-current</b>		
Bank loans	-	11,700
Amounts due to related parties (Note 16)	9,086	-
	<u>9,086</u>	<u>11,700</u>
<b>Current</b>		
Bank loans	-	4,437
	-	<u>4,437</u>
<b>Total loans</b>	<u>9,086</u>	<u>16,137</u>

In December 2022, Renantis SpA, which indirectly owns the 100% of the shares of the Company, negotiated with a pool of lenders a senior portfolio financing aimed at, inter alia, refinancing the existing project finance facilities of some of the operating companies of the Group, including the existing indebtedness of the Company.

In the context of the senior portfolio financing, Renantis SpA has also implemented a structural reorganisation of the Group, involving 40 companies which have been either transferred or contributed under the control of Italian SubHoldCo SpA, a newly established intermediate holding company, which acted as borrower of the new financing.

Italian SubHoldCo SpA used the proceeds of the senior portfolio financing to implement a series of intragroup financing, including a financing to the Company.

The loan from related parties is denominated in sterling, unsecured and is repayable by 31 December 2032 with no fixed repayments. Interest is repayable half yearly and this loan bears interest in accordance with Group Transfer Pricing Policy which for the year ended 31 December was 6.48%. The loan is not subject to any financial covenant.

The amortised cost (carrying amount) and fair value of loans are as follows:

	Amortised cost		Fair value	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Bank loans	-	16,137	-	16,436
Amounts due to related parties (Note 16)	9,086	-	9,086	-
	<u>9,086</u>	<u>16,137</u>	<u>9,086</u>	<u>16,436</u>

The difference between Amortised cost and Fair Value is represented by transaction costs of £nil (2021: £298,000).

Analysis of financial liabilities (principal amounts: amounts due by contractual maturity):

	2022 £'000	2021 £'000
Not later than 1 year	-	4,528
Between 1 year and 5 years	-	11,070
Later than 5 years	9,086	838
<b>Balance at end of year</b>	<u>9,086</u>	<u>16,436</u>

**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022 .**

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**12 Derivative financial instruments**

	<b>2022</b> <b>£'000</b>	<b>2022</b> <b>£'000</b>	<b>2021</b> <b>£'000</b>	<b>2021</b> <b>£'000</b>
	<b>Assets</b>	<b>Liabilities</b>	<b>Assets</b>	<b>Liabilities</b>
<b>Non-current</b>				
Interest rate swaps	-	-	-	28
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at end of year	-	-	-	28
	<hr/>	<hr/>	<hr/>	<hr/>

The Company's Interest rate swaps were cancelled in December 2022.

The Company used derivatives to manage the risk associated with fluctuating interest rates on its long term loans. The derivatives held by the Company were for a period of 13 years expiring in 2034.

The Company met the requirements for hedge accounting for interest rate swaps with effect from 2016 . Changes in the fair value of interest rate swaps before hedge accounting was applied were recognised immediately in profit or loss within finance income/costs. Subsequent changes are recognised in equity and recycled to profit or loss in the period when the hedged item affects profit or loss. There was no ineffectiveness to be recorded in 2022.

**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022****13 Deferred tax liabilities**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The gross movement on the deferred income tax account is as follows:

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Beginning of year – liability	6,501	5,273
Profit or loss charge	(401)	1,145
Other reserves charge/(credit)	-	83
	<u>6,100</u>	<u>6,501</u>
End of year - liability		

The movement in deferred tax assets and liabilities during the year is as follows:

	<b>Accelerated capital allowances £'000</b>	<b>Fair value Gain/Losses £'000</b>
<b>Deferred tax liabilities</b>		
At 1 January 2021	5,368	
Charged to profit or loss	1,145	
	<u>6,513</u>	
At 31 December 2021		
Credited to profit or loss	(401)	
Transfer from deferred tax asset	(12)	
	<u>6,100</u>	
At 31 December 2022		
<b>Deferred tax asset</b>		
At 1 January 2021		95
Credited to other reserves		(83)
		<u>12</u>
At 31 December 2021		
Transfer to deferred tax liability		(12)
		<u>-</u>
At 31 December 2022		

The calculation of deferred tax balances at the year-end is at the UK main corporation tax rate of 25%, which was enacted on 24 May 2021. Deferred tax in both the current and prior year has been calculated using the tax rates that are expected to apply in the periods in which temporary differences reverse.

**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022****13 Deferred tax liabilities (continued)**

These deferred tax balances are represented by:

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Tangible asset	6,100	6,513
Derivatives	-	(12)
	<u>6,100</u>	<u>6,501</u>

**14 Provisions for liabilities and charges**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Balance at beginning of year	3,711	3,735
Provision reversed in the year	(358)	(99)
Discount unwinding	33	15
Other provision	-	60
	<u>3,386</u>	<u>3,711</u>

The decommissioning provision of £3,141,000 (2021: £3,466,000) comprises future obligations in relation to the decommissioning of plant and equipment at the end of its useful life in 2032, based on independent expert valuations. The decrease in the decommissioning provision is due to a change in the estimate of the long-term average annual inflation rate and the discount factor, and the valuation incorporating the updated estimate of dismantle costs and the associated cost to transport second-hand turbines.

The other provision in the year relates to a potential reimbursement to a customer for £245,000 (2021: £245,000) which is expected to be settled in the near future.

**15 Trade and other creditors**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
<b>Non-current</b>		
Amounts due to related parties (Note 16)	-	230
<b>Current</b>		
Trade creditors	1,525	973
Accrued expenses	-	66
VAT payable	1,155	703
Amounts due to related parties (Note 16)	122	505
	<u>2,802</u>	<u>2,247</u>

**MILLENNIUM WIND ENERGY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2022****16 Related party transactions**

During the year the Company entered into transactions, in the ordinary course of business, with related parties. Transactions entered into, and trading balances outstanding at 31 December with other related parties, are as follows:

		<b>2022</b>		<b>2021</b>	
		<b>Due from related party £'000</b>	<b>Due to related party £'000</b>	<b>Due from related party £'000</b>	<b>Due to related party £'000</b>
1. Parent Company	Trade	-	109	-	51
	Other	15	-	979	29
	Loans	-	9,086	-	-
2. Other shareholders	Trade	-	-	-	28
	Other	-	-	-	426
3. Other Group subsidiaries	Trade	7,116	-	6,388	-
	Other	-	13	-	201
<b>Total</b>		<b>7,131</b>	<b>9,208</b>	<b>7,367</b>	<b>735</b>

Other amounts due to and from related parties relate to group tax relief.

**17 Dividends**

	<b>2022 £'000</b>	<b>2021 £'000</b>
Equity dividends on ordinary shares	<b>22,800</b>	<b>3,700</b>

Equity dividends of £228,000 per share was declared and paid during the year (2021: £37,000).

## MILLENNIUM WIND ENERGY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2022

#### 18 Commitments

##### *Substation Access payment commitments*

The company accesses a substation at the site of the wind farm on an contractual arrangement. The amount expensed in 2022 was £139,000 (2021: £139,000).

	2022 £'000	2021 £'000
Not later than 1 year	153	153
Between 1 year and 5 years	611	611
Later than 5 years	1,070	1,223
Balance at end of year	<u>1,834</u>	<u>1,987</u>

#### 19 Ultimate parent undertaking and controlling party

The immediate parent undertaking is Italian SubHoldCo S.p.A.

The ultimate parent undertaking and controlling party at 31 December 2022 is IIF Int'l Holding LP, a company incorporated in Cayman Islands.

IIF Green SPV Srl is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2022. The consolidated financial statements of IIF Green SPV Srl are available from Corso Vercelli n. 40, 20145 Milano, Italy.

Renantis S.p.A. (formerly Falck Renewables S.p.A) is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Renantis S.p.A can be obtained from via Alberto Falck 4-16, 20099 Sesto San Giovanni, Italy.