

Tranche 2 Holdings Limited
Directors' Report and
Audited Consolidated Financial Statements For The Year Ended 31 December 2019



Tranche 2 Holdings Limited

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Tranche 2 Holdings Limited

Company Information For The Year Ended 31 December 2019

Directors:	J K Rhodes-Journeay S C Tetot
Registered office:	C/O Reg White Limited Beaufort Court Egg Farm Lane Kings Langley Hertfordshire WD4 8LR
Registered number:	07705453 (England and Wales)
Independent auditors:	Deloitte LLP Statutory Auditor 110 Queen Street Glasgow United Kingdom G1 3BX
Bankers:	HSBC 3 Rivergate Temple Quay Bristol BS1 6ER

Tranche 2 Holdings Limited

Directors' Report For The Year Ended 31 December 2019

The directors present their report with the financial statements of the Company and the Group for the year ended 31 December 2019.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Further information on the basis of preparation of these financial statements and the going concern assumption can be found in note 2.

Principal activity

The principal activity of the Group in the period under review was the operation of two wind farms with total capacity of 8.5MW. This is expected to continue to be the principal activity of the Group. Tranche 2 Holdings Limited serves as a holding company for the subsidiaries owning the wind farms.

Impact of COVID-19

Since the start of 2020 there has been an outbreak of COVID-19 (coronavirus) which has led to uncertainty in the market. The directors continue to follow advice given by the World Health Organisation and Public Health England to ensure that best practice measures are followed. To date there has not been a material impact on the Group's operations. The directors do not believe that there is a significant risk to the business as a result of the COVID-19 pandemic but will continue to monitor any future developments.

Dividends

The profit for the year after taxation was £165,817 (31 December 2018 : £300,314 profit).

The directors paid interim dividends in the year of £35,899 (31 December 2018: £nil).

The directors do not recommend the payment of a final dividend (31 December 2018: £nil).

Events since the end of the year

Information relating to events since the end of the year is given in the notes to the financial statements.

Directors

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

J K Rhodes-Journeay
S C Tetot

Tranche 2 Holdings Limited

Directors' Report For The Year Ended 31 December 2019

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

The impact of the COVID-19 pandemic on operations and going concern has been assessed by the directors. To date, there has not been a material impact on the Group's operations or supply chain. The directors expect a negative impact on power prices in the short term due to a reduction in demand for electricity and lower commodities prices, however this is not expected to be significant enough to cause any going concern issues due to there being no material impact on the fixed prices per MWh associated with the Renewable Obligation Certificate (ROC) buyout revenue stream. The directors will continue to closely monitor the situation and to take appropriate action if deemed necessary.

Further details regarding the adoption of the going concern basis can be found in note 2 of the Accounting Policies.

Risks and uncertainties

The Group is exposed to fluctuations in UK power prices. The Group seeks to manage the volatility in power prices by fixing prices at least six months in advance whenever possible.

The outbreak of COVID-19 is a very significant humanitarian and economic event facing many businesses. It has become clear that this will result in a significant economic slowdown, if not recession, in the months ahead. However, the directors believe that the impact of COVID-19 to the Group will be a temporary disruption and will ultimately pass. In the meantime, the business model has been stress tested to understand what the impact would be, with further details provided in the Going concern section of this annual report.

Directors' indemnities

The Group has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

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 Group'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 Group's auditors are aware of that information.

Auditors

The auditors, Deloitte LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

On behalf of the board:

DocuSigned by:

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S C Tetot - Director

Date: 05 August 2020

Tranche 2 Holdings Limited

Statement of Directors' Responsibilities For The Year Ended 31 December 2019

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 the Group and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 and the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Independent auditor's report to the members of
Tranche 2 Holdings Limited**

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Tranche 2 Holdings Limited (the 'parent company') and its subsidiaries (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2019 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity; and
- the related notes 1 to 16.

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).

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 group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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 group's or the parent 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.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our

Independent auditor's report to the members of Tranche 2 Holdings Limited

auditor's report 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 respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 group's and the parent 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 group or the parent 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

**Independent auditor's report to the members of
Tranche 2 Holdings Limited**

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

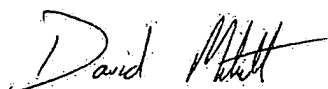
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

We have nothing to report in respect of these matters.

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 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.



David Mitchell (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Glasgow
UK
6 August 2020

Tranche 2 Holdings Limited**Consolidated Statement of Comprehensive Income
For The Year Ended 31 December 2019**

	Notes	2019 £	2018 £
Turnover	3	1,805,761	1,754,210
Cost of sales		(1,224,586)	(1,002,414)
Gross profit		581,175	751,796
Administrative expenses		(10,997)	(13,681)
Operating profit	5	570,178	738,115
Interest receivable and similar income		171	424
		570,349	738,539
Interest payable and similar expenses		(356,258)	(404,955)
Profit before taxation		214,091	333,584
Tax on profit		(48,274)	(33,270)
Profit for the financial year		165,817	300,314
Other comprehensive income		-	-
Total comprehensive income for the year		165,817	300,314
Profit attributable to: Owners of the parent		165,817	300,314
Total comprehensive income attributable to: Owners of the parent		165,817	300,314

The notes on pages 13 to 24 form part of these financial statements

Tranche 2 Holdings Limited (Registered number: 07705453)**Consolidated Balance Sheet
31 December 2019**

	Notes	2019 £	2018 £
Fixed assets			
Tangible fixed assets	7	7,501,770	8,171,381
Investments	8	-	-
		<u>7,501,770</u>	<u>8,171,381</u>
Current assets			
Debtors	9	1,122,630	1,197,821
Cash at bank		125,843	117,691
		<u>1,248,473</u>	<u>1,315,512</u>
Creditors			
Amounts falling due within one year	10	(8,314,677)	(9,184,169)
Net current liabilities		<u>(7,066,204)</u>	<u>(7,868,657)</u>
Total assets less current liabilities		435,566	302,724
Provisions for liabilities	12	<u>(175,848)</u>	<u>(172,924)</u>
Net assets		<u>259,718</u>	<u>129,800</u>
Capital and reserves			
Called up share capital		1	1
Retained earnings		259,717	129,799
		<u>259,718</u>	<u>129,800</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 05 August 2020 and were signed on its behalf by:

DocuSigned by:



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S C Tetot - Director


The notes on pages 13 to 24 form part of these financial statements

Tranche 2 Holdings Limited (Registered number: 07705453)**Company Balance Sheet
31 December 2019**

	Notes	2019 £	2018 £
Fixed assets			
Tangible fixed assets	7	-	-
Investments	8	2,000	2,000
		<u>2,000</u>	<u>2,000</u>
Current assets			
Debtors	9	1	1
Creditors			
Amounts falling due within one year	10	(2,000)	(2,000)
Net current liabilities		<u>(1,999)</u>	<u>(1,999)</u>
Total assets less current liabilities		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital		1	1
		<u>1</u>	<u>1</u>
Company's profit for the financial year		35,899	-

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 05 August 2020 and were signed on its behalf by:

DocuSigned by:

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 S C Tetot - Director

The notes on pages 13 to 24 form part of these financial statements

Tranche 2 Holdings Limited**Consolidated Statement of Changes in Equity
For The Year Ended 31 December 2019**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 January 2018	1	(170,515)	(170,514)
Changes in equity			
Total comprehensive income	-	300,314	300,314
Balance at 31 December 2018	1	129,799	129,800
Changes in equity			
Dividends	-	(35,899)	(35,899)
Total comprehensive income	-	165,817	165,817
Balance at 31 December 2019	1	259,717	259,718

The notes on pages 13 to 24 form part of these financial statements

Tranche 2 Holdings Limited**Company Statement of Changes in Equity
For The Year Ended 31 December 2019**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 January 2018	1	-	1
Changes in equity			
Balance at 31 December 2018	<u>1</u>	<u>-</u>	<u>1</u>
Changes in equity			
Dividends	-	(35,899)	(35,899)
Total comprehensive income	-	35,899	35,899
Balance at 31 December 2019	<u><u>1</u></u>	<u><u>-</u></u>	<u><u>1</u></u>

The notes on pages 13 to 24 form part of these financial statements

Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements For The Year Ended 31 December 2019

1. General information

Tranche 2 Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

2. Accounting policies

Basis of preparing the financial statements

The financial statements have been prepared in accordance with the applicable United Kingdom accounting standards, including Financial Reporting Standard 102 section 1A small entities - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The particular accounting policies adopted are described below and have been applied consistently throughout the current financial period.

Section 1A for small companies has been applied on the basis that the entity meets the criteria set out within the Companies Act. The directors believe the entity is part of an eligible group on the basis that the ultimate controlling party is not listed on any market.

The Company has taken advantage of the exemptions available to small entities under section 1A in relation to presentation of a cash flow statement and disclosures of net finance charge, current taxation, financial instruments, share capital and reserves.

The financial statements are prepared under the historical cost convention, except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

Going concern

The financial statements have been prepared on the basis the Group is a going concern, which the directors consider appropriate.

The directors have separately reviewed integrated forecasts for the Group, for the foreseeable future, which indicate that the Group will be able to meet its cash flow demands and liabilities as they fall due from cash flows from operations and existing working capital.

The impact of the COVID-19 pandemic on operations and going concern has been assessed by the directors. To date, there has not been a material impact on the Group's operations or supply chain. The directors expect a negative impact on power prices in the short term due to a reduction in demand for electricity and lower commodities prices, however this is not expected to be significant enough to cause any going concern issues due to there being no material impact on the fixed prices per MWh associated with the Renewable Obligation Certificate (ROC) buyout revenue stream. The directors will continue to closely monitor the situation and to take appropriate action if deemed necessary.

The directors have written confirmation that RI Income UK Holdings Limited intends to continue to financially support the Company and Group during the 12 months following the date the financial statements are signed.

Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements - continued For The Year Ended 31 December 2019

2. Accounting policies - continued

Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31st December each year. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Deferred taxation

Deferred tax assets are only recognised when management deem that it is highly probable that there will be sufficient taxable profits in future periods which can utilise the deferred tax asset.

Operating lease commitments

The classification of leases as operating or finance leases requires the Company to determine, based on evaluation of the terms and conditions of the arrangements, whether it acquires the significant risks and rewards of ownership of these assets and accordingly whether the lease requires recognition on the balance sheet.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Decommissioning provision

Liabilities for decommissioning costs are recognised when the Company has an obligation to decommission and restore the land, with which the project has been built upon, to its original state. The obligation is assessed annually for changes in estimated costs which are then discounted to their net present value. If the net present value is deemed to be immaterial then no provision is recognised.

Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements - continued For The Year Ended 31 December 2019

2. Accounting policies - continued

Turnover

Turnover represents the value of power generated during the year, excluding value added tax, in the UK.

Turnover recognition

Turnover is recognised when the significant risks and rewards are considered to have transferred to the buyer and is recorded at the fair value of the consideration received or receivable. The following specific recognition criteria must also be met before turnover is recognised:

a) Generation and embedded benefits turnover

Turnover from the sale of electricity represents the invoice value, pre sales tax, of electricity provided to third parties and is recognised when electricity is generated. Embedded benefits are paid to generating plant located on the distribution network to reflect the lower cost of transporting electricity to the end user and are recorded at the invoice value.

b) TRIADS turnover

Turnover from the sale of TRIADS (bonus for generating at peak demand times during the winter months) represents the invoice value, before sales tax, of TRIADS provided to third parties and is recognised when eligible electricity is generated.

c) ROCs turnover

Renewable Obligation Certificates (ROCs) are issued to qualifying renewable generators under the terms of the generating station's OFGEM Renewable Obligation registration. These certificates may be traded separately from the electricity to which they relate. The ROCs are recorded as accrued income at fair value and recognised in turnover when the electricity to which they relate is generated. Any impairment of ROCs due to reduction in the market price is recorded in profit and loss.

Tangible fixed assets

Plant and machinery is stated at cost less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met, but excludes the costs of day-to-day servicing which is expensed as incurred.

Depreciation is provided on all tangible fixed assets, other than freehold land, at the following annual rates in order to write off each asset over its estimated useful life.

Operating wind sites	-	20 years
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Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements - continued For The Year Ended 31 December 2019

2. Accounting policies - continued

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

(a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.

(b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.

(c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).

(d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.

(e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.

Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements - continued For The Year Ended 31 December 2019

2. Accounting policies - continued

(f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss. Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Derivative financial instruments

The Company uses derivative financial instruments to reduce exposure to interest rate movements. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Fair value measurement

The Company determines the fair value of its derivatives using the income approach which converts future cash flows to a single current (discounted) amount, reflecting current market expectations about those future amounts through the use of observable inputs, e.g. interest rates and yield curves observable at commonly quoted intervals.

Hedge accounting

The Company designates certain derivatives as cash flow hedging instruments in respect of variable interest rate risk of the cash flows associated with recognised debt instruments measured at amortised cost.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with the clear identification of the risk in the hedged item that is being hedged by the hedging instrument. Furthermore, at the inception of the hedge and on an ongoing basis, the Company assesses whether the hedging instrument is highly effective in offsetting the designated hedged risk.

Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements - continued For The Year Ended 31 December 2019

2. Accounting policies - continued

The effective portion of changes in the fair value of the designated hedging instrument is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends. Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any gain or loss accumulated in equity at that time is reclassified to profit or loss when the hedged item is recognised in profit or loss. When a forecast transaction is no longer expected to occur, any gain or loss that was recognised in other comprehensive income is reclassified immediately to profit or loss.

Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements - continued For The Year Ended 31 December 2019

2. Accounting policies - continued

Taxation

Current tax, including UK corporation and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

-provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

-deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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 balance sheet date.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Deferred tax assets and liabilities are offset only if the Company has a legally enforceable right to set off current tax assets against current tax liabilities.

Tranche 2 Holdings Limited

Notes to the Consolidated Financial Statements - continued For The Year Ended 31 December 2019

2. Accounting policies - continued

Cash

Cash at bank and in hand on the balance sheet comprise cash in hand and deposits held at call with banks.

Accrued income

Accrued income represents accruals for electricity generation and ROC income not yet billed.

Dividend distribution

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

Decommissioning provision

Liabilities for decommissioning costs are recognised when the Company has an obligation to decommission and restore the land, with which the project has been built upon, to its original state. The obligation is assessed annually for changes in estimated costs which are then discounted to their net present value. If the net present value is deemed to be immaterial then no provision is recognised.

When this provision relates to an asset with sufficient future economic benefits, a decommissioning asset is recognised and included as part of the associated plant and equipment and depreciated accordingly. Changes in these estimates and changes to the discount rates are dealt with prospectively and reflected as an adjustment to the provision and corresponding decommissioning asset included within plant and equipment. Unwinding of the discount on the provision is included in the income statement within interest expense.

Operating leases

Rentals paid under operating leases are charged to income on a straight line basis over the term of the lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Bank borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption are accounted for on an accruals basis in the profit and loss account using the effective interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period which they arise.

Borrowing costs

Borrowing costs are expensed as incurred.

Investments

Fixed asset investments are stated at cost less any provision for impairment.

3. Turnover

The turnover and profit before taxation are attributable to the one principal activity of the Group.

Tranche 2 Holdings Limited**Notes to the Consolidated Financial Statements - continued
For The Year Ended 31 December 2019****4. Employees and directors**

There were no staff costs for the year ended 31 December 2019 nor for the year ended 31 December 2018.

The average number of employees during the year was NIL (2018 - NIL).

Services are provided to the Company through a third party asset management agreement.

No Directors received any remuneration from the Group during the period (2016 - NIL).

5. Operating profit

The operating profit is stated after charging:

	2019	2018
	£	£
Rentals under operating lease	42,706	41,294
Depreciation - owned assets	671,372	672,686
Auditor's remuneration - auditing of financial statements	10,328	11,912
	<u>724,406</u>	<u>1,325,892</u>

6. Individual statement of comprehensive income

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

The result of the Company for the financial year has been included within the Company balance sheet.

7. Tangible fixed assets**Group**

	Plant and machinery £
Cost	
At 1 January 2019	12,794,397
Additions	1,761
	<u>12,796,158</u>
At 31 December 2019	
Depreciation	
At 1 January 2019	4,623,016
Charge for year	671,372
	<u>5,294,388</u>
At 31 December 2019	
Net book value	
At 31 December 2019	<u>7,501,770</u>
At 31 December 2018	<u>8,171,381</u>

Tranche 2 Holdings Limited**Notes to the Consolidated Financial Statements - continued**
For The Year Ended 31 December 2019**8. Fixed asset investments****Company**

	Shares in group undertakin £
Cost	
At 1 January 2019 and 31 December 2019	2,000
Net book value	
At 31 December 2019	2,000
At 31 December 2018	2,000

Investments are directly owned 100% holdings of the ordinary share capital of two subsidiaries, High Haswell Limited and Loscar Limited. These subsidiaries are both incorporated in the United Kingdom with their principle activities in the period being the operation of wind farms. The registered address of the investments is C/O Reg White Limited, Beaufort Court, Egg Farm Lane, Kings Langley, Hertfordshire WD4 8LR.

9. Debtors: amounts falling due within one year

	Group		Company	
	2019 £	2018 £	2019 £	2018 £
Trade debtors	74,451	-	-	-
Amounts owed by group companies	195,365	211,187	-	-
Other debtors	88,543	91,898	-	-
VAT	-	19,447	-	-
Deferred tax asset	327,666	360,118	-	-
Called up share capital not paid	1	1	1	1
Accrued income	346,495	390,680	-	-
Prepayments	90,109	124,490	-	-
	<u>1,122,630</u>	<u>1,197,821</u>	<u>1</u>	<u>1</u>

Deferred tax asset

	Group		Company	
	2019 £	2018 £	2019 £	2018 £
Accelerated capital allowances	<u>327,666</u>	<u>360,118</u>	<u>-</u>	<u>-</u>

Within amounts owed to group companies is a balance of £195,365 relates to intercompany group relief estimates (31 December 2018: £211,187).

Amounts owed by group companies are repayable on demand.

Tranche 2 Holdings Limited**Notes to the Consolidated Financial Statements - continued
For The Year Ended 31 December 2019****10. Creditors: amounts falling due within one year**

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Trade creditors	19,416	8,512	-	-
Amounts owed to group companies	8,222,560	9,127,560	2,000	2,000
VAT	17,051	-	-	-
Accruals	55,650	48,097	-	-
	<u>8,314,677</u>	<u>9,184,169</u>	<u>2,000</u>	<u>2,000</u>

The Company has creditors of £2,000 falling due within one year relating to unpaid share capital (31 December 2018 £2,000).

The Group amounts owed to group companies includes an interest free loan of £2,903,513 owed to RI Income UK Holdings Limited (31 December 2018: £3,136,259), an interest bearing loan of £5,314,632 owed to BRI UK Finance Limited (31 December 2018: £5,980,761), a balance of £4,415 (31 December 2018: £4,415) relates to group relief owed to RI Income UK Holdings Limited and the remaining balance of £nil (31 December 2018: £6,125) relates to tax group relief owed by Roskrow Barton.

Amounts owed to group companies are repayable on demand.

11. Leasing agreements

Minimum lease payments fall due as follows:

Group	Non-cancellable operating leases	
	2019	2018
	£	£
Within one year	28,560	23,000
Between one and five years	114,242	92,000
In more than five years	339,725	296,000
	<u>482,527</u>	<u>411,000</u>

12. Provisions for liabilities

	Group	
	2019	2018
	£	£
Other provisions		
Decommissioning provision	<u>175,848</u>	<u>172,924</u>
Aggregate amounts	<u>175,848</u>	<u>172,924</u>

Tranche 2 Holdings Limited**Notes to the Consolidated Financial Statements - continued
For The Year Ended 31 December 2019****12. Provisions for liabilities - continued****Group**

	Deferred tax £	Decomm £
Balance at 1 January 2019	(360,118)	172,924
Unwinding of discounted amount	-	2,924
Charge to Income Statement during year	32,452	-
	<hr/>	<hr/>
Balance at 31 December 2019	<u>(327,666)</u>	<u>175,848</u>

13. Ultimate parent company

The ultimate parent undertaking and controlling party in this group is considered to be Renewable Income UK, a sub-fund of Blackrock Infrastructure Funds Public Limited Company, an investment company registered in Ireland which accounts for investments at fair value and does not prepare consolidated financial statements.

The immediate parent company as at 31 December 2019 is RI Income UK Holdings Limited, an investment company registered in England & Wales which accounts for investments at fair value and does not prepare consolidated financial statements. The accounts are available from the registered office at 12 Throgmorton Avenue, London, EC2N 2DL.

14. Off-balance sheet arrangements

The Group enters into operating lease arrangements for the land on which the wind farms are located. The Group's lease rental expense is disclosed in note 5 and the Group commitments under these arrangements are disclosed in note 11. There are no other material off-balance sheet arrangements.

15. Related party disclosures

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

16. Non adjusting events after the financial period

As noted in the Directors' Report the directors have considered the impact of the COVID-19 pandemic. At the time of signing, it is expected that the pandemic will have a limited impact on the performance of the wind farms. Accordingly, there has been no adjustment to any current or prior year figures as a result of the pandemic, and the going concern basis is still deemed appropriate.