Registered number: 11023394

TENAGA WIND VENTURES UK LTD AND ITS SUBSIDIARIES

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

Grid Essence UK loan note agreement with TRFC 2014-2 PLC

COMPANY INFORMATION

DIRECTORS	Nazmi Othman Mohd Shahazwan bin Mohd Harris Shamsul Azham bin Mohd Isa Hafiz bin Ismail Leo Pui Yong Mohd Yusrizal bin Mohd Yusof Vian Robert Davys
REGISTERED NUMBER	11023394
REGISTERED OFFICE	1st Floor Sackville House 143-149 Fenchurch Street London EC3M 6BL
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors 40 Clarendon Road Watford Hertfordshire WD17 1JJ United Kingdom
LENDER	Bayerische Landesbank Moor House 120 London Wall London EC2Y 5ET

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STRATEGIC' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present the Strategic Report of the Group for the year ended 31 December 2020.

Business Review

On 28 February 2018, Tenaga Wind Ventures UK Ltd ("the Company") acquired two groups of companies, headed by GVO Wind Limited ("GVO") and Bluemerang Capital Limited ("BCL").

This acquisition has led to the Company's portfolio having the largest Feed-in-Tariff ("FIT") wind portfolio in the UK with 53 operational medium wind turbines combining highly contracted revenue and a well-diversified geographical location.

The 2020 overall performance was above budget, as average wind speeds for the year were higher than what was experienced in 2019 as well as what would be expected when compared to long term average wind speed analysis. The wind turbines continued to operate at or above estimated availability, and high Purchase Price Agreement ("PPA") prices were contracted from the period from April 2020 to March 2021. Regarding operating costs, additional savings have been realised, since being acquired by the group, by consolidating service providers mainly in the administration, accounting and technical asset management areas.

The results for the year to 31 December 2020 and the financial position of the Group and Company are shown in these consolidated Group and Company financial statements. See the specific key performance indicators below:

Key Performance Indicators

During the year, the Group had a turnover of £22.4m *(2019: £19.5m)*. At 31 December 2020, the Group had net liabilities of £1.1m *(2019: net assets £2.4m)* and a cash balance of £18.8m *(2019: £13.8m)* to support working capital, investment and growth. The directors are confident the Group and the Company will continue its position in 2021.

The key financial and other performance indicators during the year were as follows:

	31-Dec-20	**31-Dec-19**
Gross Profit as% of Revenue	40%	33%
Operating Loss After Interest as% of Revenue	-16%	-32%

Energy generation was at 113.2% *(2019: 98.9%)* of budget, with a total net production of 91,847 MWh *(2019: 80,254 MWh)* for 12 months. Average wind speed during the period was 6.46 m/s. The seasonality figures for the year are likely to confirm 2020 as being more windy than 2019 as well as the long-term average. The period's warranted and real availability were also strong at 98.94% and 98.47%, respectively.

All in all, the financial performance has exceeded budget, driven primarily due to portfolio availability. The Group remains unaffected by ESO Grid Modification policy throughout the year allowing it to benefit from its generation capacity.

Financial Review

The portfolio performance was well above budget, with a total net production of 91,847 MWh. Total revenue of £22.4m was +14% above the £19.6m budget. In terms of operating costs, these were also in line with expectation.

Future developments

Subsequent to the year end, the Company acquired an asset of a wind turbine through a newly incorporated subsidiary, TWV No. 1 Limited. The consideration for the asset was £3.10m. This is due to complete shortly after the signing of the financial statements.

Principal Risks and Uncertainties

The Brexit vote and its related outcomes are potentially creating some risks in the UK Market and an increase in uncertainty for businesses in the country. The directors do not expect any particular risk arising from Brexit to affect the Group/Company, specifically in regard to the interest rate that is a fixed 10% across the 30 years of the loan notes term. In addition, there is a swap agreement in place to fix the interest rate on the external loan facility for its full term.

The Group has exposure to Generation Tariff price, which is the main payment of the FIT Scheme ("FITs") and is paid on the total output of the renewable energy system. FITs is a government subsidy scheme for generation of renewable electricity from small-scale low-carbon installations (in this case, wind), and is contracted for 20 years and adjusted yearly by RPI.

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

The Group and the Company's exposure to credit risk arises as a result of transactions with counterparties. The counterparties used by the Group and the Company, including those involved in derivative transactions, are considered by management to be of high quality, investment grade credit rating. The maximum credit exposure at the reporting date is the carrying value of the credit balances, if any. The directors feel that the Group and the Company's credit risk is limited.

The Group and the Company monitors its risk of a shortage of funds using projected cash flows and by monitoring the maturity of both its financial assets and liabilities.

The primary objective of the Group and the Company's capital management is to ensure healthy capital ratios in order to support its business and maximise shareholder value. The Group and the Company's financial instruments comprise cash and liquid resources and various items, such as receivables and trade payables that arise directly from its operations. The Group and the Company's policy is to finance its operations through cash generated from operations and external finance. It is the Group and the Company's policy not to hold financial instruments for speculative purposes.

There are PPAs in place with one Off Taker across the whole portfolio. These PPA process are fixed price for 1 year and will expire in March 2022. For the years going forward, the Export Tariff rate serves as a floor price that guarantees that prices cannot go below a certain level. It is the directors' intention to negotiate the prices of the PPA every year. The directors believe there is limited risk going forward as price negotiation in the market is expected within the industry.

Impact of COVID-19 on the Assets

The impact of the coronavirus ("COVID-19") outbreak on the financial performance of the Group's and Company's position and performance will depend on future developments. These developments include the duration, spread, and impact of the outbreak upon the energy markets, which are currently volatile and uncertain. However, the management, together with its operating partners are strictly monitoring the COVID-19 situation and any policy change to minimise any adverse financial health impact to the Group and Company.

The Group will continue to generate revenues from operations owing much to the essential nature of business and the Feed in Tariff (FIT) subsidy scheme it has subscribed to. The FIT subsidy, which is not directly linked to energy prices makes up 78% of the total budgeted revenue stream. The 2021/2022 FIT rates have already been published, adjusted for inflation and are fairly protected from the pandemic impact. The remaining 22% of budgeted revenue is derived from the Export Tariff where prices have been agreed with an offtaker through a power purchase agreement which expires in March 2022. So far, in terms of generation, no asset has been impacted by COVID-19 situation.

Through current OEM contracts, the management has ensured spare parts stock level is sustained for an extended period to minimise disruptions to the operations. All O&M providers are still able to maintain the assets as and when required. There have been no issues in respect of the generation and availability for OEW contracts.

If the overall economy is impacted for the long term resulting in changes of policy such as the recent ESO Grid Modification announcement, the Group's performance may be adversely affected. However, the management believes that through favourable long term contract agreements already in place and prudent control measures that have been undertaken, the Group has kept the risk exposure to a minimal level and the Group and Company will be able to operate on a business as usual basis.

In accordance with the Facilities Agreement, de-energisation of one or more wind farms for 30 days consecutively or more falls under the event of default for the external debt facility. However, in the directors' view, it is extremely unlikely, as a result of the 'ESO Grid Modification GC0143: Last resort disconnection of Embedded Generation', that any wind farm will be de-energised for a period lasting longer than 30 days. This was initially put in place for the bank holiday weekend in May 2020, and no disconnection take place for the portfolio. As such, the directors do not see that there will be any breach of the covenants in the Facility Agreement.

Furthermore, our wind turbine sites are fairly distributed geographically, so probability of all sites affected at once would be low. Therefore, as of now, the directors believe there should not be any going concern issue resulting from the scheme.

This report was approved by the board on 23 June 2021

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Vian Robert Davys
Director

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their Annual Report and the audited financial statements of the Group and Company for the year ended 31 December 2020.

Statement of directors' responsibilities in respect of the financial statements

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 Group and the Company financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

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 Group and Company and of the profit or loss of the group 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 international accounting standards in conformity with the requirements of the Companies Act 2006 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 group and company will continue in business.

The directors are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

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

Principal activities

The principal activity of the Company is that of a holding company representing its wider group's interests in the UK's renewable energy sector.

The principal activity of its subsidiary undertakings was that of the operation of wind farms for the generation and sale of electricity and associated benefits.

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020

Directors

The directors who served during the year were:

Amir Hamzah bin Azizan (resigned 28 February 2021)
Mohd Shahazwan bin Mohd Harris (appointed 1 July 2020)
Shamsul Azham bin Mohd Isa (appointed 24 January 2020)
Hafiz bin Ismail (appointed 1 July 2020)
Leo Pui Yong (appointed 1 July 2020)
Mohd Yusrizal bin Mohd Yusof (appointed 2 March 2020)
Vian Robert Davys (appointed 11 February 2021)
Suriati Asmah binti Abdullah (resigned 1 July 2020)
Nik Hishamuddin bin Mohamed (resigned 24 January 2020)
Khairunnizam bin Naharudin (resigned 1 March 2020)
Nazmi Othman (appointed 22 March 2021)

Going concern basis

The financial statements have been prepared using the going concern basis of accounting. Further details of this policy can be found in the notes to these financial statements.

The directors have considered the impact of the Covid-19 pandemic to the business and have disclosed this in the strategic report on page 3.

Dividends

No dividends have been paid or proposed in the year.

Events after the reporting period

Before the financial statements of the Group were prepared, the directors took reasonable steps:

(a) to ascertain that proper actions had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and

(b) to ensure that any current assets, which were unlikely to be realised in the ordinary course of business including the values of current assets as shown in the accounting records of the Group had been written down to an amount which the current assets might be expected to realise.

At the date of this report, the directors are not aware of any circumstances:

(a) which would render the amount written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group inadequate to any substantial extent; or

(b) which would render the values attributed to current assets in the financial statements of the Group misleading; or

(c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group misleading or inappropriate.

At the date of this report:

(a) there are no charges on the assets of the Group which have arisen since the end of the financial period which secures the liabilities of any other person; and

(b) there are no contingent liabilities in the Group which have arisen since the end of the financial period.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial period which, in the opinion of the directors, will or may affect the ability of the Group to meet their obligations when they fall due.

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group which would render any amount stated in the respective financial statements misleading.

In the opinion of the directors:

(a) the results of the Group's operations during the financial period were not substantially affected by any item, transaction or event of a material and unusual nature; and

(b) there has not arisen in the interval between the end of the financial period and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the Group for the financial period in which this report is prepared.

Financial instruments

Full details of risks arising on financial instruments can be found in note 4 to the financial statements.

Directors' Indemnities

The Company and Group have not entered into any qualifying third party indemnity arrangements in respect of the Directors, either during the year or since the year end.

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 23 June 2021 and signed on its behalf.

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Vian Robert Davys
Director

Independent auditors' report to the members of Tenaga Wind Ventures UK Ltd

Report on the audit of the financial statements

Opinion

In our opinion, Tenaga Wind Ventures UK Ltd's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2020 and of the group's and company's loss and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Consolidated Financial Statements (the "Annual Report"), which comprise: the consolidated statement of financial position and the company statement of financial position as at 31 December 2020; the consolidated statement of comprehensive income, consolidated statement of changes in equity, company statement of changes in equity, consolidated statement of cash flows, company statement of cash flows, for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our audit approach

Overview

Audit scope

- As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Key audit matters

- Fraud and error in revenue recognition (group)
- Impact of Covid-19 (group)

Materiality

- Overall group materiality: £2,000,000 (2019: £2,000,000) based on 1% of total asset.
- Overall company materiality: £1,800,000 (2019: £1,800,000) based on 1 % of total assets.
- Performance materiality: £1,500,000 (group) and £1,350,000 (company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

Accounting for leases under IFRS 16, which was a key audit matter last year, is no longer included because of the fact that IFRS 16 was a first year adoption in the prior year. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	**How our audit addressed the key audit matter**
Fraud and error in revenue recognition (group) The Group's revenue are incomes from feed-in-tariff ("FIT"), power purchase agreement ("PPA") and embedded benefits received from energy off-takers and Ofgem, a government regulator that pays incentives for renewable energy generations. Management outsource the asset management function to Longspur Capital who monitors the performance and revenue of the Group's assets. For the financial year to 31 December 2020, the Group has total revenue of £22.4m, which is material to the financial statements. Revenue is recognised in accordance with a single distinct performance obligation satisfied based upon the generation of energy. PPA and FIT revenues are invoiced quarterly. These revenues are self-billings by the energy off-takers. Embedded benefits are invoiced and recognised as incurred.	In addressing the fraud and error in revenue and accrued income recognition, we performed the following procedures on a sample basis: Understand and assess the key controls over revenue generation and recognition Independently obtained and verified meter readings from third party data Agree the price of energy generated to power purchase agreements or agree price of FIT to Ofgem portal Recalculated revenue using generation and price data obtained independently as described above Traced revenue recognised to invoice and evidenced cash receipt to bank statements Tested journals to revenue that have unusual account combinations For accrued income, we have traced to subsequent self-billing revenue invoice and we have recalculated the revenue based on meter generation and price using data that are independently obtained
Impact of Covid-19 (group) In assessing the impact of Covid-19 to the Group and Company, the Directors have assessed the cash flow liquidity forecast and analysed the exposure of non-contracted revenues to the market power price. The Group's assets have more than 75% of revenue generated from the feed-in-tariff ("FIT") incentive. The 2021/22 FIT rates ending in April 2022 have already been published, adjusted for inflation and therefore, are protected from any further pandemic impact. The remaining revenue is derived from Export Tariff where prices have been agreed with a creditworthy offtaker through power purchase agreements which expired in March 2022.	We planned our audit to assess management's analysis of the impact of Covid 19. The following procedures were performed, on a sample basis where relevant:

The Group has also considered other risks such as supply chain and reliance on subcontractors. The assets' operations are managed by experienced technical experts which have continued achieving the portfolio's targeted performance. Through current original equipment manufacturer contracts, the management has ensured spare parts stock level is sustained for an extended period to minimise disruptions to operations. All operation & maintenance are still able to maintain the assets as and when required. To date, we understand that there have been no severe technical outages that has caused availability of assets to fall below an unacceptable levels.	We have verified the contracted revenues that the Group's assets are entitled to.
The entity's parent company, Tenaga Investments UK Limited has received financial support letter from their parent company in Malaysia, TNB International Sdn. Bhd. which is owned by Tenaga Nasional Berhad, a listed entity on Bursa Malaysia that they would not recall the loans provided as and when they fall due for at least 12 months from approval of the financial statements.	We have verified through Ofgem website confirming the 2021/22 FIT rates and we have obtained the latest power purchase agreement agreed with offtaker confirming the price of export tariff until March 2022. We have obtained generation data from technical teams to demonstrate the assets' continuing performance and availability. From our review of these data, there were no significant outages that caused a material effect on the Group's assets. We have assessed TNB's financial position and the concluded that TNB has the ability to support the entity. Based on the work performed, we found that given the highly diversified nature of the portfolio even if issues occurred in some wind turbines combined with the letter of financial support, this would not impact the Group's ability to continue as a going concern.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the consolidated financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements - group	**Financial statements - company**
Overall materiality	£2,000,000 (2019: £2,000,000).	£1,800,000 (2019: £1,800,000).
How we determined it	1% of total asset	1 % of total assets
Rationale for benchmark applied	Based on the benchmarks used in the annual report and consolidated financial statements, total assets is the primary measure used by the shareholders in assessing the performance of the group, and is a generally accepted auditing benchmark.	We believe total assets is the primary measure used by the shareholders as it is a recently acquired portfolio and there are plans to further acquire new assets.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was £2,000,000. We have scoped the Group as one component as all assets in the Group have similar activities and control processes. All assets are managed by the same outsourced providers for accounting and asset management. Further, major contracts such as power purchase agreements, asset management contracts and operation & maintenance contracts are agreed as a Group rather than by individual assets..

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% of overall materiality, amounting to £1,500,000 for the group financial statements and £1,350,000 for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £100,000 (group audit) (2019: £100,000) and £90,000 (company audit) (2019: £90,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- We have obtained the Group's cash flow forecast and compared forecast to the FY20 financial information to determine the reasonableness of assumptions applied
- We have obtained the letter of financial support that Management received from parent company, TNB International Sdn. Bhd. (incorporated in Malaysia) to confirm their binding commitment to provide financial support and not recall the loan advanced to the Group that would caused the Group's inability to continue as a going concern for at least 12 months from approving the financial statements
- We have made enquiries with Management and the Directors to confirm if there are any issues that may affect the Group's ability to continue as a going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

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

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to environment, health and safety, office of gas and electricity markets and tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate journal entries to increase revenue and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with Management and Directors, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Evaluation of management's controls designed to prevent and detect irregularities by performing walkthroughs over controls to understand the controls. However, we have not relied on controls as substantive procedures are determined to be more effective for this audit;
- Challenging assumptions and judgements made by Management in their significant accounting estimates, in particular in relation to the valuation of derivatives and provision for asset retirement obligation;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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 auditors' report. In our engagement letter, we also agreed to describe our audit approach, including communicating key audit matters.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

John Dashwood

John Dashwood (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Watford
23 June 2021

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	2020 £	*2019* *£*
Revenue	5	22,379,770	*19,536,810*
Cost of sales		(13,355,021)	*(13,094,051)*
GROSS PROFIT		9,024,749	*6,442,759*
Other income		-	*342*
Administrative expenses		(1,178,184)	*(1,244,525)*
Finance income	8	3,669,192	*43,274*
Finance costs	8	(13,809,066)	*(11,430,944)*
Exceptional items	9	(1,336,673)	-
LOSS BEFORE TAXATION ON ORDINARY ACTIVITIES		(3,629,982)	*(6,189,094)*
Taxation on loss on ordinary activities	10	142,445	*(470,648)*
LOSS FOR THE FINANCIAL YEAR		(3,487,537)	*(6,659,742)*
TOTAL COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR		(3,487,537)	*(6,659,742)*
TOTAL COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR ATTRIBUTABLE TO:			
Owners of the Parent Company		(3,487,537)	*(6,659,742)*

The notes on pages 22 to 45 form part of these financial statements.

REGISTERED NUMBER: 11023394
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note	2020 £	*2019* *£*
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	**11**	**172,277,065**	*180,428,018*
Goodwill	**13**	**5,640,887**	*5,640,887*
Trade and other receivables	**14**	**211,322**	*211,322*
Total non-current assets		**178,129,274**	*186,280,227*
CURRENT ASSETS			
Trade and other receivables	**14**	**7,247,569**	*5,767,165*
Cash and cash equivalents		**18,789,039**	*13,753,181*
Total current assets		**26,036,608**	*19,520,346*
TOTAL ASSETS		**204,165,882**	*205,800,573*
EQUITY AND LIABILITIES			
EQUITY			
Share capital	**16**	**18,010,000**	*18,010,000*
Retained loss		**(19,067,621)**	*(15,580,084)*
Total Equity		**(1,057,621)**	2,429,916
CURRENT LIABILITIES			
Trade and other payables	**17**	**1,621,599**	*14,254,247*
Current tax liabilities		**806,000**	*177,555*
Current portion of long-term borrowings	**18**	**15,909,342**	*10,031,044*
Financial liabilities	**21**	**-**	*5,526,152*
Lease liabilities falling due within 12 months	**20**	**308,135**	*287,984*
Total current liabilities		**18,645,076**	*30,276,982*

REGISTERED NUMBER: 11023394
CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2020

	Note	2020 £	*2019* *£*
NON-CURRENT LIABILITIES			
Deferred tax liabilities	**19**	**23,255,890**	*24,088,798*
Long-term borrowings	**18**	**143,259,851**	*139,177,575*
Lease liabilities falling due after 12 months	**20**	**9,044,143**	*9,163,089*
Financial liabilities	**21**	**9,834,454**	-
Long-term provisions	**22**	**1,184,089**	*664,213*
Total non-current liabilities		**186,578,427**	*173,093,675*
Total Liabilities		**205,223,503**	*203,370,657*
TOTAL EQUITY AND LIABILITIES		**204,165,882**	*205,800,573*
ISSUED CAPITAL AND RESERVES ATTRIBUTABLE TO:			
Owners of the Parent Company		**(1,057,621)**	*2,429,916*

The financial statements, on pages 13 to 45, were approved and authorised for issue by the board and were signed on its behalf on 23 June 2021………………..

………………………………..
Vian Robert Davys
Director

The notes on pages 22 to 45 form part of these financial statements.

REGISTERED NUMBER: 11023394
COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note	2020 £	*2019 £*
ASSETS			
NON-CURRENT ASSETS			
Investment in subsidiaries	**12**	**92,144,916**	*90,808,243*
Total non-current assets		**92,144,916**	*90,808,243*
CURRENT ASSETS			
Trade and other receivables	**14**	**221,418**	*211,117*
Amounts due from subsidiaries	**15**	**79,778,073**	*85,000,353*
Cash and cash equivalents		**12,318,024**	*6,833,281*
Deferred tax asset	**19**	**-**	*61,376*
Total current assets		**92,317,515**	*92,106,127*
TOTAL ASSETS		**184,462,431**	*182,914,370*
EQUITY AND LIABILITIES			
EQUITY			
Share capital	**16**	**18,010,000**	*18,010,000*
Retained loss		**(2,584,214)**	*(2,575,617)*
Total Equity		**15,425,786**	15,434,383
CURRENT LIABILITIES			
Trade and other payables	**17**	**32,998**	*12,745,216*
Current portion of long-term borrowings	**18**	**15,909,342**	*10,031,044*
Financial liabilities	**21**	**-**	*5,526,152*
Total current liabilities		**15,942,340**	28,302,412

REGISTERED NUMBER: 11023394
COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2020

	Note	2020 £	*2019* *£*
NON-CURRENT LIABILITIES			
Long-term borrowings	**18**	**143,259,851**	*139,177,575*
Financial liabilities	**21**	**9,834,454**	**-**
Total non-current liabilities		**153,094,305**	139,177,575
Total Liabilities		**169,036,645**	*167,479,987*
TOTAL EQUITY AND LIABILITIES		**184,462,431**	*182,914,370*
ISSUED CAPITAL AND RESERVES ATTRIBUTABLE TO:			
Owners of the Parent Company		**15,425,786**	*15,434,383*

The Group financial statements do not include a separate Statement of Comprehensive Income for the Company, as permitted by Section 408 of the Companies Act 2006. The amount of Group loss attributable to the Company is £8,597 (*2019: £449,969).*

The financial statements, on pages 13 to 45, were approved and authorised for issue by the board and were signed on its behalf on 23 June 2021

……………………………...
Vian Robert Davys
Director

The notes on pages 22 to 45 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020

	Called up share capital	Profit and loss account	Total Equity
Group	**£**	**£**	**£**
AT 1 JANUARY 2019	*18,010,000*	*(8,920,342)*	*9,089,658*
COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR			
Loss for the financial year ended 31 December 2019	-	*(6,659,742)*	*(6,659,742)*
AT 31 DECEMBER 2019 AND 1 JANUARY 2020	*18,010,000*	*(15,580,084)*	*2,429,916*
COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR			
Loss for the financial year ended 31 December 2020	-	**(3,487,537)**	**(3,487,537)**
TOTAL COMPREHENSIVE EXPENSES	**-**	**(3,487,537)**	**(3,487,537)**
AT 31 DECEMBER 2020	**18,010,000**	**(19,067,621)**	**(1,057,621)**

The notes on pages 22 to 45 form part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020

	Called up share capital	Profit and loss account	Total Equity
Company	**£**	**£**	**£**
AT 1 JANUARY 2019	*18,010,000*	*(2,125,648)*	*15,884,352*
COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR			
Loss for the financial year ended 31 December 2019	-	*(449,969)*	*(449,969)*
AT 31 DECEMBER 2019 AND 1 JANUARY 2020	*18,010,000*	*(2,575,617)*	*15,434,383*
COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR			
Loss for the financial year ended 31 December 2020	-	**(8,597)**	**(8,597)**
TOTAL COMPREHENSIVE EXPENSES	-	**(8,597)**	**(8,597)**
AT 31 DECEMBER 2020	**18,010,000**	**(2,584,214)**	**15,425,786**

The notes on pages 22 to 45 form part of these financial statements.

TENAGA WIND VENTURES UK LTD AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2020

	2020	*2019*
	£	*£*
CASH FLOWS GENERATED FROM OPERATING ACTIVITIES		
Loss for the financial year	**(3,487,537)**	*(6,659,742)*
ADJUSTMENTS FOR:		
Depreciation of property, plant and equipment	**8,755,960**	*8,691,245*
Depreciation of right-of-use assets	**369,871**	*357,002*
Interest expense	**8,199,325**	*6,902,316*
Interest expense on lease liabilities	**368,950**	*365,841*
Amortisation of capitalised borrowing costs	**135,902**	*135,220*
Fair value of derivatives	**5,230,461**	*4,127,781*
Loss on financial derivatives)	**-**	*29,865*
Interest income	**(8,904)**	*(43,274)*
Corporation tax charge/(credit)	**690,457**	*(415,251)*
Deferred tax (credit)/charge	**(832,908)**	*879,016*
(Increase)/decrease in trade and other receivables	**(1,480,404)**	*849,668*
Increase in trade and other payables	**77,405**	*23,470*
Decrease in lease liabilities	**(467,746)**	*(277,235)*
Increase in provisions	**519,876**	-
Modification gain on financial instrument	**(3,658,424)**	-
Under provision of deferred consideration	**1,336,673**	-
Revaluation of right-of-use assets	**(175,331)**	-
NET CASH FLOW GENERATED FROM OPERATIONS	**15,573,626**	*14,965,922*
Corporation tax paid	**(62,012)**	*(43,043)*
NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES	**15,511,614**	*14,922,879*
CASH FLOWS (USED IN)/GENERATED FROM INVESTING ACTIVITIES		
Fixed asset additions in the UK	**(799,547)**	-
Payment of deferred consideration	**(14,071,178)**	-
Interest received	**8,904**	*43,682*
NET CASH (USED IN)/ GENERATED FROM INVESTING ACTIVITIES	**(14,861,821)**	*43,682*
CASH FLOWS GENERATED FROM/(USED IN) FINANCING ACTIVITIES		
New secured loans advanced	**14,071,179**	-
Repayment of secured loans	**(5,899,000)**	*(8,749,400)*
Interest paid	**(3,786,114)**	*(5,789,888)*
Interest paid on lease liabilities	**-**	*(365,841)*
NET CASH GENERATED FROM /(USED IN) FINANCING ACTIVITIES	**4,386,065**	*(14,905,129)*
INCREASE IN CASH AND CASH EQUIVALENTS	**5,035,858**	*61,432*
Cash and cash equivalents at beginning of financial year	**13,753,181**	*13,691,749*
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR	**18,789,039**	*13,753,181*

The notes on pages 22 to 45 form part of these financial statements.

COMPANY STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2020

	2020	2019
	£	£
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the financial year	**(8,597)**	*(449,969)*
ADJUSTMENTS FOR:		
Interest expense	**8,199,325**	*6,902,316*
Amortisation of borrowing costs	**135,902**	*135,220*
Fair value of derivatives	**5,230,461**	*4,127,781*
Loss on financial derivatives	**-**	*29,865*
Interest income	**(10,772,180)**	*(11,483,122)*
Deferred tax reversal/(charge)	**61,376**	*(61,376)*
(Increase)/decrease in trade and other receivables	**(10,301)**	*41,830*
Decrease in trade and other payables	**(2,165)**	*(51,109)*
Modification gain on financial instrument	**(3,658,424)**	*-*
NET CASH USED IN OPERATIONS	**(824,603)**	*(808,564)*
Corporation tax paid	**-**	*-*
NET CASH USED IN OPERATING ACTIVITIES	**(824,603)**	*(808,564)*
CASH FLOWS GENERATED FROM INVESTING ACTIVITIES		
Receipts on loans to group undertakings	**5,188,471**	*3,268,165*
Fixed asset investment additions	**(1,336,673)**	*-*
Payment of deferred consideration	**(12,734,505)**	*-*
Interest received	**10,805,988**	*10,518,301*
NET CASH GENERATED FROM INVESTING ACTIVITIES	**1,923,281**	*13,786,466*
CASH FLOWS GENERATED FROM/(USED IN) FINANCING ACTIVITIES		
New secured loans advanced	**14,071,179**	*-*
Repayment of secured loans	**(5,899,000)**	*(8,749,400)*
Interest paid	**(3,786,114)**	*(5,789,888)*
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	**4,386,065**	*(14,539,288)*
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**5,484,743**	*(1,561,386)*
Cash and cash equivalents at beginning of financial year	**6,833,281**	*8,394,667*
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR	**12,318,024**	*6,833,281*

The notes on pages 22 to 45 form part of these financial statements.

1. GENERAL INFORMATION

Tenaga Wind Ventures UK Ltd (the "Company") (company number: 11023394) is a company limited by shares, incorporated and domiciled in England & Wales as a private limited company under the Companies Act 2006. Its registered office is at 1st Floor, Sackville House,143-149 Fenchurch Street, London, EC3M 6BL, United Kingdom.

2. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and applicable laws and regulations. They are prepared under the historical cost convention, except as disclosed in this summary of significant accounting policies, such as certain financial instruments that have been measured at fair value.

The accounting policies have been applied consistently.

Going concern basis

The financial statements have been prepared using the going concern basis of accounting. In determining whether the Group and Company's financial statements can be prepared on the going concern basis, the directors considered all factors likely to affect its future development, performance and its financial position and have concluded that the Group and Company would continue in operational existence for the foreseeable future.

The directors have been provided with an undertaking from the Company's ultimate parent undertaking, TNB International Sdn Bhd, that they will, for at least 12 months from the date of approval of these financial statements, continue to make available such funds as are needed by the Company and, in particular, will not seek repayment of the amounts currently made available. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

The impact of the Covid-19 pandemic on the Company and Group has been disclosed within the Strategic Report.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its own subsidiaries ("the Group"). The financial statements of the subsidiaries are prepared to the same reporting date as the Company and the Group.

Subsidiaries are consolidated from the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

In preparing the consolidated financial statements, intragroup balances, transactions and unrealised gains or losses are eliminated in full. Uniform accounting policies are adopted in the consolidated financial statements for like transactions and events in similar circumstances.

The Company and Group applies the acquisition method to account for business combinations. The consideration transferred for acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement and fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The excess of the consideration transferred over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the gain is recognised in the Consolidated Statement of Comprehensive Income.

2. ACCOUNTING POLICIES (CONTINUED)

A symmetrical put and call option is in place and the directors consider it virtually certain that either the parent or the non-controlling shareholder will exercise the option. Thus, the risks and rewards of ownership have transferred to the parent and no non-controlling interest has been recognised.

Revenue recognition

The Group follows the accounting standard IFRS 15: “Revenue from Contracts with Customers”.

Revenue which represents income arising in the course of the Group’s ordinary activities is recognised by reference to each distinct performance obligation promised in the contract with the Offtaker. Revenue from contracts with customers is measured at its transaction price, being the amount of consideration that the Group expects to be entitled in exchange for generated energy. Transaction price is allocated to each performance obligation on the basis of the relative standalone selling prices of each KWh as contracted. Revenue is recognised when the performance obligation is satisfied, which is the point in time of energy export.

Revenue from the supply of electricity in the UK is regulated based on certain formulae and parameters as set out in the regulatory implementation guidance under the FIT Legislation, which has the meaning of the Feed-In-Tariffs Order 2012 and Condition 33 (Feed-in Tariffs) and Condition 34 (Implementation of Feed-in Tariffs) of the standard conditions of electricity supply licences.

The Group makes sales with an agreed credit term between 30 and 120 days. As a consequence, the Group and Company does not adjust any of the transaction prices for the time value of money.

A receivable is recognised when the electricity is exported as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Finance costs

Finance costs are recognised as expenses in the period in which they fall due.

Finance income

Finance income includes interest income which is recognised on an accruals basis.

Borrowing costs

Borrowing costs are recognised in the Statement of Comprehensive Income in the period in which they are incurred.

2. ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment ('PPE')

PPE are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the construction or acquisition of the items and bringing them to the location and condition so as to render them operational in the manner intended by the Group. The Group allocates the cost of an item of PPE to its significant system and component parts. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. The cost of major overhaul/inspection is recognised in the asset's carrying amount as a replacement and the remaining carrying amount of the previous major overhaul/inspection is derecognised. Major spare parts and standby equipment are recognised as assets when the Group expects to use them during more than one period. Similarly, if the spare parts and servicing equipment can be used only in connection with an item of PPE, they are accounted for as PPE. Decommissioning costs are recognised when there is a contractual obligation to return a site to its previous condition. Gains or losses on disposal of PPE are determined by reference to their carrying amount and are included in the Statement of Comprehensive Income.

On acquisition, the wind turbines were fair valued to the net present value of future cash flows and have been recognised at fair value in the Statement of Financial Position.

Depreciation on wind turbine development, land – right of use assets and decommissioning costs are provided on a straight line basis up to the earlier of:

- planning permission expiry
- lease expiration date
- 25 years from the commissioning of the wind turbines

Freehold land is not subject to depletion as land does not have a limited useful life. On this basis freehold land is not depreciated.

At the end of the reporting period, the Group assesses whether there is any indication of impairment. If such indications exist, an analysis is performed to assess whether the carrying amount of the asset is fully recoverable. A write down is made if the carrying amount exceeds the recoverable amount and is recognised in the Statement of Comprehensive Income.

Goodwill

Goodwill arises from business combinations and represents the excess of the aggregate of fair value of consideration transferred over the fair value of the net identifiable assets acquired and liabilities assumed on the acquisition date. If the fair value of consideration transferred is less than the fair value of the net identifiable assets of the acquiree, the resulting gain is the Statement of Comprehensive Income.

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired, and carried at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units ('CGUs'), or groups of CGUs that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately to the Statement of Comprehensive Income and is not subsequently reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity disposed.

Impairment of goodwill

An annual impairment test is conducted on the Group as a whole as it is treated as a CGU. No impairment was required as at 31 December 2020 or 31 December 2019 as the recoverable amount exceeded the carrying amount and there have been no triggering events that would indicate an impairment.

2. ACCOUNTING POLICIES (CONTINUED)

Valuation of investments

Subsidiary companies

Subsidiaries are entities controlled by the Company. Control exists where the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in subsidiary companies are stated at cost less provision for impairment in value, which is recognised as an expense in the period in which the impairment is identified.

Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss is recognised in the Statement of Comprehensive Income for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of fair value less cost to sell and its value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill previously impaired are reviewed for possible reversal of the impairment at each reporting date. Any subsequent increase in recoverable amount is recognised in the Statement of Comprehensive Income.

Key assumptions used in the value-in-use calculation

The recoverable amount of the CGU including goodwill, is determined based on its value-in-use. This value-in-use calculation applies a discounted cash flow model using cash flow projections based on forecast approved by management covering a period to the end of the asset's useful economic life. The forecast reflects management's expectation of revenue growth, operating costs and margins for the Group based on current assessment of market share, expectations of market growth and industry growth. The discount rate applied to the cash flow forecast refers to the Group's pre-tax Weighted Average Cost of Capital ('WACC').

Impact of possible change in key assumptions used

The Group's review includes an impact assessment of changes in key assumptions used. Based on the sensitivity analysis performed, it was concluded that no reasonable change in the base case assumptions would cause the carrying amount of the CGU to exceed its recoverable amount.

Trade and other receivables

Trade and other receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Other receivables generally arise from transactions outside the usual operating activities of the Group. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less accumulated impairment losses.

2. ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

For the purpose of the Statement of Cash Flows, cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. Cash and cash equivalents comprise cash in hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturity of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Other payables generally arise from transactions outside the usual operating activities of the Group. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost, which is the fair value of the consideration to be paid in the future for the goods and services received.

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

Where the Group expects a provision to be reimbursed by another party, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

A redemption liability is recognised for put options at fair value on the date of business combination. All subsequent changes to the liability are recognised in the Statement of Comprehensive Income.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. In subsequent periods, borrowings are stated at amortised cost using the effective interest method, any differences between proceeds (net of transaction costs) and the redemption value are recognised in the Statement of Comprehensive Income over the period of the borrowings.

Borrowings are classified as current liabilities unless the Group and Company have an unconditional right to defer settlement of the liability for at least 12 months after the Statement of Financial Position date.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawdown. In this case, the fee is deferred until the drawdown occurs.

2. ACCOUNTING POLICIES (CONTINUED)

Financial Instruments

The Group enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other receivables and payables, loans from banks and other third parties and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade receivables and payables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

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

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

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

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in the Statement of Comprehensive Income in finance costs or income as appropriate. The Company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

Share Capital

Ordinary shares are classified as equity.

Distributions to holders of a financial instrument classified as an equity instrument are charged directly to equity.

A liability is recognised for the amount of any dividend declared, being appropriately authorised on or before the end of the reporting period and no longer at the discretion of the Group, even though not distributed at the end of the reporting period.

Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

Foreign currency translation

Functional and presentation currency

The Group and Company's functional and presentational currency is British Pound Sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuations where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

2. ACCOUNTING POLICIES (CONTINUED)

Leases

The Group has entered into land leases for the operational wind turbines. These leases have terms of between 25 and 30 years, with remaining terms from 1 January 2020 of between 18 and 26 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, some of the terms of the leases are renegotiated.

Some of the leases comprise contingent rental payments which may arise in the event that pre-determined percentages of revenue earned by the wind turbines exceed the minimum lease payments. The contingent rental payable is the difference between the pre-determined percentage of revenue and the minimum lease payments. The pre-determined percentages are between 3% and 30%.

The use of the land under the leases is restricted to activities related to wind turbine operation. Other uses not related to wind turbine operation may require lessors' approvals.

On adoption of IFRS 16 at 1 January 2019, the right-of-use assets were equal to the lease obligations. The right-of-use assets were calculated as the present value of the outstanding payments discounted at the incremental borrowing rate as of 1 January 2019. The weighted average incremental borrowing rate applied was 3.81%.

The cash flows used in calculating the present value include:

- Fixed payments less lease incentives to be received
- Variable lease payments linked to an index or interest rate

The majority of contracts are pegged to indices. The cash flows used to determine the lease liability always include only adjustments that have already been carried out, not any estimates of future adjustments due to the development of the index.

As noted above, some contracts contain contingent lease payments. These contingent lease payments comprise the pre-determined percentage of revenue and the difference between this and the base rent used in determining the lease liability is recognised in the Statement of Comprehensive Income as per IFRS 16.

The right-of-use assets are recognised within property, plant and equipment in the Statement of Financial Position.

The lease obligations are unwound at the incremental borrowing rate, with the interest expense recognised in Finance Costs in the Consolidated Statement of Comprehensive Income. The right-of-use assets are depreciated on a straight-line basis over the remaining life of the lease and the expense is recognised in cost of sales in the Consolidated Statement of Comprehensive Income.

2. ACCOUNTING POLICIES (CONTINUED)

Current and deferred taxation

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the Statement of Financial Position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each Statement of Financial Position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the Statement of Financial Position date. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2. ACCOUNTING POLICIES (CONTINUED)

Adoption of new and revised IFRSs

During the current year the Group and Company adopted all the new and revised International Financial Reporting Standards (IFRSs) that are relevant to its operations and are effective for accounting periods beginning on or after 1 January 2020.

The amendments IFRS 3 (Business Combinations), IFRS 9, IAS 39 and IFRS 7 (relating to the Interest Rate Reform), IAS 1 and IAS 8 (Definition of Material) which came into effect from 1 January 2020 are not relevant to these financial statements.

At the date of authorisation of these financial statements, the following significant standards and interpretations, which have not been applied in these financial statements, were in issue but not yet effective (and in some cases have not yet been adopted by the EU):

- The Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) requires additional disclosures around uncertainty arising from the interest rate benchmark reform. The amendments are effective for periods beginning on or after 1 January 2021.
- IFRS 3 – Reference to the 2018 Conceptual Framework, the amendment requires that, for transactions within the scope of IAS 37 or IFRIC 21, to identify the liabilities it has assumed in a business combination, and makes an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination. The amendments are effective for business combinations for which the date of acquisition is on or after the 1 January 2022.
- Property, Plant and Equipment – Proceeds before Intended Use (Amendments to IAS 16) prohibits deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The amendments are effective for annual periods beginning on or after 1 January 2022.
- Amendments to IAS 1, Classification of Liabilities as Current or Non-current relates solely to the presentation of debt and other liabilities in the Statement of Financial Position. This clarifies that a liability must be classified as non-current if the entity has a right at the reporting date to defer settlement of the liability for at least 12 months after the reporting date. The determining factor is that if such a right exists; no intention to exercise that is required. This amendment is effective for financial periods beginning on or after 1 January 2022.

The directors do not expect that the adoption of the standards and interpretations listed above will have a material impact on the financial statements of the Group or Company in future periods.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equate to the related actual results. To enhance the information content of the estimates, certain key variables that are anticipated to have a material impact on the Group and Company's results and financial position are tested for sensitivity to changes in the underlying parameters. 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 period are outlined below:

Critical accounting estimates

Estimated useful lives of PPE
The Group and Company regularly review the estimated useful lives of PPE based on factors such as business plans and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of PPE would increase the recorded depreciation and decrease the value of PPE.

Loan revaluation
The Group and Company evaluates its financial liabilities measured at fair value through profit and loss by using the effective interest method. The effective interest rate is calculated at initial recognition, discounting the original estimated future cash flows during the expected life of the financial liability. Where revisions to estimated cash flows occur, the carrying amount is recalculated to the present value of the estimated future cash flows at the financial instrument's original effective interest rate. The resulting adjustment to the carrying amount is recognised as a gain or loss in the Statement of Comprehensive Income. See note 21 for the current year modification gain recognised.

Derivative valuation
The Group and Company evaluates its financial liabilities measured at fair value through profit and loss by using valuation techniques to determine the fair value. This involves developing estimates and assumptions consistent with how market participants would price the instrument and is calculated on the present value of the estimated future cash flows based on observable yield curves at the year end.

Decommissioning Provision
The Group and Company recognise a provision for decommissioning costs when there is a contractual obligation to return a site to its previous condition. The provision is calculated using existing information in relation to the costs involved with returning these sites to their original condition and discounted using a risk free pre-tax rate. See note 22 for details. An amount equivalent to the discounted provision is recognised within PPE and is depreciated over the useful lives of the related assets. The unwinding of the discounting is included in interest expense.

Critical judgements

Impairment of PPE
The Group and Company assess impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, i.e., the carrying amount of the asset is more than the recoverable amount. Recoverable amount is measured at the higher of the fair value less cost to sell for that asset and its value-in-use. The value-in-use is the net present value of the projected future cash flows derived from that asset discounted at an appropriate discount rate. Projected future cash flows are based on the Group and Company's estimates calculated based on historical, sector and industry trends, general market and economic conditions, changes in technology and other available information. The directors' have assessed whether there are any impairment indicators and have concluded that no impairment is required.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Impairment of goodwill
The Group tests goodwill for impairment annually in accordance with its accounting policy and whenever events or changes in circumstances indicate that this is necessary within the financial period. This requires an estimation of the value-in-use of the Group as the cash generating unit to which the goodwill is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the Group and also to apply a suitable discount rate in order to calculate the present value of those cash flows. The assumptions used, results and sensitivity of the impairment assessment of goodwill are disclosed in Note 13 to the financial statements. There are no indications at the year-end that key assumptions applied to estimating the future cash flows have materially changes since the initial preparation when acquiring the goodwill.

4. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group is exposed to interest rate risk, credit risk, liquidity risk, and market risk arising from the financial instruments it holds. The risk management policies employed by the Group to manage these risks are discussed below:

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. Borrowings issued at variable rates expose the Group to cash flow interest rate risk.

The Group pays interest on its loan at margin over LIBOR. In order to mitigate the interest rate risk on this loan, a hedging agreement has been taken out; details of this interest rate swap can be found in Note 21.

Credit risk

Credit risk is the risk of a financial loss to the Group and Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group and Company's exposures to credit risk arise principally from its receivables from customers, deposits, bank and cash balances and derivative instruments. In addition, the Company's exposure to credit risk arises principally from loans and advances to subsidiaries.

Receivables: Risk management objectives, policies and processes for managing the risk

The Group and Company have a credit policy in place and the exposures to credit risk are monitored on an ongoing basis.

The Group and Company's credit policy provides trade receivables with a 30 day credit period. An allowance is made for estimated unrecoverable amounts, determined by reference to past default experience of individual debtors and portfolios.

Deposits, bank and cash balances and derivative instruments: Risk management objectives, policies and processes for managing the risk

Deposits, bank and cash balances and derivative instruments are allowed only in liquid securities and only with reputable financial institutions.

Deposits, bank and cash balances and derivative instruments: Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk is represented by the carrying amounts in the statement of financial position. In view of the sound credit rating of counterparties, the Group and Company do not expect any counterparty to fail to meet its obligations.

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

Intercompany balances: Risk management objectives, policies and processes for managing the risk

The Company provides unsecured loans and advances to subsidiaries. The Company monitors the results of the subsidiaries regularly.

Intercompany balances: Exposure to credit risk, credit quality and collateral

As at the end of the financial period, the maximum exposure to credit risk is represented by their carrying amounts in the Statement of Financial Position. Loans and advances are only provided to subsidiaries by the Company.

The Group and the Company's exposure to credit risk arises as a result of the transactions with counterparties. The counterparties used by the Group and the Company are considered by management to be of high quality, investment grade credit rating. The maximum credit exposure at the reporting date is the carrying value of the credit balances, if any.

Liquidity risk

Liquidity risk is the risk that the Group and Company will not be able to meet their financial obligations as they fall due. The Group and Company's exposure to liquidity risk arises principally from their various payables, loans and borrowings.

The Group and Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the Group and Company to ensure, as far as possible, that they will have sufficient liquidity to meet their liabilities when they fall due.

As at 31 December 2020, the Group and Company have sufficient financial capacity and available facility to meet their obligations as and when they fall due within 12 months from the financial statement date.

Maturity analysis:

The following are the contractual maturities of financial liabilities, including estimated interest payments:

As at 31 December 2020	Carrying amounts £	Contractual cash flows £	Less than 12 months £	Between 1-5 years £	More than 5 years £
Trade and other payables	1,599,139	1,599,139	1,599,139	-	-
Bank loans	115,493,428	134,068,288	9,929,372	40,134,417	84,004,499
Loan notes	53,510,219	174,562,295	12,049,640	17,857,325	144,655,330
Lease liabilities	9,352,278	13,510,366	659,113	2,636,453	10,214,800
Provisions for decommissioning	1,184,089	1,402,203	-	-	1,402,203

As at 31 December 2019	Carrying amounts £	Contractual cash flows £	Less than 12 months £	Between 1-5 years £	More than 5 years £
Trade and other payables	1,445,331	1,445,331	1,445,331	-	-
Bank loans	117,048,462	143,753,401	9,685,114	40,098,974	93,969,313
Deferred consideration on unpaid shares	12,710,052	12,757,301	12,757,301	-	-
Loan notes	37,686,509	143,728,712	3,750,246	14,970,247	125,008,219
Lease liabilities	9,451,073	13,914,744	643,076	3,215,380	10,056,288
Provisions for decommissioning	664,213	1,419,420	-	-	1,419,420

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

Market risk

Market risk is the risk that changes in market prices, such as interest rates and other prices will affect the Group and Company's financial positions or cash flows.

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

The Group has exposure to Generation Tariff price, which is the main payment of the Feed-In-Tariffs (FITs) Scheme and is paid on the total output of the renewable energy system. The FITs is a government subsidy scheme for generation of renewable electricity from small-scale low-carbon installations (in this case, wind), and is contracted for 20 years and adjusted yearly by RPI. A significant portion of the revenue depends on Generation Tariff, Export Tariff and PPAs prices which have insignificant exposure to downside market risk.

The Group and the Company are not exposed to significant foreign currency risk as the majority of all payables and receivables are denominated in British Pounds Sterling which is the functional currency in which the Group and the Company operates.

The Group and Company use hedging strategies to mitigate their exposure to interest rate fluctuations. The Group and the Company does not intend to hold cash for the purpose of generating interest income.

Fair value of financial instruments

The carrying amounts of deposits, bank and cash balances, short-term receivables and payables and short term borrowings approximate their fair values and are equivalent to nominal values due to the relatively short term nature of these financial instruments.

Capital risk management

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

Management considers capital to consist of equity plus net debt as disclosed in the Statement of Financial Position. The primary objective of the Group and the Company's capital management is to ensure healthy capital ratios in order to support its business and maximise shareholder value. The Group and the Company's financial instruments comprise cash and liquid resources and various items, such as receivables and trade payables that arise directly from its operations. The Group and the Company's policy is to finance operations through Group borrowings and external financing (Note 18). It is the Group and the Company's policy not to hold financial instruments for speculative purposes.

5. REVENUE

Disaggregation of revenue from contracts with customers

The whole of the revenue is attributable to the principal activity of the Group, being the generation of renewable energy and all turnover arose in the United Kingdom.

The Group and Company derives revenue from the generation of electricity from two distinct categories:

	Group 2020 £	*Group 2019 £*
Generated under power purchase agreements	**5,429,244**	*4,936,823*
Generated under Feed-in-Tariffs	**16,950,526**	*14,599,987*
	22,379,770	**19,536,810**

Contract balances

The opening and closing balances of receivables and contract assets from contracts with customers are as follows:

	Group 2020 £	Group 2019 £
Accrued income	**5,954,954**	**4,723,973**

6. OPERATING PROFIT

	Group 2020 £	*Group 2019 £*
Operating profit is stated after charging the following items:		
Contingent rents	**1,473,641**	*1,290,007*
Depreciation of right-of-use asset	**357,002**	*357,002*
Interest on lease liabilities	**355,091**	*365,841*
Net losses on financial liabilities designated as fair value	**5,230,461**	*4,157,646*
Auditors' remuneration (Audit fees)	**170,000**	*170,000*

The total cash outflows for leases during the year is £2,137,323 *(2019: £1,953,689)*.

7. EMPLOYEES

The average monthly number of employees, including directors, during the year was 6 *(2019: 5)*. The directors do not receive any remuneration from the Company.

8. NET FINANCE COST

	Group 2020 £	*Group 2019 £*
Finance income		
Foreign currency gains	**1,864**	*-*
Bank interest received	**8,904**	*43,274*
Loan note modification gain	**3,658,424**	*-*
	3,669,192	*43,274*
Finance costs		
Loan interest	**(8,199,326)**	*(6,902,316)*
Net loss on derivatives	**(5,230,461)**	*(4,157,646)*
Interest expense on lease liabilities	**(368,950)**	*(365,841)*
Unwinding of decommissioning provision	**(10,329)**	**-**
Foreign currency losses	**-**	*(5,141)*
	(13,809,066)	*(11,430,944)*
Net finance cost	**(10,139,874)**	*(11,387,670)*

9. EXCEPTIONAL ITEMS

	Group 2020 £	*Group 2019 £*
Under provision of deferred consideration	**(1,336,673)**	*-*

Exceptional items relate to the under provided deferred consideration on investments in subsidiaries.

10. TAXATION

	Group 2020 £	*Group 2019 £*
Current tax	**806,000**	*177,524*
Adjustments in respect of prior periods	**(115,537)**	*(592,775)*
	690,463	*(415,251)*
Deferred tax	**(832,908)**	*885,899*
Total tax for the year	**(142,445)**	*470,648*
Loss before tax	**(3,629,982)**	*(6,189,094)*
Corporation tax charged at 19% *(2019: 19%)*	**(689,697)**	*(1,175,928)*
Capital allowances for the year in excess of depreciation	**(399,001)**	*(630,958)*
Expenses not deductible for tax purposes	**2,247,030**	*2,348,566*
Utilisation of tax losses	**(270,252)**	*(279,343)*
Group relief	**(82,080)**	*(84,813)*
Adjustment in respect of prior periods	**(115,537)**	*(592,775)*
Deferred tax	**(832,908)**	*885,899*
Tax charge	**(142,445)**	*470,648*

The closing deferred tax liability has been calculated at 19% *(2019: 17%)* in accordance with the rates enacted at the Statement of Financial Position date.

In the March 2021 Budget, the Government announced that the main rate of Corporation Tax would increase from 19% to 25% with effect from 1 April 2023. As the proposal to increase the rate had not been substantively enacted at the Statement of Financial Position date, its effects are not included in these financial statements.

Factors that may affect future tax charges

At the year end the Group had trading losses of £7,000,339 *(2019: £9,020,483)* available to offset against future taxable trading profits and restricted losses through Corporate Interest Restriction rules of £7,065,735 *(2019: £7,513,396)*.

11. PROPERTY, PLANT AND EQUIPMENT

Group	Wind turbine development	Land – right of use asset	Decommissioning costs	Freehold land	Total
	£	£	£	£	£
COST					
At 1 January 2019	186,322,491	-	-	-	186,322,491
Adjustments on transition to IFRS 16	-	9,728,308	-	-	9,728,308
Additions	-	-	664,213	-	664,213
At 31 December 2019 and 1 January 2020	**186,322,491**	**9,728,308**	**664,213**	**-**	**196,715,012**
Additions	**-**	**-**	**509,547**	**290,000**	**799,547**
Revaluations	**-**	**175,331**	**-**	**-**	**175,331**
At 31 December 2020	**186,322,491**	**9,903,639**	**1,173,760**	**290,000**	**197,689,890**
ACCUMULATED DEPRECIATION					
At 1 January 2019	7,238,747	-	-	-	7,238,747
Charge for the year	8,691,245	357,002	-	-	9,048,247
At 31 December 2019 and 1 January 2020	**15,929,992**	**357,002**	**-**	**-**	**16,286,994**
Charge for the year	**8,691,563**	**369,871**	**64,397**	**-**	**9,125,831**
At 31 December 2020	**24,621,555**	**726,873**	**64,397**	**-**	**25,412,825**
NET BOOK VALUE					
At 31 December 2020	**161,700,936**	**9,176,766**	**1,109,363**	**290,000**	**172,277,065**
At 31 December 2019	*170,392,499*	*9,371,306*	*664,213*	-	*180,428,018*

The Company held no tangible assets at 31 December 2020 or 31 December 2019.

12. INVESTMENTS IN SUBSIDIARIES

Company	**Investment in subsidiaries**
	£
COST	
At 1 January 2019, 31 December 2019 and 1 January 2020	**90,808,243**
Additions	**1,336,673**
At 31 December 2020	**92,144,916**

Details of the subsidiary undertakings can be found in Note 25.

A letter of support has been provided to the Company's subsidiaries, GVO Wind Limited and Bluemerang Capital Limited, confirming that their obligations would be supported for at least 12 months from approval of the financial statements.

13. GOODWILL

Group	**Goodwill**
	£
COST	
At 1 January 2019, 31 December 2019 and 1 January 2020	**5,640,887**

Goodwill arose on acquisition of the subsidiaries in 2018.

The Company held no intangible fixed assets as at 31 December 2020 or 31 December 2019.

Management has determined the recoverable amount of the GVO Wind Limited CGU by assessing the value in use (VIU) of the underlying assets at acquisition. No impairment was identified.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

Estimated asset life	23 years
Short-term inflation rate	3.1% - 3.2%
Long-term inflation rate	3.0%
Average EBITDA margin	65.7%
After-tax discount rate	4.1%

The estimated recoverable amount of the CGU exceeded its carrying amount by approximately £18 million. This is mainly due to the lower after-tax discount rate due to perceived lower risk. The estimated recoverable amount of the CGU will equal its carrying amount at the after-tax discount rate of 5.8%

14. TRADE AND OTHER RECEIVABLES

	Group 2020 £	Company 2020 £	Group 2019 £	Company 2019 £
DUE AFTER ONE YEAR				
Other receivables	211,322	-	211,322	-
DUE WITHIN ONE YEAR				
Other receivables	324,561	39,184	85,750	36,604
Prepayments and accrued income	6,923,008	182,234	5,681,415	174,513
	7,247,569	221,418	5,767,165	211,117

15. AMOUNTS DUE FROM GROUP UNDERTAKINGS

	Group 2020 £	Company 2020 £	Group 2019 £	Company 2019 £
DUE WITHIN ONE YEAR				
Amounts due from group undertakings	-	79,778,073	-	85,000,353

Amounts due from all subsidiaries classified as current are unsecured and repayable on demand. See Note 22 for details of interest charged on these amounts.

16. SHARE CAPITAL

	Company 2020 £	Company 2019 £
Allotted, called up and fully paid		
18,010,000 Ordinary shares of £1 each	18,010,000	18,010,000

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

17. TRADE AND OTHER PAYABLES

	Group 2020 £	Company 2020 £	Group 2019 £	Company 2019 £
Current trade and other payables				
Trade payables	113,244	32,998	141,814	35,037
Other creditors	22,460	-	98,864	-
Accruals and deferred income	1,485,895	-	1,303,517	127
Deferred share consideration (Note 21)	-	-	12,710,052	12,710,052
	1,621,599	32,998	14,254,247	12,745,216

18. BORROWINGS

	Group 2020 £	**Company 2020 £**	*Group 2019 £*	*Company 2019 £*
Current portion of long-term borrowings				
Bank loans	**7,011,878**	**7,011,878**	*6,544,535*	*6,544,535*
Loan notes from Parent	**8,897,464**	**8,897,464**	*3,486,509*	*3,486,509*
	15,909,342	**15,909,342**	*10,031,044*	*10,031,044*
Long-term borrowings				
Bank loans	**98,647,096**	**98,647,096**	*104,977,575*	*104,977,575*
Loan notes from Parent	**44,612,755**	**44,612,755**	*34,200,000*	*34,200,000*
	143,259,851	**143,259,851**	*139,177,575*	*139,177,575*

Bank loans and overdrafts are secured by a fixed and floating charge over the assets held by the Group and the Company. The Company has bank loans with Bayerische Landesbank for the amount of £115,493,428 (*2019: £117,048,262*). The rate of interest is at a margin of 1.6% over LIBOR for the short-term facility and 1.85% over LIBOR for the long-term facility, subject to interest rate swap agreements detailed in Note 21.

The principal of the loan outstanding at the period end was £106,710,500 (*2019: £112,609,500*). Transaction costs of £1,733,204 (*2019: £1,869,106*) have been offset to show a carrying amount of £104,977,296 (*2019: £110,740,394*).

The Group has Loan notes from its ultimate Parent Company for the amount of £44,612,755 *(2019: £34,200,000)*. The rate of interest is 10% per annum and has a termination date of 28 February 2048.

19. DEFERRED TAXATION

	Group 2020 £	**Company 2020 £**
As at 31 December 2018 and 1 January 2019	23,209,782	-
Charged/(credited) to profit or loss 2019	879,016	(61,376)
As at 31 December 2019 and 1 January 2020	**24,088,798**	**(61,376)**
Charged to profit or loss 2020	(832,908)	61,376
As at 31 December 2020	**23,255,890**	-

	Group 2020 £	**Company 2020 £**	*Group 2019 £*	*Company 2019 £*
Accelerated capital allowances	**6,135,599**	-	*4,791,451*	-
Tax losses	**(1,293,140)**	-	*(1,104,052)*	*(61,376)*
Uplift in value of fixed assets	**18,413,431**	-	*20,401,399*	-
	23,255,890	-	*24,088,798*	*(61,376)*

The estimated amount to reverse from the deferred tax liability in the next 12 months is £546,333 (*2019: £938,883*).

20. LEASE LIABILITIES

	Group 2020 £	*Group 2019 £*
Current lease liabilities		
Land leases	**308,135**	*287,984*
Non-current lease liabilities		
Land leases	**9,044,143**	*9,163,089*

21. FINANCIAL INSTRUMENTS

The Company has entered into an interest rate swap agreement relating to the bank loan held with Bayerische Landesbank. This financial instrument is measured at fair value through Statement of Comprehensive Income. The loss recognised in respect of this swap in the Statement of Comprehensive Income for the year was £5,230,461 *(2019: £4,127,781).*

The swap agreement was entered into on 28 March 2018, with a termination date of 30 September 2033. The agreement ensures a fixed interest rate of 1.332% for short-term tranche and 1.673% for long-term tranche against the loan facilities of the Group.

Bayerische Landesbank and Norddeutsche Landesbank, being the Hedge Counterparties, provided the valuation of the swap.

The timing of the contracted cash outflows on the loan notes from the ultimate Parent Company were adjusted in the current year. The amortised cost of the shareholder loan notes before the modification was £48,271,179 and a net modification gain of £3,658,424 was recognised in the Statement of Comprehensive Income.

Financial instruments are classified as follows:

	Group 2020 £	Company 2020 £	*Group 2019 £*	*Company 2019 £*
Financial assets measured at amortised cost:				
Trade receivables	-	-	-	-
Other receivables	**535,883**	-	297,072	-
Accrued income	**5,954,954**	-	4,725,157	1,184
Financial liabilities measured at amortised cost:				
Trade and other payables	**113,244**	**32,998**	141,814	35,037
Accruals	**1,485,895**	-	1,303,517	125
Loan notes from shareholders	**53,510,219**	**53,510,219**	37,686,509	37,686,509
Bank loans	**105,658,974**	**105,658,974**	111,522,110	111,522,110
Deferred share consideration	-	-	12,710,052	12,710,052
Financial liabilities measured at fair value:				
Interest rate swap	**9,834,454**	**9,834,454**	5,526,152	5,526,152

The fair value of the interest rate swap is classified as level 2 in the fair value hierarchy. The valuation is provided by Bayerische Landesbank, the provider of the loans and financial instruments. The valuation is measured using valuation techniques based on observable yield curves at the year end. The future cash flow is discounted using the present value method.

22. PROVISIONS

	Decommissioning costs	Total
	£	£
At 1 January 2019	**-**	**-**
Additions	**664,213**	**664,213**
As at 31 December 2019 and 1 January 2020	**664,213**	**664,213**
Additions	**519,876**	**519,876**
As at 31 December 2020	**1,184,089**	**1,184,089**

A provision of £1,184,089 (*2019: £664,213*) has been recognised for decommissioning costs. These costs are expected to be incurred between 2037 and 2041, at the end of its useful economic life being 25 years from the date of commissioning, in line with note 2. The provision has been estimated using existing information in relation to the costs involved to return these sites to their original condition and discounted to present value using a discount rate of 3.81%.

23. RELATED PARTIES

Included within Loan Notes is £53,510,219 *(2019: £37,686,509)* due to the ultimate parent undertaking, TNB International Sdn Bhd.

Included within amounts due from group undertakings is £79,455,123 *(2019: £84,915,474)* due from its subsidiaries. The interest rate charged on the outstanding balance is between 10-16%.

Included within amounts due from group undertakings is £322,950 (*2019: £84,879*) due from the immediate parent undertaking. No interest is charged on this balance.

24. IMMEDIATE AND ULTIMATE PARENT UNDERTAKINGS

As at 31 December 2020 and 31 December 2019 the immediate parent undertaking was Tenaga Investments UK Ltd by virtue of its 100% shareholding in the Company.

As at 31 December 2020 and 31 December 2019 the ultimate parent undertaking was TNB International Sdn Bhd, a company incorporated in Malaysia.

There is no single ultimate controlling party.

The smallest group of which the Company is a member for which group financial statements are drawn up is Tenaga Investments UK Ltd. Copies of these group financial statements are available from 1st Floor, Sackville House, 143-149 Fenchurch Street, London, United Kingdom EC3M 6BL and from Companies House.

The largest group of which the Company is a member for which group financial statements are drawn up is TNB International Sdn Bhd. Copies of these group financial statements are available from Pejabat Setiausaha Syarikat, Tingkat 2, Ibu Pejabat Tenaga Nasional Berhad, No. 129, Jalan Bangsar, 59200 Kuala Lumpur, Malaysia.

25. SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the Company, all of which are incorporated in the UK, consolidated in these financial statements and have a registered office of 1st Floor, Sackville House, 143-149 Fenchurch Street, London, EC3M 6BL:

Company name	Class of share held	% owned	Direct/Indirect
GVO Wind Limited	Ordinary	100%	Direct
GVO Wind F-1 Limited	Ordinary	100%	Indirect
GVO Wind No.1 Limited	Ordinary	100%	Indirect
GVO Wind No.2 Limited	Ordinary	100%	Indirect
GVO Wind No.3 Limited	Ordinary	100%	Indirect
GVO Wind No.4 Limited (Mount Pleasant Limited)	Ordinary	100%	Indirect
GVO Wind No.5 Limited	Ordinary	100%	Indirect
GVO Wind No.6 Limited	Ordinary	100%	Indirect
GVO Wind No.7 Limited	Ordinary	100%	Indirect
GVO Wind No.10 Limited	Ordinary	100%	Indirect
GVO Wind No.11 Limited	Ordinary	100%	Indirect
GVO Wind No.13 Limited	Ordinary	100%	Indirect
GVO Wind No.14 Limited	Ordinary	100%	Indirect
Durpley WT Limited	Ordinary	100%	Indirect
GVO Wind No.16 Limited	Ordinary	100%	Indirect
GVO/CME Wind No.17 Limited	Ordinary	100%	Indirect
GVO/CME Wind No.18 Limited	Ordinary	100%	Indirect
Weston Town WT Limited	Ordinary	100%	Indirect
GVO Wind No.20 Limited	Ordinary	100%	Indirect
GVO Wind No.21 Limited	Ordinary	100%	Indirect
GVO Wind No.22 Limited	Ordinary	100%	Indirect
GVO Wind No.23 Limited	Ordinary	100%	Indirect
GVO Wind No.24 Limited	Ordinary	100%	Indirect
GVO Wind No.25 Limited	Ordinary A	100%	Indirect
GVO Wind No.27 Limited	Ordinary	100%	Indirect
GVO Wind No.28 Limited	Ordinary	100%	Indirect
GVO Wind No.29 Limited	Ordinary	100%	Indirect
GVO Wind No.30 Limited	Ordinary	100%	Indirect
GVO Wind No.31 Limited	Ordinary	100%	Indirect
GVO Wind No.32 Limited	Ordinary	100%	Indirect
Warren WT Limited	Ordinary	100%	Indirect
GVO Wind No.35 Limited	Ordinary	100%	Indirect
GVO Wind No.36 Limited	Ordinary	100%	Indirect
OGPW No.1 Limited	Ordinary	100%	Indirect
GVO Wind No.39 Limited	Ordinary	100%	Indirect
GVO Wind No.40 Limited	Ordinary	100%	Indirect
GVO Wind No.41 Limited	Ordinary	100%	Indirect
GVO Wind No.42 Limited	Ordinary	100%	Indirect
GVO Wind No.43 Limited	Ordinary	100%	Indirect
GVO Wind No.44 Limited	A	100%	Indirect
Bluemerang Capital Limited	Ordinary	100%	Direct
BCL Castlerigg Limited	Ordinary	100%	Indirect
BCL Harmeston Limited	Ordinary	100%	Indirect
BCL Hunday Limited	Ordinary	100%	Indirect

25. SUBSIDIARY UNDERTAKINGS (CONTINUED)

Company name	Class of share held	% owned	Direct/Indirect
BCL Murex Bennacott Limited	A and B	100%	Indirect
LE18 Limited	Ordinary	100%	Indirect
LE19 Limited	Ordinary	100%	Indirect
Murex Bennacott Limited	Ordinary	100%	Indirect
BCL Gwynt Limited	A and B	100%	Indirect

The following were subsidiary undertakings of the Company, all of which are incorporated in the UK, consolidated in these financial statements and have a registered office of 10 Castle Street, Edinburgh, EH2 3AT:

Boghead WT Limited	Ordinary	100%	Indirect
GVO Wind No.9 Limited	Ordinary	100%	Indirect
GVO Wind No.12 Limited	Ordinary	100%	Indirect
Ili (Wellgreen) Limited	Ordinary	100%	Indirect

The directors consider that the subsidiary undertakings are entitled to exemption from the requirement to have an audit under the provision of section 479A of the Companies Act 2006 (“the Act”) and the members have not required these companies to have an audit for the period in question in accordance with Section 476 of the Act.

Tenaga Wind Ventures UK Ltd has guaranteed the liabilities of the subsidiary undertakings in order that they qualify for the exemption from audit under section 479A of the Companies Act 2006 in respect of the year ended 31 December 2020.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.