

NextEnergy Solar Holdings III Limited
Annual Report and Financial Statements
for the year ended 31 March 2021

Company Number: 09693016

NextEnergy Solar Holdings III Limited
COMPANY INFORMATION

Directors

Aldo Beolchini
Michael Fritz Herbert Bonte-Friedheim
Ross Grier

Company Number

09693016

Registered Office and Business Address

5th Floor North Side
7/10 Chandos Street
Cavendish Square
London
W1G 9DQ

Independent Auditors

KPMG Channel Islands Limited
Gategny Court
Gategny Esplanade
St Peter Port
Guernsey
GY1 1WR

Bankers

Lloyds Bank
25 Gresham Street
London
EC2V 7HN

NextEnergy Solar Holdings III Limited

CONTENTS

	Page(s)
Directors' Report	1 - 2
Strategic Report	3
Independent Auditor's Report to the members of NextEnergy Solar Holdings III Limited	4 - 6
Statement of Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Statement of Cash Flows	10
Accounting Policies	11 - 17
Notes to the Financial Statements	18 - 31

NextEnergy Solar Holdings III Limited

DIRECTORS' REPORT

for the year ended 31 March 2021

The directors present their report and the financial statements of NextEnergy Solar Holdings III Limited (the "Company") for the year ended 31 March 2021.

Principal Activities

The principal activity of the Company is to act as a holding company of investments for its parent undertaking, NextEnergy Solar Fund Limited ("NESF").

Directors

The directors who served during the year, and up to the date of signing the financial statements, are as follows:

Aldo Beolchini
Michael Fritz Herbert Bonte-Friedheim
Ross Grier

Political Contributions

The Company did not make any disclosable political donations in the current year.

Qualifying third-party and pension scheme indemnity provisions

The Company did not have any qualifying third-party indemnity provision and/or qualifying pension scheme indemnity provision for any of the directors, during the financial year and at the date of approval of the directors' report.

Post-statement of financial position events

Refer to Note 23 for detail of significant events after the reporting date.

Directors' Responsibilities Statement

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

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

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing as applicable matters related to going concern; and
- use the going concern basis of accounting unless they intend to liquidate the Company or cease operations or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have the general responsibility for taking such steps as are reasonably open to them, to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

NextEnergy Solar Holdings III Limited
DIRECTORS' REPORT (CONTINUED)
for the year ended 31 March 2021

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

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

Independent auditor

KPMG Channel Islands Limited have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

This report was approved by the board on 22 December 2021 and signed on its behalf.



Ross Grier
Director
22 December 2021

NextEnergy Solar Holdings III Limited

STRATEGIC REPORT

for the year ended 31 March 2021

The directors present their strategic report and the financial statements of the Company for the year ended 31 March 2021.

Business review

The Company is committed to project implementation excellence, the provision of long-term clean energy projects, environmentally sensitive developments for the local community, and long term sustainable returns to investors.

The Company's statement of financial position, as detailed on page 8, shows a satisfactory position, with capital and reserves amounting to £59,633,940 (2020: £289,098,213). Please refer to Note 9 for further details on the movement in investments.

The key performance indicator of the Company is its investment portfolio. The investment portfolio of the Company increased during the year following the acquisition of the Camden portfolio that included NextPower Grange Limited, NextPower South Lowfield and NextPower Hops Limited totalling £61,198,222 and additional investment in the development of subsidy free solar PV projects. The fair value of the investment portfolio of the Company increased during the year to £384,614,304 (2020: £365,717,198). Please refer to Note 9 for further details on the movement in investments.

Results and Dividends

The loss for the year after providing for taxation amounted to £212,535,681 (2020: loss of £19,641,038). During the year, the Company declared dividends of £16,928,592 (2020: £28,154,447) and paid dividends of £12,011,397 (2020: £24,423,449) to the shareholder, NextEnergy Solar Fund Limited ("NESF").

Future Developments

The directors have no planned developments and have a reasonable expectation that the Company will continue operating in the foreseeable future. For the detailed assessment refer to page 12.

Principal risks and uncertainties

The Company is exposed to a variety of financial and operational risks as detailed in Note 19 to the financial statements.

Going Concern

The directors believe that the Company is well placed to manage its business risks successfully. Having reviewed the Company's current position and given the continued financial support provided by the ultimate parent company, NextEnergy Solar Fund Limited, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the directors' report and financial statements. The financial support will be made available for a period of not less than 12 months and one day from the date of signing these financial statements. The directors have received confirmation of this support.

COVID-19

The impact of COVID-19 has been considered as part of the directors' review of going concern. Refer to page 12 for details.

This report was approved by the board on 22 December 2021 and signed on its behalf.



Ross Grier
Director
22 December 2021

Independent Auditor's Report to the Member of NextEnergy Solar Holdings III Limited

Our opinion

We have audited the financial statements of NextEnergy Solar Holdings III Limited (the "Company"), which comprise the statement of financial position as at 31 March 2021, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2021 and of the Company's loss for the year then ended;
- are properly prepared in accordance with United Kingdom accounting standards, including FRS 102 The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including FRC Ethical Standards. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (the "going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of management as to the Company's policies and procedures to prevent and detect fraud as well as enquiring whether management have knowledge of any actual, suspected or alleged fraud;
- reading minutes of meetings of those charged with governance; and
- using analytical procedures to identify any unusual or unexpected relationships.

Independent Auditor's Report to the Member of NextEnergy Solar Holdings III Limited (continued)

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because the Company's revenue streams are simple in nature with respect to accounting policy choice, and are easily verifiable to external data sources or agreements with little or no requirement for estimation from management. We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing any identified entries to supporting documentation; and
- incorporating an element of unpredictability in our audit procedures.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general sector experience and through discussion with management (as required by auditing standards), and discussed with management the policies and procedures regarding compliance with laws and regulations.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

The Company is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of litigation or impacts on the Company's ability to operate. We identified company law as being the area most likely to have such an effect. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of fraud, as this may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

The directors' report and strategic report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent Auditor's Report to the Member of NextEnergy Solar Holdings III Limited (continued)

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 1, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; 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; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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



David Alexander (Senior Statutory Auditor)

For and on behalf of KPMG Channel Islands Limited (Statutory Auditor)

Chartered Accountants

Guernsey

22 December 2021

NextEnergy Solar Holdings III Limited
STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 March 2021

	Note	2021 £	2020 £
Revenue	2	11,385,347	5,102,477
Operating expenses	3	(6,912,201)	(6,438,919)
Finance income	5	8,012,134	7,135,374
Net changes in fair value of financial assets at fair value through profit and loss	9	12,857,760	(17,463,314)
Operating profit/(loss)		25,343,040	(11,664,382)
Finance cost	6	(8,935,889)	(6,898,630)
Loan waiver	7	(230,000,000)	-
Loss before taxation		(213,592,849)	(18,563,012)
Tax on loss	8	1,057,168	(1,078,026)
Total comprehensive loss and loss for the year		(212,535,681)	(19,641,038)

The Company's revenue and expenses all relate to continuing operations.

The accounting policies and notes on pages 11 to 31 form an integral part of the financial statements.

NextEnergy Solar Holdings III Limited

Company number: 09693016

STATEMENT OF FINANCIAL POSITION

as at 31 March 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	9	384,614,304	365,717,198
		384,614,304	365,717,198
Current assets			
Debtors: amounts falling due within one year	11	19,548,005	161,163,022
Other debtors	10	1,205,966	1,396,343
Cash and cash equivalents	12	25,359,029	13,923,394
		46,113,000	176,482,759
Creditors: amounts falling due within one year	13	(140,429,681)	(21,630,920)
Net current (liabilities)/assets		(94,316,681)	154,851,839
Total assets less current liabilities		290,297,623	520,569,037
Creditors: amounts falling due after more than one year	13	(230,000,000)	(230,000,000)
Provisions			
Provision for liabilities and charges	15	(663,683)	(1,470,824)
Net assets		59,633,940	289,098,213
Capital and reserves			
Called up share capital	18	3	3
Profit and loss account		(205,552,186)	6,983,495
Distributable reserves		265,186,123	282,114,715
Total shareholder's equity		59,633,940	289,098,213

The financial statements were approved and authorised for issue by the Board and were signed on its behalf 22 December 2021.



Ross Grier

Director

The accounting policies and notes on pages 11 to 31 form an integral part of the financial statements.

NextEnergy Solar Holdings III Limited
STATEMENT OF CHANGES IN EQUITY
for the year ended 31 March 2021

	Called up share capital	Profit and loss account	Distributable reserves	Total shareholder's equity
	£	£	£	£
Shareholder's equity at 1 April 2019	3	26,624,533	310,269,162	336,893,698
Comprehensive loss for the year				
Loss for the year	-	(19,641,038)	-	(19,641,038)
Dividends declared	-	-	(28,154,447)	(28,154,447)
Shareholder's equity at 1 April 2020	3	6,983,495	282,114,715	289,098,213
Comprehensive loss for the year				
Loss for the year	-	(212,535,681)	-	(212,535,681)
Dividends declared	-	-	(16,928,592)	(16,928,592)
Shareholder's equity at 31 March 2021	3	(205,552,186)	265,186,123	59,633,940

The accounting policies and notes on pages 11 to 31 form an integral part of the financial statements.

NextEnergy Solar Holdings III Limited
STATEMENT OF CASH FLOWS
for the year ended 31 March 2021

	2021 £	2020 £
Cash flows from operating activities		
Loss for the year	(212,535,681)	(19,641,038)
Adjustments for:		
Finance income	(8,012,134)	(7,135,374)
Finance costs	8,935,889	6,898,630
Taxation (credit)/charge	(1,057,168)	1,078,026
Increase in debtors	(87,804,227)	(22,634,137)
Increase in creditors	105,136,280	132,000,654
Decrease in provisions	(807,141)	(403,194)
Net changes in fair value of financial assets at fair value through profit and loss	(12,857,760)	17,463,314
Loan waiver	230,000,000	-
Net cash generated from operating activities	20,998,058	107,626,881
Cash flows from investing activities		
Movement in cost of investments	(55,057,243)	(120,589,071)
Repayment from investments	47,632,866	33,332,000
Finance income received	8,012,134	7,135,374
Increase in amounts owing from subsidiaries	10,164,776	14,381,692
Net cash generated from/(used in) investing activities	10,752,533	(65,740,005)
Cash flows from financing activities		
Dividends paid	(12,011,397)	(24,423,449)
Eurobond interest paid	(8,303,559)	(6,795,615)
Net cash used in financing activities	(20,314,956)	(31,219,064)
Net increase in cash and cash equivalents	11,435,635	10,667,812
Cash and cash equivalents at the beginning of the year	13,923,394	3,255,582
Cash and cash equivalents at the end of the year	25,359,029	13,923,394

The accounting policies and notes on pages 11 to 31 form an integral part of the financial statements.

NextEnergy Solar Holdings III Limited

ACCOUNTING POLICIES

for the year ended 31 March 2021

General information

NextEnergy Solar Holdings III Limited (the "Company") was incorporated with limited liability in England & Wales under the Companies Act 2006, on 20 July 2015 with registered number 09693016. The registered office and principal place of business of the Company is 5th Floor North Side, 7-10 Chandos Street, Cavendish Square, London, W1G 9DQ.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Principal activities

The principal activity of the Company is to act as a holding company of investments for its parent undertaking, NextEnergy Solar Fund Limited ("NESF").

Basis of preparation

The financial statements of NextEnergy Solar Holdings III Limited have been prepared under the historical cost convention unless specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard Applicable in the UK and Republic of Ireland ("FRS 102") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed on pages 16 and 17.

Basis of non-consolidation

The Company has acquired investments in its capacity as a holding company for its parent undertaking, NESF. The parent is an investment entity in accordance with IFRS 10 definition. The Company meets the same criteria of the parent undertaking, however, prepares financial statements under FRS 102. In line with section 9.9 of FRS 102, the Company take the exemption from consolidation and hold the investments at fair value through profit and loss.

Characteristics of an investment entity

Under the definition of an investment entity, as set out in the standard, the entity should satisfy all three of the following tests:

- I. Obtains funds from one or more investors for the purpose of providing those investors with investment management services; and
- II. Commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both (including having an exit strategy for investments); and
- III. Measure and evaluate the performance of substantially all of its investments on a fair value basis.

In assessing whether the Company meets the definition of an investment entity set out in FRS 102 the Directors note that:

- the Company obtains funds from its parent Company, NESF, which has multiple investors and obtains funds from a diverse group of shareholders who would otherwise not have access individually to investing in solar energy infrastructure due to high barriers to entry and capital requirements;
- the Company's purpose is to invest funds for both investment income and capital appreciation. The Company's investments have indefinite lives however the underlying assets do not have an unlimited life and therefore minimal residual value and therefore will not be held indefinitely; and
- the Company measures and evaluates the performance of all of its investments on a fair value basis which is the most relevant for investors in the Company. Management use fair value information as a primary measurement to evaluate the performance of all of the investments and in decision making. Management has an exit strategy for investments.

The Directors are of the opinion that the Company has all the typical characteristics of an investment entity.

The Directors believe the treatment outlined above provides the most relevant information to investors.

NextEnergy Solar Holdings III Limited

ACCOUNTING POLICIES (CONTINUED)

for the year ended 31 March 2021

Fair value measurement

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety which are described as follows:

Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

Going Concern

The directors believe that the Company is well placed to manage its business risks successfully. Having reviewed the Company's current position and given the continued financial support provided by the ultimate parent company, NESF, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the directors' report and financial statements. The financial support will be made available for a period of not less than 12 months and one day from the date of signing these financial statements. The directors have received confirmation of this support.

COVID-19

Management have closely monitored the impact of COVID-19 and has business continuity plans in place that allow the Company to adapt to change as and when it arises. In considering the impact of COVID-19 at the date of signing of the accounts there has not been a material impact on the operations of the Company and its underlying investments and minimal impact on cash flows. The Company has a letter of financial support from the parent entity, NESF, which has sufficient liquidity to support the company's ability to continue as a going concern for the next 12 months from approval of the financial statements.

Cash and cash equivalents

Cash and cash equivalents include cash at bank.

Financial instruments

The Company has chosen to adopt sections 11 and 12 of FRS 102 in respect of the financial instruments.

Financial instruments recognised on the statement of financial position include debtors, cash at bank, creditors and other financial assets/liabilities.

NextEnergy Solar Holdings III Limited

ACCOUNTING POLICIES (CONTINUED)

for the year ended 31 March 2021

Initial recognition and measurement

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

Financial assets

All regular purchases and sales of financial assets are recognised on the trade date i.e. the date that the Company commits to purchase or sell a financial asset. Debtors reflected on the statement of financial position are net of any allowance(s) for the uncollectible amounts.

After initial recognition, financial assets carried at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest earned on these financial assets is recognised as Investment Income in the Statement of Comprehensive Income.

A financial asset, or a portion of a financial asset, is derecognised when:

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

Provision and Contingencies

i. Provisions

Provisions are recognised when the Company has as 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 the amount of the obligation can be estimated reliably.

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 might be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in provision due to passage of time is recognised as a finance cost.

ii. Contingencies

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

Impairment of financial assets

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

NextEnergy Solar Holdings III Limited

ACCOUNTING POLICIES (CONTINUED)

for the year ended 31 March 2021

Assets carried at amortised cost

If there is objective evidence that an impairment loss has been incurred, it is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate. The loss is recognised in the Statement of Comprehensive Income.

The Company first assesses whether objective evidence of impairments exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the assets is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the Statement of Comprehensive Income, to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date.

Financial liabilities

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Comprehensive Income when the liabilities are de-recognised as well as through the effective interest amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest method. The effective interest amortisation is included as finance costs in the Statement of Comprehensive Income.

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

Where the contractual liabilities of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classified as financial liabilities, and are presented as such in the statement of financial position. Finance costs and gains or losses relating to financial liabilities are included in the Statement of Comprehensive Income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

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

Distributions to equity holder

Dividends and other distributions to the Company's shareholder's are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the Company's shareholder. These amounts are recognised in the statement of changes in equity.

Transaction costs

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 facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

NextEnergy Solar Holdings III Limited

ACCOUNTING POLICIES (CONTINUED)

for the year ended 31 March 2021

Offsetting of financial instruments

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

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

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Investments

Investments are recognised when the Company has control of the asset. Control is assessed considering the purpose and design of the investments including any options to acquire the investments where these options are substantive. The options are assessed for factors including the exercise price and the incentives for exercise. Investments are designated upon initial recognition to be accounted for at fair value through profit or loss in accordance with section 9 of FRS 102. After initial recognition, investments at fair value through profit or loss are measured at fair value with changes recognised in the Statement of Comprehensive Income.

The Company finances its subsidiaries through capital contributions and loans. Based on the fact that the contractual substance of the loan is that it is a capital contribution intended to provide the subsidiary with a long-term source of additional capital, the financing is outside the scope of section 11, as there is no contractual obligation to receive or pay cash. The parent accounts for the financing as an investment in the subsidiary.

Refer to pages 16 and 17 for details of accounting estimates and assumptions used to determine the fair value of investments.

Taxation

Current tax represents the amount expected to be paid or recovered in respect of taxable profits for the period and is calculated using the tax rates and laws that have been enacted or substantially enacted at the statement of financial position date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date where transactions or events have occurred at that date that will result in an obligation to pay more tax in the future, or a right to pay less tax in the future. Timing differences are temporary differences between the Company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured on an undiscounted basis at the tax rates that are anticipated to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Management assess the recoverability of deferred tax assets as and when they arise and will recognise any such assets if they are deemed recoverable.

Management fees

Management fees are charged to the Company's investments in respect of management services provided. Management fee income is measured at the fair value of the consideration received or receivable, net of value added taxes.

NextEnergy Solar Holdings III Limited

ACCOUNTING POLICIES (CONTINUED)

for the year ended 31 March 2021

Finance costs

Finance costs are recognised using the effective interest rate method.

Finance income

Interest income recognised on financial assets carried at amortised cost is recognised using the effective interest rate method.

Equity

Equity comprises the following:

- "Called-up Share Capital" represents the nominal value of ordinary equity shares. Incremental costs attributable to the issue of new ordinary equity shares are shown in equity as a deduction, net of tax, from the proceeds.
- "Profit and loss account" includes all current results as disclosed in the Statement of Comprehensive Income.
- "Distributable reserves" represents the amount available for a dividend to be paid.

Foreign currency

The Company's functional and presentation currency is the pound sterling ("GBP"). Foreign currency transactions are translated to GBP using the average exchange rates during the period that the income/expenditure occurs. Monetary items which are denominated in foreign currency are translated at period-end using the prevailing exchange rates at that date. Gains and losses arising as a result of translation of balances are recognised in profit and loss in the Statement of Comprehensive Income.

Significant accounting estimates and assumptions

The preparation of financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts for assets and liabilities. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about the validation methodology and carrying values that are not readily apparent from other sources. Actual values may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The most critical accounting policies and estimates in determining the financial condition and results of the Company are those requiring a greater degree of subjective or complete judgement. These are discussed on the next page.

NextEnergy Solar Holdings III Limited

ACCOUNTING POLICIES (CONTINUED)

for the year ended 31 March 2021

Investments held at fair value through profit or loss

The Company and its parent undertaking, NESF, under the Investment Exemption rule hold investments at fair value. The Board of Directors has appointed the Investment Manager of NESF to produce investment valuations based upon projected future cash flows.

The investments held at fair value through profit or loss, whose fair values include the use of Level 3 inputs, are valued by discounting future cash flows from investments to the Company at a discount rate when the assets are operational. The discount rate applied in the year ended 31 March 2021 valuation was 5.75% (2020: 6.25%). The discount rate is a significant Level 3 input and a change in the discount rate applied could have a material effect on the value of the investments. In addition, COVID-19, has had a negative impact on the long-term power price projections, which is also a significant Level 3 input. Investments in solar PV plants that are not yet operational are held at fair value, where the cost of the investment is used as an appropriate approximation of fair value. Other significant assumptions used to model future cash flows included power price curves, expected inflation rate (CPI), expected electricity generation of photovoltaic plants held by the assets, and assumptions around operating costs.

These valuations are reviewed and approved by the Board. The investments are held through subsidiaries. A list of subsidiaries is included in Note 9.

The table below sets out information about significant unobservable inputs used at 31 March 2021 in measuring financial instruments categorised as Level 3 in the fair value hierarchy:

Description	Fair value at 31 March 2021 (£)	Valuation technique	Unobservable input	Input value
Unlisted investments	349,124,707	Discounted cash flow	Discount rate	5.75%
			Inflation rate (RPI)	3.00%
Unlisted investments	35,489,597	Cost	-	-

Valuation methodology

The Directors have satisfied themselves as to the methodology used, the discount rates and key assumptions applied, and the valuation. All completed investments are at fair value through profit or loss and are valued using a discounted cash flow methodology, except for those assets under construction that are valued at cost spent and committed at the reporting date.

All investments have been valued through discounted cash flows with the exception of SL Solar Services Ltd (batteries), BESS Pierces Limited (Batteries), NextZest Limited, Subsidy free projects (including the Llanwern Portfolio and early stage development projects under Nextpower Waterprojects Limited), Wentlooge Portfolio and NextPower South Lowfield Limited where the cost of the investment is used as an appropriate approximation of fair value.

Deferred tax

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the net effect of future tax planning strategies.

NextEnergy Solar Holdings III Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2021

1. PERIOD OF FINANCIAL STATEMENTS

The financial statements are for the year from 1 April 2020 to 31 March 2021.

2. REVENUE

	2021	2020
	£	£
Management fees	5,623,761	4,857,217
Dividend received	5,761,586	245,260
	<u>11,385,347</u>	<u>5,102,477</u>

Management fees

Management fees are charged to the Company's investments in respect of management services provided. Management fee revenue is measured at the fair value of the consideration received or receivable, refer to Note 20.

Dividend received

A dividend is receivable upon the repayment of the loans due from subsidiaries.

3. OPERATING EXPENSES

	2021	2020
	£	£
Professional fees	478,839	595,136
Audit fees	10,555	10,555
Administration fees	7,932	15,770
Management fees charged by the Parent Company	<u>5,209,008</u>	<u>3,744,274</u>

The Company also paid audit fees on behalf of its subsidiaries for the financial year ended 31 March 2021 and 31 March 2020 which are disclosed in the respective subsidiaries' financial statements.

4. REMUNERATION OF THE DIRECTORS

The remuneration of the directors was £nil for the financial year (2020: £nil).

5. FINANCE INCOME

	2021	2020
	£	£
Interest income	<u>8,012,134</u>	<u>7,135,374</u>

Refer to Notes 11, 14 and 20 for more details of the loans due from subsidiaries and the interest earned on the loans.

NextEnergy Solar Holdings III Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2021

6. FINANCE COSTS

	2021 £	2020 £
Interest on Eurobonds	<u>8,935,889</u>	<u>6,898,630</u>

Refer to Notes 13, 14, and 20 for more details of the Eurobonds.

7. LOAN WAIVER

On 28 February 2019 the Company issued debt in the form of a Eurobond to its parent of £105m. On 20 March 2019, the Company capitalised a shareholder loan due to parent of £316,799,177. Unintentionally, this amount excluded the £105m, which resulted in a corresponding loan receivable from its parent. Following this, on 16 September 2019 the Company issued further debt in the form of a Eurobond to its parent of £125m, thereby increasing the loan receivable from its parent. The loan receivable from parent was created as an unintended consequence of the amount capitalised on 20 March 2019, the intention was to capitalise the shareholder loan due to parent up to the value of the Eurobond. As a result, as at 31 March 2021, the directors of the Company have resolved to make provision in the accounts to eliminate the remaining loan receivable from parent of £230m, thereby reducing the loans due from parent to £nil.

8. TAXATION

	2021 £	2020 £
(a) Analysis of charge in the year		
Current tax:		
UK corporation tax at 19% (2020: 19%)	-	1,076,185
Adjustments in respect of previous periods	<u>(1,057,168)</u>	<u>1,841</u>
	<u>(1,057,168)</u>	<u>1,078,026</u>
Deferred tax:		
Origination and reversal of timing differences	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
Taxation on loss on ordinary activities	<u>(1,057,168)</u>	<u>1,078,026</u>

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

8. TAXATION (continued)

(b) Factors affecting tax charge for the year

The tax assessed for the year differs (2020: differs) from the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	2021 £	2020 £
Loss before taxation for the year	(213,592,849)	(18,563,012)
Tax on profit on ordinary activities at standard corporation tax rate of 19% (2020: 19%)	(40,582,641)	(3,526,972)
Effects of:		
Expenses not deductible for tax purposes	43,761,392	4,544,722
Income not taxable for tax purposes	(2,444,236)	-
Adjustments to tax charge in respect of previous periods	(1,057,168)	1,841
Group income	(1,094,701)	(46,599)
Group relief claimed	-	105,034
Movement in deferred tax not recognised	360,186	-
	(1,057,168)	1,078,026

The adjustments to the tax charge in respect of previous periods include a reversal of tax due on imputed interest income arising from a loan receivable with the Parent. As disclosed in Note 7, as at 31 March 2021, this loan receivable has been waived. The Company has resubmitted their 2020 tax return to the tax authorities, which has been adjusted to remove the tax impact of any historic imputed interest income arising on the loan. Management has been obtained advice from the Company's tax adviser, which indicates that there is a risk that this position may be challenged by the tax authorities but such challenge may be defended successfully. As at the date of approval of these financial statements, management are of the view that no material losses will arise in respect of any challenge by the tax authorities. Management will continue to monitor the resubmission of the 2020 tax return.

(c) Factors affecting current and future tax charge

In the March 2021 Budget, it was announced that the main corporation tax rate is expected to increase in 2023 to 25% applying to profits over £250,000. Companies with profits of £50,000 or less will continue to pay Corporation Tax at 19%. Companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective Corporation Tax rate. The new rate has not been substantively enacted as of 31 March 2021.

The deferred tax at 31 March 2021 has been calculated based on the rate of 19% substantively enacted at the balance sheet date.

NextEnergy Solar Holdings III Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2021

9. INVESTMENTS

	2021	2020
	£	£
Cost brought forward	376,697,235	289,440,162
Acquisitions	61,198,222	8,724,934
Disposals	(16,687,741)	-
Realised Gains	1,385,035	-
Net loan advancements and repayments	(38,471,139)	78,532,139
Cost carried forward	384,121,612	376,697,235
Unrealised (losses)/gains brought forward	(10,980,037)	6,483,277
Movement in unrealised gains/(losses)	11,472,729	(17,463,314)
Unrealised gains/(losses) carried forward	492,692	(10,980,037)
 Investment portfolio at fair value through profit and loss	 384,614,304	 365,717,198
 Movement in unrealised gains/(losses)	 11,472,725	 (17,463,314)
Realised Gains	1,385,035	-
 Net changes in fair value of financial assets at fair value through profit and loss	 12,857,760	 (17,463,314)

The investment portfolio is financed by capital contributed by the parent company, NESF as disclosed in Note 18, and Eurobonds.

The investments represent amounts advanced to subsidiaries to fund investment and working capital.

On 26 February 2021, the Company acquired the Camden portfolio consisting of three entities, NextPower Grange Limited, NextPower South Lowfield Limited and NextPower Hops Limited.

On 14 May 2020 and 24 March 2021 the Company sold to Nightshade Investco Limited and Nightshade Devco Limited a group of development Solar PV projects.

On 31 March 2021 the company waived the investment loans with six subsidiaries. The release of the investment loan was recognised as a realised valuation loss of £922,300.

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

9. INVESTMENTS (continued)

The Company owns the investment portfolio in its capacity as a holding company for its parent undertaking, NESF. Below are the legal names and fair value of the investments owned by the Company at 31 March 2021:

Name	Country	Cost (£)	Fair Value (£)	2021 Ownership	2020 Ownership
Balhearty Solar Limited*	UK	2,737,379	2,037,402	100%	100%
Ballygarvey Solar Limited*	UK	8,610,783	7,735,557	100%	100%
BESS Pierces Limited*	UK	126,511	107,918	100%	100%
Birch Solar Farm CIC *	UK	1,426,964	1,604,624	100%	100%
Brafield Solar Limited*	UK	4,627,429	5,409,330	100%	100%
Empyreal Energy Limited *	UK	4,092,737	5,509,560	100%	100%
Fiskerton Limited*	UK	1	-	100%	100%
Helios Solar 1 Limited*	UK	1,134,780	2,355,260	100%	100%
Helios Solar 2 Limited*	UK	1,695,891	1,591,142	100%	100%
Lark Energy Bilsthorpe Limited *	UK	4,470,330	4,963,778	100%	100%
LE Solar 51 Limited *	UK	4,682,644	4,750,630	100%	100%
Little Irchester Solar Limited*	UK	4,616,326	4,882,588	100%	100%
Little Staughton Airfield Solar Limited **	UK	27,490,344	22,173,061	100%	100%
Llawern Portfolio****	UK	-	-	0%	100%
Micro Renewables Limited*	UK	3,116,270	3,624,396	100%	100%
Micro Renewables Domestic Limited*	UK	547,619	824,418	100%	100%
Moss Lane Portfolio***	UK	-	-	0%	100%
NESH 3 Portfolio A Limited*	UK	35,489,751	37,313,642	100%	100%
NextEnergy Solar Holdings VI Limited *	UK	39,475,518	55,826,713	100%	100%
NextPower Bosworth Limited**	UK	2,618,901	1,983,798	100%	100%
NextPower Grange Limited**	UK	32,083,149	28,127,661	100%	0%
NextPower High Garrett Limited**	UK	4,429,425	4,414,633	100%	100%
NextPower Hops Limited*	UK	1	-	100%	0%
NextPower Lower Strensham Limited**	UK	-	-	100%	100%
NextPower South Lowfield Limited**	UK	29,115,072	29,115,072	100%	0%
NextPower Water Projects Limited**	UK	771,985	724,450	100%	100%
NextZest Limited*	UK	1,040,000	1,040,000	100%	100%
PF Solar Limited*	UK	1,721,042	1,636,848	100%	100%
RRAM Energy Limited*	UK	90,954,221	83,303,142	100%	100%
SL Solar Services Limited*	UK	6,187,420	5,652,054	100%	100%
Subsidy free projects**	UK	4,236,475	4,236,475	100%	100%
Sywell Solar Limited*	UK	5,059,840	4,903,118	100%	100%
Tau Solar Limited*	UK	4,858,977	5,700,324	100%	100%
Temple Normanton Solar Limited*	UK	4,879,490	5,005,305	100%	100%
Thornborough Solar Limited*	UK	4,921,561	5,051,652	100%	100%
Thurlestone-Leicester Solar Limited *	UK	1,411,230	2,052,381	100%	100%
UK Solar (Fiskerton) LLP*	UK	19,308,630	13,490,309	100%	100%
Wentlooge Portfolio**	UK	500,000	500,000	100%	100%
Wheb European Solar (UK) 2 Limited *	UK	7,840,165	7,896,421	100%	100%
Wheb European Solar (UK) 3 Limited *	UK	13,030,684	14,039,835	100%	100%
Wickfield Solar Limited *	UK	4,812,067	5,030,807	100%	100%
		384,121,612	384,614,304		

* The nature of business for all entities, with the exception of NextEnergy Solar Holdings VI Limited, PF Solar Limited, RRAM Energy Limited and NextPower Hops Limited is the development of solar photovoltaic ("Solar PV") projects and the generation and supply of electricity from a solar photovoltaic site and/or battery storage. Battery storage projects include SL Solar Services Limited and BESS Pierces Limited.

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

9. INVESTMENTS (continued)

NextEnergy Solar Holdings VI Limited acts as a holding company of investments for its parent, the Company. Bowden Lane Solar Park Limited, Fenland Renewables Limited, Green End Renewables Limited and Tower Hill Farm Renewables Limited are wholly owned subsidiaries of NextEnergy Solar Holdings VI Limited.

PF Solar Limited acts as a holding company of an investment for its parent, the Company. Pierces Solar Limited is a wholly owned subsidiary of PF Solar Limited.

NextPower Hops Limited is party to a corporate virtual power purchase agreement for the settlement of the generation and supply of electricity from solar photovoltaic sites owned by related parties.

RRAM Energy Limited acts as a holding company of investments for its parent, the Company. RRAM (Portfolio 1) Limited and Renewable Energy Holdco Limited are wholly owned subsidiaries of RRAM Energy Limited. RRAM (Portfolio 1) Limited and Renewable Energy Holdco Limited act as a holding company of investments for its parent, RRAM Energy Limited. Chilton Cantello Solar Park Limited, Crossways Solar Park Limited and Wyld Meadow Farm Solar are wholly owned subsidiaries of Renewable Energy Holdco Limited. Knockworthy Solar Park Limited and RRAM (Portfolio 2) Limited are wholly owned subsidiaries of RRAM (Portfolio 1) Limited. RRAM (Portfolio 2) Limited acts as a holding company of investments for its parent, RRAM (Portfolio 1) Limited. Burcroft Solar Parks Limited, Raglington Farm Solar Park Limited, Whitley Solar Park Limited, Hook Valley Solar Park Limited and Blenches Mill Farm Solar Park Limited are wholly owned subsidiaries of RRAM (Portfolio 2) Limited. Burcroft Solar Parks Limited acts as a holding company of investments for its parent, RRAM (Portfolio 2) Limited. Saundercroft Farm Solar Park Limited and Burrowton Farm Solar Park Ltd are wholly owned subsidiaries of Burcroft Solar Parks Limited.

Subsequent to year end, RRAM Energy Limited entered into various agreements for the sale and purchase of the business and assets of investments held by its three intermediate holding companies, Renewable Energy HoldCo Limited, RRAM (Portfolio Two) Limited, and RRAM (Portfolio One) Limited, as part of an internal restructuring. The investments included Knockworthy Solar Park Limited, Burcroft Solar Park Limited, Raglington Farm Solar Park Limited, Whitley Solar Park (Ashcott Farm) Limited, Hook Valley Farm Solar Park Limited, Blenches Mill Farm Solar Park Limited, Chilton Cantello Solar Park Limited, Crossways Solar Park Limited and Wyld Meadow Farm Solar Park Limited. The investments were transferred at their fair values as at 31 March 2021.

Fiskerton Limited is a designed member for the Company investment, UK Solar (Fiskerton) LLP.

****** These investments have been made with the intention of developing a Solar PV project and will operate without any government subsidies.

Subsidy Free Projects including NextPower SPV 5 Limited, NextPower SPV 7 Limited, NextPower SPV 8 Limited, NextPower SPV 9 Limited, NextPower SPV 11 Limited, NextPower SPV 12 Limited, NextPower SPV 13 Limited, NextPower SPV 14 Limited and NextPower SPV 15 Limited were sold on 24 March 2021 to Nightshade Devco Limited.

NextPower Lower Strensham Limited was sold on 14 May 2020 to Nightshade Investco Limited.

Francis Lane Solar Limited, Gourton Hall Solar Limited and TGC Solar Radbrook Limited, Moss Farm Solar Limited, Warmingham Solar Limited and NextPower Higher Farm Limited investments have been reclassified under Subsidy Free Projects. The projects have ceased, and no further investment is expected in the construction of the solar park. On 31 March 2021 the Company and the respective investments entered a loan waiver deed and the investments effectively disposed of.

NextPower High Garrett Limited and NextPower Water Projects Limited were incorporated on 17 September 2018 and 4 September 2018 respectively. In the prior reporting period, the project costs of these investments were disclosed under Subsidy Free Projects, however in the current reporting period the project costs were reassigned from Subsidy Free Projects to the associated investments. The ownership of these two companies was 100% in 2020 and the table on page 22 has been revised to reflect this.

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

9. INVESTMENTS (continued)

***Moss Lane Portfolio included Moss Farm Solar Limited, Moss Lane Farm Solar Limited and Warmingham Solar Limited. Moss Lane Farm Limited was sold on 24 March 2021 to Nightshade Devco Limited. Moss Farm Solar Limited and Warmingham Solar Limited were reclassified to Subsidy Free Projects, refer above.

**** The Llanwern portfolio included Gwent Farmers' Community Solar Partnership Limited, Greenfields (F) Limited and Greenfields (T) Limited. Gwent Farmers' Community Solar Partnership Limited and Greenfields (F) Limited were sold on 14 May 2020 to Nightshade Investco Limited. The costs remaining on other projects under the Llanwern Portfolio have been reclassified under Subsidy Free Projects.

Subsequent to the year-end, the Company signed a number of Developmental Rights to further subsidy-free Solar PV projects. Refer to Note 23 for further details.

As at the date of signing these financial statements, each of the above listed entities share the same registered address of the Company, as disclosed on page 11.

10. OTHER DEBTORS

	2021	2020
	£	£
Prepayments and accrued income	713,828	994,644
Other debtors	487,226	38,988
VAT	-	362,711
Corporation tax	4,912	-
	1,205,966	1,396,343

Included in Other Debtors is the forward funded facilities with development partners for the development projects Gwent Farmers' Community Solar Partnership Limited and Greenfields (F) Limited which are no longer held as investments by the Company as they were sold on 14 May 2020, however the counterparties to the forward funded agreement remain unchanged.

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021	2020
	£	£
Loans from parent	-	142,341,322
Amounts owed from subsidiaries	19,210,879	18,820,500
Amounts owed from NextEnergy Solar Holdings Limited	23,478	-
Amounts owed from NextEnergy Solar Holdings V Limited	290,211	1,200
Amounts owed from NextEnergy Solar Holdings IV Limited	9,430	-
Amounts owed from NextEnergy Solar Holdings II Limited	1,132	-
Capitalised costs on Eurobonds	12,875	-
	19,548,005	161,163,022

Amounts owed from subsidiaries (excluding subsidiary Birch Solar Farm CIC) are unsecured, bear interest at a rate of 4.25% per annum and repayable on demand. The interest rate was effective 14 February 2020, pursuant to agreements with the respective subsidiaries. Amounts owed from the subsidiary Birch Solar Farm CIC bears interest at 6% per annum with fixed terms of repayment.

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR (continued)

Loans due from parent, amounts owed from NextEnergy Solar Holdings Limited, NextEnergy Solar Holdings V Limited, NextEnergy Solar Holdings IV Limited, NextEnergy Solar Holding II Limited are interest free and repayable on demand.

Refer to Note 20 for more detail on amounts owed from related parties.

On 28 February 2019 the Company issued debt in the form of a Eurobond to its parent of £105m. On 20 March 2019, the Company capitalised a shareholder loan due to parent of £316,799,177. Unintentionally, this amount excluded the £105m, which resulted in a corresponding loan receivable from its parent. Following this, on 16 September 2019 the Company issued further debt in the form of a Eurobond to its parent of £125m, thereby increasing the loan receivable from its parent. The loan receivable from parent was created as an unintended consequence of the amount capitalised on 20 March 2019, the intention was to capitalise the shareholder loan due to parent up to the value of the Eurobond. As a result, as at 31 March 2021, the directors of the Company have resolved to make provision in the accounts to eliminate the remaining loan receivable from parent of £230m, thereby reducing the loans due from parent to £nil.

12. CASH AND CASH EQUIVALENTS

	2021 £	2020 £
Cash at bank	<u>25,359,029</u>	<u>13,923,394</u>

13. CREDITORS

	2021 £	2020 £
Amounts falling due within one year		
Trade Creditors	51,722	321,104
Corporation tax	-	1,078,026
Amounts due to subsidiaries	21,043,816	10,488,661
Amounts due to NextEnergy Solar Holdings Limited	-	4,232
Accrued interest and capitalised costs on Eurobonds	-	620,755
Accrued expenses	6,036,341	9,118,142
Loans due to parent	112,942,806	-
VAT	354,996	-
	<u>140,429,681</u>	<u>21,630,920</u>
Amounts falling due after more than one year		
Eurobonds	<u>230,000,000</u>	<u>230,000,000</u>

The accrued expenses and amounts due to subsidiaries mainly relate to acquisition liabilities in relation to the acquisition of the investments.

Amounts due to subsidiaries, are unsecured, interest free and repayable upon demand.

NextEnergy Solar Holdings III Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2021

14. FINANCIAL INSTRUMENTS

	2021	2020
	£	£
Financial assets measured at amortised cost		
Cash at bank	25,359,029	13,923,394
Other debtors	487,226	38,988
Corporation tax	4,912	-
Loans from parent	-	142,341,322
Amounts owed from subsidiaries	19,210,879	18,820,500
Amounts owed from NextEnergy Solar Holdings Limited	23,478	-
Amounts owed from NextEnergy Solar Holdings V Limited	290,211	1,200
Amounts owed from NextEnergy Solar Holdings IV Limited	9,430	-
Amounts owed from NextEnergy Solar Holdings II Limited	1,132	-
Capitalised costs on Eurobonds	12,875	-
	45,399,172	175,125,404
	2021	2020
	£	£
Financial assets at fair value through profit or loss		
Investments	384,614,304	365,717,198

NextEnergy Solar Holdings III Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2021

14. FINANCIAL INSTRUMENTS (continued)

	2021	2020
	£	£
Financial liabilities measured at amortised cost		
Trade Creditors	51,722	321,104
Corporation tax	-	1,078,026
Amounts due to subsidiaries	21,043,816	10,488,661
Amounts owed from NextEnergy Solar Holdings Limited	-	4,232
Accrued interest and capitalised costs on Eurobonds	-	620,755
Accrued expenses	6,036,341	9,118,142
Eurobonds	230,000,000	230,000,000
Loans due to parent	112,942,806	-
	370,074,685	251,630,920

Analysis of the maturity of financial liabilities is given below:

	2021	2020
	£	£
Amounts falling due within one year		
Trade Creditors	51,722	321,104
Corporation tax	-	1,078,026
Amounts due to subsidiaries	21,043,816	10,488,661
Amounts due to NextEnergy Solar Holdings Limited	-	4,232
Accrued interest and capitalised costs on Eurobonds	-	620,755
Accrued expenses	6,036,341	9,118,142
Loans due to parent	112,942,806	-
	140,074,685	21,630,920

	2021	2020
	£	£
Amounts falling due after more than one year		
Eurobonds	230,000,000	230,000,000

Refer to Note 20 for more detail on loans due to parent and amounts owed to related parties.

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

15. PROVISIONS FOR LIABILITIES AND CHARGES

	2021	2020
	£	£
Thornborough Solar Limited	367,164	367,164
Helios Solar 1 Limited	232,737	232,737
NextPower Lower Strensham Limited	-	466,638
Temple Normanton Solar Limited	-	340,503
Helios Solar 2 Limited	63,782	63,782
	663,683	1,470,824

The deferred consideration to be paid for Thornborough Solar Limited, Helios Solar 1 Limited, Helios Solar 2 Limited and Temple Normanton Limited is a fixed amount as defined in the SPA.

16. CONTINGENT LIABILITIES

Based on the contractual structure there is a possibility that a Bonus Consideration payment in relation to the SPA will be made to the vendors of the subsidiary, Llanwern Portfolio included under the Subsidy Free Projects investment. The amount payable is £40,000 per MWp built, plus a 30% incremental value uplift when the project IRR exceeds 9.25% but is lower than 10%, plus a 70% incremental value uplift when the project IRR exceeds 10%. At reporting date no projects had achieved Provisional Acceptance Certificate under the portfolio, so no provision was recognised.

Based on the contractual structures there is a possibility that bonus payments in relation to the Share Purchase Agreement ("SPA") will be made to the vendor of the two investments held by the Company at 31 March 2021. This will be assessed on issuance of the Final Acceptance Certificates ("FAC"), and payment may range in line with the following schedule:

Investment	Payment range
Nextpower Grange Limited	£0 - £26,882/MWp
Nextpower South Lowfield Limited	£0 - £25,933/MWp

At the date of signing the financial statements the investments had not been operational for more than one year and therefore insufficient evidence to suggest that the investments would meet the minimum FAC Performance Ratio required for a bonus payment as stipulated in the SPA. Accordingly, no provision was recognised.

17. FINANCIAL COMMITMENTS

Investment Commitments

The Company does not have any commitments to its investments as at 31 March 2021 (2020: none) other than deferred acquisition costs to be paid in the future as accrued in the financial statements and disclosed in Note 13, and forward funded facilities of up to £3,000,000 and £1,400,000 with development partners to invest in the Llanwern and Wentlooge portfolio development projects.

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

18. CALLED UP SHARE CAPITAL

	2021	2020
	£	£
Shares classified as equity		
Allotted, called up and fully paid		
3 (2020: 3) Ordinary share of £1 each	<u>3</u>	<u>3</u>
Name	Class of share	Number Held At
		31-Mar-20
		31-Mar-19
NextEnergy Solar Fund Limited	Ordinary shares	<u>3</u>
		<u>3</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital. There were no changes in shareholdings between 31 March 2021 and the date of signing the financial statements. All share capital was fully paid at 31 March 2021.

19. FINANCIAL RISK MANAGEMENT

The Company's principal financial assets and liabilities comprise debtors, cash at bank and creditors. The Company has exposure to the following risks from its use of financial instruments:

- Market risk, including interest rate and inflation rate risks
- Credit risk
- Liquidity risk

This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for assessing and managing risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

Market risk

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

The Company borrows from its bankers using either overdrafts or term loans whose tenure depends on the nature of the asset and management's view of the future direction of interest rate. The Company receives funding from the parent company from time to time.

Credit risk

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its risk of a shortage of funds using projected cash flows and by monitoring the maturity of both its financial assets and liabilities.

Capital management

Management considers capital to consist of equity plus net debt as disclosed in the statement of financial position. The primary objective of the Company's capital management is to ensure healthy capital ratios in order to support its business and maximise shareholder value. The Company's financial instruments comprise cash and liquid resources

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

19. FINANCIAL RISK MANAGEMENT (continued)

and various items, such as debtors and creditors that arise directly from its operations. The Company's policy is to finance its operations through group borrowings. It is the Company's policy not to hold financial instruments for speculative purposes.

At 31 March 2021, the Company has amounts due to group undertakings. The fair value of creditors is approximated to be their book value. Refer to Note 13 for further detail.

Refer to Note 14 for a table summarising the Company's financial assets. Refer to Note 14 for a table summarising the maturity of the Company's financial liabilities.

20. RELATED PARTY TRANSACTIONS

The Company is owned and controlled by NextEnergy Solar Fund Limited. At the reporting date the Company owed £112,942,806 (31 March 2020: £230,620,755) to NextEnergy Solar Fund Limited in respect of Eurobonds outstanding, interest accrued and capitalised costs thereon. At the reporting date the Company was owed £nil (31 March 2020: £142,341,322) by NextEnergy Solar Fund Limited, mainly in respect of amounts owing for the Eurobonds issued.

The Company was charged management fees of £5,209,008 by NextEnergy Solar Fund Limited (2020: £3,744,274).

At the reporting date the Company was owed £23,478 (2020: £nil) by NextEnergy Solar Holdings Limited a Company under common control, in respect of amounts advanced to NextEnergy Solar Holdings Limited.

At the reporting date the Company owed £nil (2020: £4,232) to NextEnergy Solar Holdings Limited, a Company under common control, in respect of amounts recharged by NextEnergy Solar Holdings Limited.

At the reporting date the Company was owed £290,211 (2020: £1,200) by NextEnergy Solar Holdings V Limited, a Company under common control, in respect of amounts paid on behalf of NextEnergy Solar Holdings V Limited.

At the reporting date the Company was owed £9,430 (2020: £nil) by NextEnergy Solar Holdings IV Limited, a Company under common control, in respect of amounts paid on behalf of NextEnergy Solar Holdings IV Limited.

At the reporting date the Company was owed £1,132 (2020: £nil) by NextEnergy Solar Holdings II Limited, a Company under common control, in respect of amounts paid on behalf of NextEnergy Solar Holdings II Limited.

The Company settled the audit fees of £253,184 (2020: £271,680) on behalf of its investments for the financial year ended 31 March 2021 and 31 March 2020 which are disclosed in the respective subsidiaries' financial statements.

At the reporting date the Company was owed £1,619,569 (2020: £403,313) in respect of management fees charged to its investments. The charge for the year was £5,623,761 (2020: £4,857,217).

At the reporting date the Company was owed £4,580,722 (2020: £1,908,331) in respect of interest charged on the amount owing from its investments. The charge for the year was £8,012,134 (2020: £7,135,374).

WiseEnergy (Great Britain) Limited ("WiseEnergy") is a related party through mutual ownership by NextEnergy Solar Fund Limited. During the year, the Company paid £934,898 (2020: £1,058,022) to WiseEnergy in respect of asset management services provided. At the year end £nil (2020: £nil) was owing to WiseEnergy.

NextEnergy Solar Holdings III Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 March 2021

21. CONTROLLING INTEREST

The ultimate controlling party was NextEnergy Solar Fund Limited, a company incorporated in Guernsey with the registered office at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL; and is listed on the London Stock Exchange.

The Ultimate and immediate parent undertaking does not consolidate these financial statements as it meets the definition of an investment entity as described by IFRS 10. Under IFRS 10, investment entities are required to hold subsidiaries at fair value through the Statement of Comprehensive Income rather than consolidate them.

Copies of NextEnergy Solar Fund Limited financial statements are publicly available and can be obtained from the company's website.

22. ANALYSIS OF DEBT

	At 1 April 2020	Cash flows	Other non-cash changes	At 31 March 2021
	£	£	£	£
Cash at bank	13,923,394	11,435,635	-	25,359,029
Eurobond	(230,620,755)	8,303,559	(7,682,804)	(230,000,000)
Amounts due to NextEnergy Solar Holdings Limited	(4,232)	4,232	-	-
Amounts due to parent	142,341,322	(25,284,128)	(230,000,000)	(112,942,806)
	<u>(74,360,271)</u>	<u>(5,540,702)</u>	<u>(237,682,804)</u>	<u>(317,583,777)</u>

23. SUBSEQUENT EVENTS

Further funding has been advanced from the parent to invest in the development of subsidy free solar PV projects.

On 9 May 2021, the investment, RRAM Energy Limited, entered into various agreements for the sale and purchase of the business and assets of investments held by its three intermediate holding companies, Renewable Energy HoldCo Limited, RRAM (Portfolio Two) Limited, and RRAM (Portfolio One) Limited, as part of an internal restructuring. The investments included Knockworthy Solar Park Limited, Burcroft Solar Park Limited, Raglington Farm Solar Park Limited, Whitley Solar Park (Ashcott Farm) Limited, Hook Valley Farm Solar Park Limited, Blenches Mill Farm Solar Park Limited, Chilton Cantello Solar Park Limited, Crossways Solar Park Limited and Wyld Meadow Farm Solar Park Limited. The investments were transferred at their fair values as at 31 March 2021.

On 4 November 2021, the shareholding of the investment NESH 3 Portfolio A Limited was transferred from the Company to RRAM Energy Limited. On the same date, the loan between the Company and NESH 3 Portfolio A Limited was novated to RRAM Energy Limited.

On 5 August 2021, NextPower Eelpower Limited was incorporated for which the Company held 70% of the shareholding. NextPower Eelpower Limited acts as a holding company of investments for its parent, the Company. Camilla Battery Storage Limited is a wholly owned subsidiary of NextPower Eelpower Limited.

There were no other significant events after the year ended 31 March 2021.