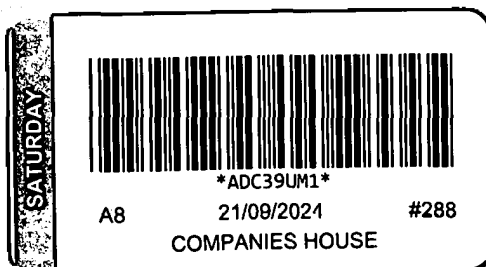
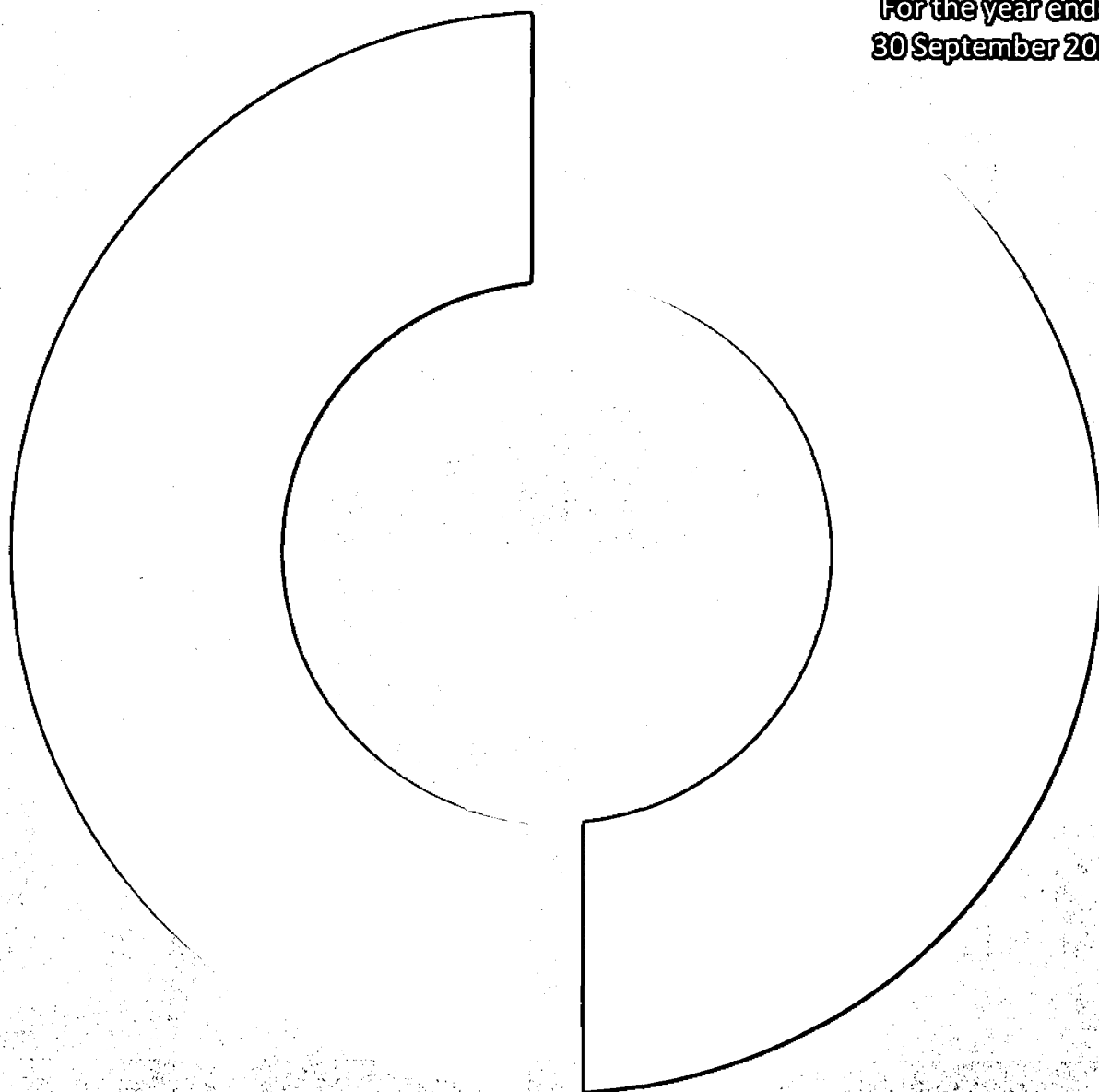


GREENCOAT CERES LIMITED

Registration number: 12560162 (England and Wales)

Annual Report and Audited Financial Statements

**For the year ended
30 September 2023**



Contents

Company information	3
Strategic report	4
Directors' report	13
Directors' responsibilities statement	15
Independent auditor's report to the members of Greencoat Ceres Limited.....	16
Statement of comprehensive income	19
Statement of financial position	20
Statement of changes in equity.....	21
Statement of cash flows	22
Notes to the financial statements	23

Company information

Registered office

4th Floor The Peak
5 Wilton Road
London
United Kingdom
SW1V 1AN

Registration number

12560162

Directors

M Patel (resigned 01 May 2024)
A Sarandidis
H A Unwin

Manager

Schroders Greencoat LLP
4th Floor
The Peak
5 Wilton Road
London
SW1V 1AN

Independent Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Principal Banker

The Royal Bank of Scotland International
7th Floor
1 Princes Street
London
EC2R 8BP

Strategic report

Introduction

The Directors present the Strategic Report of Greencoat Ceres Limited (the 'Company') for the year ended 30 September 2023. Details of the Directors who held office during the year and as at the date of this report are given on page 3.

Structure

The Company is a private company, limited by shares and was incorporated under the laws of England and Wales on 16 April 2020.

Principal activities

The Company is owned by five shareholders, Greencoat Wilton LP, Greencoat Renewable Income LP, Greencoat Carlisle Place LP, Greencoat Solar I LP and Greencoat Tothill LP, (the 'LPs'), whose purpose is to invest in renewable infrastructure sectors in the United Kingdom which produce and sell power over a long-term horizon.

The Company invests in Special Purpose Vehicles ('SPVs') which hold the underlying assets.

The Manager of the LPs is Schroders Greencoat LLP (the 'Manager'), a Financial Conduct Authority regulated entity.

Review of business

The Company's investment is measured at fair value with movements in fair value recognised in the Statement of Comprehensive Income in the period in which they arise.

The Company via its SPVs holds one investment in Sleaford Renewable Energy Plant, a straw fired biomass power plant.

During the year, the asset generation was 6 percent below budget at 280,171 MWh. Overall, the operating profit of the underlying investment was down 28 percent versus budget.

Key performance indicators

The key metrics detailed in the Review of business section above and ESG section below provide information to assess how effectively the Company is meeting its objectives.

Environmental, social and governance matters

The Company strives to maintain the highest standards of corporate governance and effective risk identification and management, including for environmental, social and governance related risks, at both its level and the level of its underlying investments.

The Company has invested in a renewable energy infrastructure asset contributing to the reduction of greenhouse gas emissions through the generation of renewable, low carbon energy as an alternative to fossil fuels. Biomass is considered a renewable, low carbon energy source when sourced sustainably because the carbon that is released from the organic material during combustion was recently sequestered from the atmosphere during the growth of the biomass. Bioenergy is a key pillar to delivering the Government's and society's climate change objectives. During the year, the Company generated 280,171 MWh of renewable electricity, equivalent to sufficient energy to power 103,767 homes avoiding approximately 112,068 tonnes of CO2 emissions through the displacement of thermal generation (see the Metrics Section of the Taskforce for Financial Disclosures (TCFD) disclosures for methodology).

By generating renewable electricity, the Company is considered to contribute to the United Nations Sustainability Goals, "Sustainable Development Goal ("SDG"), SDG 7 (ensure access to affordable, reliable, sustainable and modern energy for all) and SDG 13 (take urgent action to combat climate change and its impacts).

Responsible investing principles, as set out in the Manager's ESG Policy, are adopted by the Manager and have been applied to each of the investments made by the Manager. The Manager is delegated responsibility for implementing ESG matters in line with the Manager's ESG Policy, which can be found on its website¹, and applies the commitments set out in the Policy, where relevant, both as part of pre-investment due diligence and as part of ongoing asset management during the life of each asset.

¹ ESG ([schroderscapital.com](https://www.schroderscapital.com))

ESG Report

The Manager publishes an ESG Report annually. This provides further information on how the Manager approaches responsible investment and ESG matters as well as further case studies and ESG data, including in relation to the Company. The Manager's ESG Report for 2023 intends to be published on its website in the first half of the financial year.

Taskforce for Climate-related Financial Disclosures (TCFD) Disclosures

The Company supports the recommendations of the Task Force on Climate-Related Financial Disclosures ('TCFD') and refer to them for guidance on addressing climate related risks and opportunities in order to enhance disclosures. These disclosures are categorised between the four thematic areas, as recommended by the TCFD.

Under the Financial Conduct Authority (FCA's) climate-related reporting requirements, the Manager is required to provide an on-demand product-level TCFD report to a person entitled to make such a request. This will be made available upon request from the 30th June 2024 per requirements set out in the FCA Handbook.

Governance

The Board is responsible for the determination of the Company's Investment Objectives and Investment policy. It oversees the management of the Company and its investment, including ESG and climate related risks and opportunities. The Board delegates the day-to-day management of the business, including management of ESG matters, to the Manager.

The Board and the Manager meet regularly to discuss risk management and investment considerations. Climate related risks are covered during these discussions, as they naturally arise from the Company's underlying investment and the Company's role in the decarbonisation of the UK economy. A formal risk matrix, which includes climate-related risks, is maintained by the Manager and reviewed and approved on an annual basis.

In addition, the Manager has its own ESG Committee that meets regularly to discuss ESG and climate related risks relating to the Company and other funds it manages. This committee has implemented an ESG Policy that looks to establish best practice in climate related risk management, reporting and transparency, which is updated annually. A Portfolio Manager of the Company is a permanent member of the Manager's ESG Committee. This ensures that they remain well informed and involved with ESG and climate-related discussions which may impact the Company. Representatives from the Manager also sit on the board of the company, which meet quarterly and discuss ESG and climate related risk management.

Strategy

As a Company investing in UK renewable infrastructure the Company plays a role in contributing towards the global goal of achieving a net-zero carbon emissions economy.

The Board recognises, however, that there are short-term and medium to long-term climate-related risks that could impact the Company's financial performance. The Board seeks to manage and mitigate these risks.

The tables below summarise the principal opportunities and risks identified by the Board and Manager and include detail, where relevant, on how they manage the risks or opportunities. Climate related risks can be classified into two broad categories in line with TCFD recommendations: (i) risks associated with the transition to a decarbonised economy; and (ii) risks associated with the physical impacts of climate change.

Opportunities

Climate opportunity category	Climate issue	Opportunities	Company consideration
Transition – policy	Regulation and policy supporting renewable energy generation	The increasing ambition of corporate and Government net zero targets is expected to result in supportive policy incentives for the renewable energy sector. It is also expected to lead to increased use of lower emission sources of energy and a shift towards de-centralised energy	A supportive policy environment is beneficial to both existing and new assets.

		production, increasing the demand for operational renewable energy.	
Transition – market opportunity	Increased demand for renewable energy generation	Increasing ambition of corporate and Government Net Zero targets could lead to a material increase in the procurement of renewable energy and demand for lower carbon solutions by businesses and consumers.	An increase in demand for renewable energy could support prices being paid for renewable energy generation.

Risks

Climate risk category	Climate issue	Risks	Response
Transition – market	Increased renewable generation capacity reduces power prices	It is possible that the deployment of new renewable energy generation capacity, required to meet future Government Net Zero targets, could reduce the power prices captured by the Company's asset resulting in reduced revenues.	The Board and the Manager consider that a factor that could impact the Company in the transition to a lower carbon economy is the variability of power prices, both in the short (<5 years) and medium-term (5-15 years). The risk is mitigated to some extent in the short-term by the Company through the existence of contracted cash flows. In the medium-long term (15-30 years), however, the risk is greater with the potential impact of a lower long term power price resulting in a decrease in the Company's NAV (see Climate Scenario section).
Transition – policy	Retrospective changes to policies providing financial support to renewable energy	There is a risk that Governments retrospectively change their financial support for the renewable energy sector or their classification of eligible activities. Retrospective changes to such financial support, such as ROC could have a material adverse effect on asset values and revenues for the asset.	The Board and Manager consider the likelihood of retrospective policy changes to be low in the short-term (<5years) but the potential impact to the Company to be relatively high, having already witnessed the revision by Governments in their support for the wind and solar sectors as markets have matured in other assets that the Manager manages. To manage this risk, the Manager keeps itself abreast of developments in international support for renewable energy and assesses the impact of any changes and, where possible, responds to changes when and if they happen. The Manager is also actively engaged in consultation with both industry and government, where it has strong existing relationships with industry bodies and policy makers such as DESNZ.
Transition – policy	Retrospective changes to carbon accounting standards	Under current EU and UK carbon accounting rules, bioenergy is defined as a renewable energy and can report Scope 1 emissions as zero. If industry and accounting perspectives were to change on this bringing bioenergy stack carbon emissions into scope of reporting, this could significantly	The Company considers the likelihood of retrospective changes to carbon accounting to be low over the short to medium term (0-15 years) because of the extent of the regulatory adoption of this approach. The impact would be significant should the risk materialise. To manage this risk, the Manager keeps itself abreast of developments in international

		reduce the demand for bioenergy as a source of power, impacting asset values, cash flows and investor interest. It could also lead to significant carbon costs or capex to introduce carbon capture and storage mechanisms. Finally, Company reported emissions could jump materially jeopardising Net Zero emissions targets thereby posing reputational damage to the Manager and Company.	support for and definitions of renewable energy relating to biomass and other biofuels. The Manager has also initiated an assessment on the feasibility of introducing carbon capture storage on one of its waste wood biomass sites to better understand potential commercial and operational implications. This work includes evaluating technical solutions, offtake opportunities – both for storage or utilisation of the CO₂, engagement with policy makers, local stakeholders, including local authorities and local industries with aligned strategies.
Transition – policy	Stricter policy and regulation on decarbonisation	It is possible that government policy and regulation requires a more rapid decarbonisation of all parts of the economy, including for assets contributing to the energy transition. This could result in a significant increase in costs to adopt or deploy new lower-carbon practices and processes such as carbon capture, or an increase in costs associated with switching of supply chains to lower carbon alternatives.	The Company understands the need to decarbonise all parts of the economy. It considers the impact of the risk to be low short-term (<5 years) but to have a greater likelihood and impact over the medium-term (5-15years). Whilst the carbon footprint of the Company is relatively low compared to the carbon avoided through its renewable electricity generation the Board and the Manager are investigating opportunities to reduce its Scope 1 and 2 emissions, and influence the market to reduce Scope 3 emissions, including tracking the technical maturity and the associated costs of new or alternative technologies.
Transition – reputation	Increased reputational risks associated with climate-related disclosures and reporting obligations	There is an increase in reputational risk should incorrect or unclear statements be made in climate-related disclosures that could result in investor dissatisfaction, fines linked to greenwashing or broader reputational damage to the Company and the Manager.	The Company considers the potential likelihood of this risk to the Company to be low in the short and medium-term. To manage this risk, the Manager employs specialist consultants to measure and report on the Company's carbon emissions. The Manager also uses internal processes to monitor emerging climate-related disclosure regulations and disclosures that are made by the Company are reviewed by the Private Markets Steering Committee as well as the Manager's Compliance and Sustainability Team.
Physical – acute	Increase in extreme weather events	Globally we have witnessed an increase in recent years of extreme weather events including flooding, heatwaves, long periods of freezing temperatures, and storms including high wind speeds. Extreme weather events have the potential to disrupt operations and/or damage crops and thereby materially reduce straw availability, impacting cash flows and resulting in lower electricity volumes and revenue than expected. Extreme weather events may also damage assets resulting in	The Board and the Manager monitor climate related physical risks. In the medium and long term (15-30+ years), more extreme weather patterns arising from global warming have the capacity to damage infrastructure in general, including above ground grid, energy generation or energy transition infrastructure. However, short-term (0-5years) it is considered unlikely that significant damage will be caused to the Company's generating equipment as a result of extreme weather events. To mitigate potential risks of extreme weather events, appropriate protections are put in place to mitigate the risks to a reasonable extent, as required.

		increased operating costs or insurance premiums.	The Manager also procures property damage and business interruption insurance should operations be disrupted, or assets be damaged. Finally, there are warranties and performance guarantees in place to cover failed equipment in the short term.
Physical – chronic	Changing weather patterns	Climate change has the potential to change weather patterns materially in the coming decades.	The Board and Manager consider the potential impact in the medium to long-term (5-30 years) of changing weather patterns on its activities to be uncertain. The Manager has carried out pilots for climate risk modelling which showed that climate risks were an immaterial risk for the asset in the near-term. The Manager continues to investigate physical climate modelling tools and solutions to better understand the potential physical climate scenarios that might unfold and their implications for the asset. (See Physical Risk Scenario section)

Climate Scenarios

The Board recognises the requirement under the TCFD for considering the resilience of its strategy under different climate related scenarios, including a 2°C or lower scenario. It has considered the potential impact of a high transition risk scenario on the Company's strategy and sets out high-level conclusions below. The scenario was developed by a leading energy market consultant.

To meet the Financial Conduct Authority (FCA's) product-level TCFD disclosure requirements, the Company plans to make available a product-level TCFD report on demand from 30th June 2024. This will include information relating to an assessment of the potential impacts of specific transition scenarios as listed in the FCA Handbook².

Transition risk scenario

Transition risks are those associated with the pace and extent of societal change to adapt to and mitigate climate change. Transition risks can occur when the move to a greener economy has adverse impacts on sectors or whole parts of the economy due to policy, legal, market or technological shifts. The Board and the Manager continue to believe that a factor that could impact the Company in the transition to a lower carbon economy is the variability of long-term prices for wholesale electricity. In a lower carbon economy, where considerable buildout of renewable generation capacity will be required, there is a risk that the renewable energy power price could be negatively impacted.

The Board has assessed the potential impact of a high transition risk scenario using a third-party Net Zero model built by a leading power market expert. The model sets out how electricity prices and the market may develop in line with meeting the legislated target of Net Zero emissions by 2050. The model considers current and future policies to achieve carbon neutrality by 2050, technological developments, and commodity price forecasts for a global <2C outlook.

In this high transition risk scenario, in which global temperature increases are limited to only 1.5oC to 2oC (most typically associated with Net Zero), it is assumed that governments are successful in implementing Net Zero plans albeit energy systems decarbonise later than targeted. In this scenario, the long-term power price is lower than the base case used to calculate the Company's NAV. The lower long term power price, provided by the aforementioned power market expert applying the Net Zero scenario, reflects the wider deployment of low marginal cost renewable generation capacity, partially

² ESG 2 - FCA Handbook

offset by the expected increase in energy demand resulting from the deployment of electrolyzers as part of a growing hydrogen economy, increased electrification of transport and heat, and the build-out of data centres.

Modelling the lower long term power price under this scenario³ would equate to approximately a 5% reduction in NAV compared to the base case long term power price currently used to model forecast power prices.

The base case long term power price assumes significant renewable generation and other measures to reduce carbon emissions and represents the independent consultant's best estimate of likely outturn. The high transition risk scenario assumes further measures are taken. The precise effect on power price of any measures (in the base case and in the high transition risk scenario) is highly uncertain and is highly dependent on future electricity market design.

In a long-term high transition risk scenario, the emergence of commercial scale Carbon Capture Utilisation and Storage (CCUS) and more stringent policy regarding capture of all carbon emissions could lead to greater requirements to capture carbon at source from emitters. To manage this risk, the Manager is carrying out a feasibility study at one of the biomass power plants managed by the Manager to investigate a CCUS project on the site. This work includes evaluating technical solutions, offtake opportunities – both for storage or utilisation of the CO₂, engagement with policy makers, local stakeholders, including local authorities and local industries with aligned strategies. Key findings of the feasibility study – including technical feasibility and costs associated with CCUS – will be considered by the Manager for all its biomass energy assets. Whilst obligation to capture carbon could result in material costs, the Manager believes that carbon capture and usage could present an opportunity to increase revenues from selling carbon dioxide to offtakers or receiving subsidy payments for doing so.

Physical scenarios

Physical risks may consist of acute physical risks resulting from increased severity and frequency of extreme weather events such as floods and extreme wind, and chronic physical risks; risks resulting from longer term shifts in climate patterns that may cause sea level rise, heat waves, droughts, and desertification.

Acute

The Board and the Manager recognises that the infrastructure sector is exposed to physical climate risks, which will be greater in a scenario where temperatures exceed 2C but has not yet quantified the impact on its portfolio. The Company's asset is designed with appropriate measures in place to mitigate potential risks such as flooding. Extreme weather events such as storms, flooding, and heatwaves may disrupt supply chains and hinder maintenance work. Failure to carry out maintenance work can reduce or even stop electrical output, impacting asset revenue. The Manager mitigates this risk by keeping supply chains as short as possible and disruption risk managed through strategic spares to improve resilience. Extreme weather events such as storms, flooding, and heatwaves may also disrupt cereal harvests and negatively impact the availability of straw fuel. Insufficient fuel can reduce or even stop electrical output, impacting asset revenue. The Manager mitigates this risk by carrying strategic stocks across from one harvest to the next and investing in the asset to broaden the range of alternative biogenic fuels that can be combusted, improving resilience.

The Manager continues its work to identify appropriate physical climate modelling tools to support analysis for infrastructure assets.

Chronic

Alongside all scenarios, there is a risk that weather systems change as a result of increase global warming, but the Manager does not consider it possible, at this time, to determine whether this would impact the Company positively or negatively.

Overall, the Manager continues to investigate physical climate modelling tools and solutions to better understand the potential physical climate scenarios that might unfold and their implications for the Company.

Risk management

As a full scope UK AIFM, the Manager has established a Risk Management Committee that meets on a quarterly basis to discuss, amongst other matters, the risk framework of the Company and its investee companies including processes for identifying, assessing, and managing climate related risks.

To ensure strong performance, the Company reinforces its specific oversight on environmental and social issues with a range of activities, including appointing representation of at least one director from the Manager on the board of the assets to ensure monitoring and influence of both financial and ESG, including climate-related, performance.

³ Net Zero scenario based on external energy market consultancy pricing as at 31 December 2023.

Metrics

The Board considers climate related metrics in the wider context of sustainability performance in accordance with the ESG Policy which includes the following indicators measuring the positive climate-related contribution made by the Company:

- Renewable energy generation;
- CO2 avoided;

In 2023, the Company avoided approximately 112,068 tonnes of CO₂⁴ and generated enough renewable electricity to power 103,767 homes⁵.

The Company's Scope 1, Scope 2 and Scope 3 greenhouse gas emissions based on ownership in the underlying investments are disclosed below.

Scope 1 emissions for the portfolio primarily relate to stationary combustion emissions (natural gas). Scope 2 emissions are associated with electrical consumption. Scope 3 emissions include the following categories: purchased goods and services, capital goods, and fuel and energy related activities which are associated with the transmission and distribution losses or imported electricity and heat used by the assets. The largest contributors were fuel and energy related activities.

	Year ended 31 December 2023	Year ended 31 December 2022
Scope 1 – Direct emissions (tonnes CO ₂)	12,944	13,888
Scope 2 – Indirect emissions (tonnes CO ₂)	186	-
Scope 3 – indirect emissions (tonnes CO ₂) ¹	18,559	20,395
Total Scope 1, 2 and 3 emissions (tonnes CO ₂)	31,689	34,283
Carbon Footprint – scope 1,2 and 3 emissions normalised by the value of the portfolio, expressed in tonnes CO ₂ e/£M current value of all investments ²	135 tonnes CO ₂ /£m revenue	Not reported in 2022
Weighted Average Carbon Intensity (revenue) – weighted exposure to investee asset scope 1,2 and 3 emissions per revenue generation, expressed in tonnes CO ₂ e/£M revenue ³	541 tonnes CO ₂ /£m revenue	Not reported in 2022
Carbon Intensity (activity) - total asset scope 1 and 2 emissions per energy generation, expressed in tonnes CO ₂ e/MWh ⁴	0.0462 tonnes CO ₂ /MWh	Not reported in 2022

¹ Scope 3 emissions are the result of activities from assets not owned or controlled by the Company, but that the Company indirectly impacts in its value chain. Scope 3 emissions include all sources not within the Company's Scope 1 and 2 boundaries.

² Calculated per TCFD Guidance:

$$\sum_i \left(\frac{\text{outstanding amount invested}}{\text{total investee debt + equity}} \times \text{investee Scope 1, 2 and 3 GHG emissions}_i \right) / \text{Current value of all investments}$$

³ Calculated per TCFD Guidance:

$$\sum_i \left(\frac{\text{outstanding amount invested}}{\text{current value of all investments}} \times \frac{\text{investee Scope 1, 2 and 3 GHG emissions}_i}{\text{investee revenue}_i} \right)$$

⁴ This metric is calculated by dividing portfolio Scope 1 and 2 emissions (sum of all asset scope 1 and 2 emissions reflecting fund ownership) and dividing this by aggregate portfolio MWh energy generation (sum of all asset MWh energy generation reflecting fund ownership). The Manager believes this metric is most relevant to the investment strategy and investments.

Carbon footprint indicators are measured in line with the industry standard GHG Protocol based on an equity control approach, meaning emissions from the Company's operations are weighted according to the Company's ownership

⁴ The carbon avoided reflects the carbon intensity of the marginal energy generator, i.e., the technology that would be used to provide energy to the grid if the assets were not generating power most of the time in each region. In the UK, this is assumed to be gas generation, based on research by a leading energy market expert, with an intensity of 0.4tCO₂/MWh (IEA).

⁵ The number of homes powered is based on the average annual household energy consumption in the relevant region, using the latest reported figures, and reflects the portfolio's annual electricity generation as at the relevant reporting date for each region. In the UK, this is 2.7 MWh/annum (OFGEM)

interest. Scope emissions calculations will be conducted by third party consultants. The sustainability indicators are subject to an annual review to ensure that the Manager continues to improve transparency on ESG matters.

The Carbon Footprint and Weighted Average Carbon Intensity ("WACI") indicators are measured in line with TCFD methodologies and disclosed in line with TCFD recommendations although they are not considered the most relevant intensity metrics for the asset, with carbon emission per MWh of generation capacity being a more appropriate metric. Therefore, the Company includes this metric as well.

Carbon emissions data is measured based on the provision of data by third party operations and maintenance ('O&M') service providers to the Manager. The carbon emissions of the asset are calculated and reported on an annual basis, supported by specialist external advisers.

Targets

Schroders Greencoat has set a commitment to cut scope 1 and 2 emissions intensity by 50% by 2030, using 2022 as a baseline. In 2022, Schroders Greencoat standardised the carbon footprints of the funds it manages by following a consistent methodology across all its funds, to ensure that figures are consistent going forward in net zero trajectories.

The Manager will work to develop a plan, in line with evolving requirements and best practice in this regard, on how it intends to reduce the carbon footprint associated with its asset to support its Net Zero commitment.

Principal risks and uncertainties

The principal risks and uncertainties facing the Company and its investee companies, and an explanation of how they are managed are set out below. The Board does not consider the likelihood or impact of these risks to have changed in the year.

Manager

The ability of the Company to achieve its investment objective depends heavily on the experience of the management team within the Manager and more generally on the Manager's ability to attract and retain suitable staff.

Regulation

If a change in Government renewable energy policy was applied retrospectively to current operating projects including those in the Company's investment portfolio, this could adversely impact the market price for renewable energy or the value of the green benefits earned from generating renewable energy. The Government has evolved the regulatory framework for new projects being developed but has consistently stood behind the framework that supports operating projects as it understands the need to ensure investors can trust regulation.

Financing risk

The Company has financed its investments through the issuance of loan notes of £120,311,890 (2022: £135,731,680) which are redeemable on the termination date of 30 September 2034, and share capital of £16,778 (2022: £16,778). The Company will finance new investments by issuing further loan notes or allotting additional shares to the LPs.

Electricity prices

The wholesale power price received for electricity generated is an important revenue stream. Future cashflows have been modelled using a forecast of power prices published by independent market experts.

Fuel Availability and Prices

The availability and pricing of cereal straw is a key cost for the Company. The shape of the UK's agricultural policy post-Brexit has become clearer through 2023, and aspects of the proposed Environmental Land Management Scheme do have the potential to have an impact on the availability and pricing of cereal straw, but this is very dependent on farmer uptake of the Scheme, which is voluntary. The Manager is actively pursuing measures to mitigate any risk, including diversifying the feedstocks that the plant can accept.

Availability and operating performance

The availability and operating performance of the equipment used on biomass power plant may be impacted by accidents, mechanical failure, grid availability, theft or damage which will directly impact the revenues and profitability of that plant. The Company has limited control over these risks, and accordingly, limited provisions have been made for them. Failures

may be the result of a short-term issue or a long-term fundamental failure of one piece of equipment, for example, which could impact returns across the portfolio if there is exposure to a single manufacturer.

All investment undergo significant due diligence prior to acquisition. Operating and maintenance agreements and asset management agreements are put in place to monitor the investment portfolio, which is overseen by the Manager. Insurance coverage is put in place for theft, damage, and business interruption.

Asset life

In the event that the underlying investment do not operate for the period of time assumed or require higher than expected maintenance expenditure to do so, it could have a material adverse effect on the financial performance and position of the investee companies.

The Manager performs regular reviews and ensures that maintenance is performed across the underlying investment portfolio. Regular maintenance ensures that equipment is in good working order to meet its expected life span.

Health and safety and the environment

The operation of underlying investment is subject to health and safety and environmental regulation. A breach of these or an accident could lead to damages or compensation to the extent such loss is not covered by insurance policies, adverse publicity, or reputational damage.

The Company engages an independent health and safety consultant to ensure the ongoing appropriateness of its health and safety policies and procedures. The investee companies have reporting lines ensuring that the Manager is informed of events as soon as possible after they occur.

Outlook

The availability and pricing of cereal straw is a key cost for the Company. The shape of the UK's agricultural policy post-Brexit has become clearer through 2023, and aspects of the Sustainable Farming Incentive schemes do have the potential to have an impact on the availability and pricing of cereal straw, but this is very dependent on farmer uptake of the Scheme, which is voluntary. The Manager is actively pursuing measures to mitigate any risk, including diversifying the feedstocks that the plant can accept.

The Manager continues its market intelligence throughout each growing season to try and identify early warnings of a poor harvest, to enable early responses to reduce the plant's exposure to a poor harvest. Through winter 23/24 it has become apparent that the 2024 cereal harvest is very likely to be poor and the Manager has taken several steps already to mitigate this risk, including securing additional strategic storage sites to allow much greater quantities of straw to be carried over from the current harvest. The Manager is implementing several initiatives to diversify the asset's feedstock sources thereby increasing resilience to future poor straw harvests. This includes reducing straw wastage and improving the asset's ability to combust woodchip and other agricultural residues.

The key value driver affecting operating UK renewable energy generators is the wholesale power price. The long-term power price forecast is updated each quarter and reflected in the reported NAV.

Two other key macro themes during the year were high inflation and interest rates. The Manager increased the blended portfolio discount rate in 2023, reflecting higher interest rates. Nonetheless, the effect of the increased discount rate was offset by increased inflation given the index linked nature of the portfolio cash flows. Towards the end of 2023 the inflation rate began to fall.

In general, the outlook for the Company is very encouraging, with proven operational and financial performance from the existing portfolio combined with a healthy pipeline of attractive further investment opportunities.

By order of the Board



*Electronically signed by: Hugh
unwin
Date: Sep 6, 2024 11:25 GMT+1*

Hugh Unwin
Director
6 September 2024

Directors' report

The Directors present their report, together with the financial statements of the Company for the year ended 30 September 2023.

Directors

Details of the Directors who held office during the year and as at the date of this report are disclosed on page 3.

Directors' indemnity

Directors' and Officers' liability insurance cover is in place in respect of the Directors. The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for Directors in respect of costs which they may incur relating to the defence of any proceedings brought against them arising out of their positions as Directors, in which they are acquitted or judgement is given in their favour by the Court.

Except for such indemnity provisions in the Company's Articles of Association, there are no qualifying third-party indemnity provisions in force.

Risks and risk management

The Company is exposed to financial risks such as market risk, credit risk and liquidity risk, and the monitoring of these risks is detailed in note 16 to the financial statements.

Independent auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and BDO LLP (the 'Auditor') will therefore continue in office.

Statement of disclosure to auditor

So far as each of the Directors at the time that this report was approved are aware:

- There is no relevant audit information of which the Auditor is unaware; and
- They have taken all steps they ought to have taken to make themselves aware of any audit information and to establish that the Auditor is aware of that information.

Financial statements

The Board is of the opinion that the financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for the shareholder to assess the performance, strategy and business model of the Company.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and the auditor's report thereon.

Results and dividends

The results for the year are set out in the Statement of Comprehensive Income on page 19. Losses attributable to the shareholder in the year ended 30 September 2023 were £9,198,297 (30 September 2022: Profit £19,500,136). Operating losses of £746,012 (2022: Profit £28,741,600), driven by fair value movements of investments, were the result of changes in operating assumptions and underperformance of the underlying investments.

Dividend payments made during the year amounted to £Nil (2022: £Nil). The Directors do not recommend the payment of any dividends for the year ended 30 September 2023.

Going concern

As at 30 September 2023, the Company had net current assets of £148,215 (2022: £146,618), net assets of £124,952,945 (2022: £134,151,242) and had cash balances of £167,455 (2022: £216,838). The Company continues to meet its day-to-day liquidity requirements through its cash resources, which are managed via distributions received from the SPV. As at 30 September 2023, the Company owed the LPs £120,311,890 (2022: £135,731,680) which are redeemable on the termination date of 30 September 2034 as disclosed in note 10.

This investment is expected to continue making repayments in the coming year.

The Directors and Manager have reviewed the Company's forecasts and projections taking into account foreseeable changes in investment and trading performance, as well as consideration to worse case outcomes, which show that the Company has sufficient financial resources to meet its current obligations as they fall due for a period of at least 12 months from the date of approval of this report.

On the basis of this review, and after making due enquiries, the directors and the Manager have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Likely future developments

The Directors expect the activity and performance of the Company's investee companies to be satisfactory in the forthcoming year and are not aware of any potential circumstance that would adversely affect operations.

Subsequent events

As disclosed in note 18, there were no other material subsequent events.

Inclusion in the strategic report

In accordance with s414C(11) of the Companies Act 2006, the information relating to the principal activities of the Company, a business review and the principal risks and uncertainties of the Company have been included in the Strategic Report.

By order of the Board



Electronically signed by: Hugh
unwin
Date: Sep 6, 2024 11:25
GMT+1

Hugh Unwin
Director
6 September 2024

Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice ('UK GAAP') (United Kingdom Accounting Standards and applicable law), including FRS 102 'The Financial Reporting Standard applicable in the UK and Ireland'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and 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 have been followed, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- Prepare a Directors' Report and a Strategic Report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose the financial position of the Company with reasonable accuracy at any time and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm to the best of their knowledge that:

- The financial statements, prepared in accordance with UK GAAP, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- The Directors' Report and the Strategic Report include a fair review of the development and performance of the Company and the position of the Company, together with a description of the principal risks and uncertainties it faces; and
- So far as each Director is aware, there is no relevant audit information of which the Company's Auditor is unaware, and each Director has taken all steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

By order of the Board



Electronically signed by:
Hugh unwin
Date: Sep 6, 2024 11:25
GMT+1

Hugh Unwin
Director
6 September 2024

Independent auditor's report to the members of Greencoat Ceres Limited

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Greencoat Ceres Limited ("the Company") for the year ended 30 September 2023 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work

we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of Directors

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

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud.

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:

Non-compliance with laws and regulations

We gained an understanding of the legal and regulatory framework applicable to the Company, the policies and procedures regarding compliance with laws and regulations and the industry in which it operates and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud.

Our tests included, but were not limited to:

- Obtaining an understanding of the control environment in monitoring compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Enquiries of management and those charged with governance regarding any instances of non-compliance with laws and regulations; and
- Review of minutes of the board meetings throughout the period regarding any instances of non-compliance with laws and regulations.

Fraud

We assessed the susceptibility of the financial statements to material misstatement including fraud.

Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be the valuation of investments and management override of controls.

Our procedures in response to the above included:

- Assessing significant estimates made by management in the valuation of Investments for bias; and
- Testing journals, based on risk assessment criteria as well as an unpredictable sample, and evaluating whether there was evidence of bias by the Investment Manager and Directors that represented a risk of material misstatement due to fraud.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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

DocuSigned by:

Elizabeth Hooper

4A6BB11A26864B6...

Elizabeth Hooper (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London, UK

6 September 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of comprehensive income

	Note	For the year ended 30 September 2023 £	For the year ended 30 September 2022 £
Income	3	7,171,760	8,052,781
Unrealised (loss) / gain on investments held at fair value through profit or loss	6	(7,839,657)	20,734,140
Total (loss) / income		(667,897)	28,786,921
Operating expenses		(78,115)	(45,321)
Operating (loss) / profit		(746,012)	28,741,600
Interest on shareholder loan		(8,452,285)	(9,241,464)
(Loss) / profit on ordinary activities before tax		(9,198,297)	19,500,136
Taxation	5	-	-
(Loss) / profit on ordinary activities after tax		(9,198,297)	19,500,136
(Loss) / profit and total comprehensive income attributable to the shareholder of the Company		(9,198,297)	19,500,136

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The accompanying notes on pages 23 to 32 form an integral part of these financial statements.

Statement of financial position

		As at 30 September 2023 £	As at 30 September 2022 £
Noncurrent assets			
Investments	6	139,261,095	147,100,752*
Loan receivable	7	99,840,205	116,620,232
Intercompany balance	14	6,015,320	6,015,320*
Total non current assets		245,116,620	269,736,304
Current assets			
Other receivables	8	123,925	97,511
Cash at bank		167,455	216,838
Total current assets		291,380	314,349
Total assets		245,408,000	270,050,653
Current liabilities			
Payables	9	(143,165)	(167,731)
Total current liabilities		(143,165)	(167,731)
Non-Current liabilities			
Loans and borrowings	10	(120,311,890)	(135,731,680)
Total non current liabilities		(120,311,890)	(135,731,680)
Total liabilities		(120,455,055)	(135,899,411)
Net assets		124,952,945	134,151,242
Capital and reserves			
Share capital	11	16,778	16,778
Share premium		98,937,765	98,937,765
Income account		25,998,402	35,196,699
Shareholder's funds		124,952,945	134,151,242

*The amount of £6,015,320 previously classified under Investments has been reclassified to Intercompany Balance to accurately reflect its nature as an intercompany balance.

The financial statements on pages 19 to 32 were approved by the Board of Directors and authorised for issue on 6 September 2024 and signed on its behalf by:



Electronically signed by: Hugh
unwin
Date: Sep 6, 2024 11:25 GMT+1

Hugh Unwin
Director

Company registration number 12560162

The accompanying notes on pages 23 to 32 form an integral part of these financial statements.

Statement of changes in equity

	Share capital £	Share premium £	Income account £	Total £
Balance at 1 October 2022	16,778	98,937,765	35,196,699	134,151,242
Total comprehensive loss for the year	-	-	(9,198,297)	(9,198,297)
Balance at 30 September 2023	16,778	98,937,765	25,998,402	124,952,945

	Share capital £	Share premium £	Income account £	Total £
Balance at 1 October 2021	16,778	98,937,765	15,696,563	114,651,106
Total comprehensive profit for the year	-	-	19,500,136	19,500,136
Balance at 30 September 2022	16,778	98,937,765	35,196,699	134,151,242

The accompanying notes on pages 23 to 32 form an integral part of these financial statements.

Statement of cash flows

	Note	For the year ended 30 September 2023 £	For the year ended 30 September 2022 £
Net cash used in operating activities	15	(57,817)	(60,851)*
Cash flows from investing activities			
Repayment of loan investments by investee company	7	16,780,027	6,423,761
Loan interest received		7,123,836	7,556,805
Net cash generated from investing activities		23,903,863	13,980,566
Cash flows used in financing activities			
Loans repaid in the year	10	(15,796,281)	(5,743,096)
Loan interest paid in the year		(7,359,952)	(6,856,888)*
Withheld tax (from interest) paid in the year		(739,196)	(1,134,420)*
Net cash used in financing activities		(23,895,429)	(13,734,404)
Net (decrease) / increase cash and cash equivalents during the year		(49,383)	185,311
Cash and cash equivalents at the beginning of the year		216,838	31,527
Cash and cash equivalents at the end of the year		167,455	216,838

*Prior year numbers, in respect of withholding tax in the cash flow statement have been reclassified from operating to financing activities.

The accompanying notes on pages 23 to 32 form an integral part of these financial statements.

Notes to the financial statements

1. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied throughout the year.

Basis of accounting

The financial statements of the Company have been prepared on the historical cost basis, as modified for the measurement of certain financial instruments at fair value through profit or loss, and in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland' and the Companies Act 2006.

The preparation of these financial statements requires the use of estimates and assumptions that affect the amounts and disclosures in these financial statements. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

Accounting for subsidiaries

The Directors have concluded that the Company's subsidiaries should be excluded from consolidation as the interests in subsidiaries are held as part of an investment portfolio as defined in paragraph 9.9 (b) of FRS 102 and are measured at fair value with movements in fair value recognised in the Statement of Comprehensive Income in the period in which they arise.

Functional and presentational currency

The financial statements are presented in Sterling (£ or GBP), which is the Company's functional currency.

Foreign currencies

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at the balance sheet date. Foreign exchange differences arising on translation are recognised in the Statement of Comprehensive Income.

Going concern

As at 30 September 2023, the Company had net current assets of £148,215 (2022: £146,618), net assets of £124,952,945 (2022: £134,151,242) and had cash balances of £167,455 (2022: £216,838). The Company continues to meet its day-to-day liquidity requirements through its cash resources, which are managed via distributions received from the SPV. As at 30 September 2023, the Company owed the LPs £120,311,890 (2022: £135,731,680) which are redeemable on the termination date of 30 September 2034 as disclosed in note 10.

This investment is expected to continue making repayments in the coming year.

The Directors and Manager have reviewed the Company's forecasts and projections taking into account foreseeable changes in investment and trading performance, as well as consideration to worse case outcomes, which show that the Company has sufficient financial resources to meet its current obligations as they fall due for a period of at least 12 months from the date of approval of this report.

On the basis of this review, and after making due enquiries, the directors and the Manager have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Investment income

Dividend income is accounted for when the right to receive the dividend is established. Interest income on shareholder loan investments and other income are accounted for on an accruals basis using the effective interest rate method. Income in respect of the provision of management services to the SPVs is recognised on an accruals basis. Provisions are made against income where recovery is considered doubtful.

Gains or losses resulting from the movement in fair value of the Company's investments held at fair value through profit or loss are recognised in the Statement of Comprehensive income in the period in which they arise.

Interest payable and expenses

Interest payable and expenses are accounted for on an accruals basis.

Operating profit

Operating profit is stated before finance costs.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

At 30 September 2023 and 2022 the carrying amounts of cash, receivables, payables, accrued expenses and short term borrowings reflected in the financial statements are initially measured at transaction price and subsequently held at amortised cost, less any impairment losses.

Financial assets

Financial assets are recognised in the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets are held at amortised cost or at fair value through profit or loss.

Amortised cost

Non-derivative financial assets with fixed or determinable repayments that are not quoted in an active market are classified as financial assets held at amortised cost. Amortised cost is calculated using the effective interest rate method less any impairment losses. Debtors that are due within one year of the year end are recognised at the undiscounted amount receivable. All debtor balances are held at the undiscounted amount at 30 September 2023.

Fair value through profit or loss

Investments including shareholder loans are designated upon initial recognition as held at fair value through profit or loss as permitted by FRS 102. Gains or losses resulting from the movement in fair value are recognised in the Statement of Comprehensive Income in the year/period in which they arise. Fair value is defined as the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction. Fair value is calculated on an unlevered, discounted cashflow basis.

De-recognition of financial assets

A financial asset (in whole or in part) is derecognised either:

- When the Company has transferred substantially all the risks and rewards of ownership; or
- When it has neither transferred nor retained substantially all the risks and rewards and when it no longer has control over the assets or a portion of the asset; or
- When the contractual right to receive cashflows has expired.

Financial liabilities

Financial liabilities are classified according to the substance of contractual agreements entered into and are recorded on the date on which the Company becomes party to such contractual requirements of the financial liability.

All loans and borrowings are initially recognised at cost, being fair value of consideration received, net of any incurred transaction costs where applicable. After initial recognition, all interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Loan balances as at the year-end have not been discounted to reflect amortised cost, as the amounts are not materially different from the outstanding balances. The Company's other financial liabilities measured at amortised cost include trade and other payables and other short-term monetary liabilities which are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method.

Derecognition of financial liabilities

A financial liability (in whole or in part) is derecognised when the Company has extinguished its contractual obligations, it expires or it is cancelled. Any gain or loss on derecognition is taken to the Statement of Comprehensive Income.

Finance expenses

Borrowing costs are recognised in the Statement of Comprehensive Income in the period to which they relate on an accruals basis.

Share capital

Financial instruments issued by a company are treated as equity if the holder has a residual interest in the net assets of that company. The Company's ordinary shares are classified as equity instruments.

Cash at bank

Cash comprises cash balances held in the bank, and subject to an insignificant risk of changes in value.

Taxation

Tax for the year comprises current tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. Current tax is charged or credited to the Statement of Comprehensive Income.

A deferred tax asset has not been recognised as it is not considered probable that future taxable profit will be available against which it can be realised. A deferred tax liability has not been recognised in respect of unrealised gains/ (losses) on investments held at fair value as these would be considered non-taxable or disallowable.

2. Critical accounting estimates and judgements

The preparation of financial statements requires the application of estimates and assumptions which may affect the results reported in the financial statements. Estimates, by their nature, are based on both judgement and information available at the time.

Valuation of investment

The estimates and assumptions that may have a significant impact on the carrying value of assets and liabilities are those used to determine the fair value of the investment. The fair value of the investment is based on the discounted values of expected future cash flows, which are subject to certain key assumptions including the useful life of the asset, the discount factors, the rate of inflation, the price at which the power and associated benefits can be sold, the amount of electricity the asset is expected to produce and the price and volume of feedstock.

Assumptions about the useful life of the asset is based on the Manager's estimates of the period over which the asset will generate revenue. These assumptions are periodically reviewed for continued appropriateness. The actual useful life of the asset may be shorter or longer depending on the actual operating conditions experienced by this asset.

The discount factors are subjective. It is feasible that a reasonable alternative assumption could be used that would result in a different value. Discount rates are periodically reviewed taking into account any recent market transactions of a similar nature.

The revenues and expenditure of the investee company are frequently partly or wholly subject to indexation, typically with reference to the Consumer Price Index (CPI) or Retail Price Index (RPI). From a financial modelling perspective, an assumption is usually made that the inflation index will increase at a long-term rate.

The price at which the output from the generating asset is sold is a factor of both wholesale electricity prices and the revenue received from the Government support regimes. Future power prices are estimated using external third-party forecasts which take the form of specialist consultancy reports, which reflect various factors including gas prices, carbon prices and renewables deployment, each of which reflect the UK and global response to climate change. The future power price assumptions are reviewed as and when these forecasts are updated. There is an inherent uncertainty in future wholesale electricity price projection.

In the case of Greencoat Ceres Limited, the volume of electricity produced depends on the capacity factor of the power plant, which is a product of the generation capacity and the availability of the plant.

A high proportion of feedstock for the Sleaford biomass asset is contracted up to five years in advance under fixed prices. Residual risk remains with the Company in the case of 'force majeure' events, including extreme weather events, which may affect the volume of feedstock under these contracts. A proportion of feedstock remains uncontracted for purchase in the "spot" market each year, which is exposed to price risk.

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

Although the Manager uses its best judgement in estimating the fair value of the investment, there are inherent limitations in any estimation techniques. Future events could also affect the estimates of fair value. The effect of such events on the estimates of fair value, including the ultimate liquidation of the investment, could be material to the financial statements. The financial risk management objectives and policies of the Company, including exposure to price risk, interest rate risk, credit risk and liquidity risk are discussed in note 16 to the financial statements.

3. Income

	For the year ended 30 September 2023 £	For the year ended 30 September 2022 £
Investment interest income	7,123,836	8,009,650
Other income	47,924	43,131
Total income	7,171,760	8,052,781

4. Operating (loss) / profit

The operating (loss) / profit is stated after:

	For the year ended 30 September 2023 £	For the year ended 30 September 2022 £
Auditor's remuneration for the audit of the financial statements	(29,500)	(13,773)
Movement in fair value of investments	(7,839,657)	20,734,140

5. Taxation

	For the year ended 30 September 2023 £	For the year ended 30 September 2022 £
UK Corporation tax	-	-

The tax assessed for the year shown in the Statement of Comprehensive Income is lower than the standard rate of corporation tax of 22.01 percent (2022:19 percent). The differences are explained overleaf:

	For the year ended 30 September 2023 £	For the year ended 30 September 2022 £
(Loss) / profit for the year before tax	(9,198,297)	19,500,135
(Loss) / profit for the year multiplied by the standard rate of corporation tax of 22.01 percent	(2,024,382)	3,705,026
Income not taxable including unrealised movement on revaluation of investments	-	(3,939,487)
Unrealised loss on investments not deductible	1,725,485	-
Other adjustments	298,897	234,461
Tax charge for the year	-	-

A deferred tax asset of £1,038,728 (2022: £1,038,278) has not been recognised as it is not considered probable that future taxable profit will be available against which it can be realised.

6. Investments

	Equity investments £	Total £
Opening balance at 1 October 2022	147,100,752	147,100,752
Unrealised movement in fair value of investments	(7,839,657)	(7,839,657)
Closing balance at 30 September 2023	139,261,095	139,261,095

	Equity investments £	Total £
Opening balance at 1 October 2021	126,366,612	126,366,612
Unrealised movement in fair value of investments	20,734,140	20,734,140
Closing balance at 30 September 2022	147,100,752	147,100,752

The investment made in underlying assets are carried at fair value. The investment is typically made through a combination of loans and equity into the investment vehicle which own the underlying asset(s), and the fair value movements above have been allocated to equity. At the point that the equity carrying value is reduced to nil, further reductions will be allocated against loan investments.

Fair value measurements

FRS 102 requires disclosure of fair value measurement by level. The level of fair value hierarchy within the financial assets or financial liabilities is determined on the basis of the lowest level input that is significant to the fair value measurement. Financial assets and financial liabilities are classified in their entirety into only one of the following three levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for assets or liabilities that are not based on observable market data (unobservable inputs).

The determination of what constitutes 'observable' requires judgement by the Company. The Company considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The only financial instruments held at fair value are the instruments held by the Company in the SPVs, which are fair valued at each reporting date. The Company's investments have been classified within level 3 as the investments are not traded and contain unobservable inputs. Due to the nature of the investments, they are always expected to be classified as level 3. There have been no transfers between levels during the year ended 30 September 2023.

Any transfers between the levels would be accounted for on the last day of each financial period.

7. Loans receivable

	Note	As at 30 September 2023 £	As at 30 September 2022 £
Opening balance	14	116,620,232	122,591,148
Interest capitalised in the year		-	452,845
Loans repaid in the year		(16,780,027)	(6,423,761)
Closing balance		99,840,205	116,620,232

8. Other receivables

	As at 30 September 2023 £	As at 30 September 2022 £
VAT recoverable	14,405	4,897
Due from related parties	80,877	50,100
Other income	-	30,000
Prepayments and accrued income	28,643	12,514
Closing balance	123,925	97,511

9. Payables

	As at 30 September 2023 £	As at 30 September 2022 £
Other payables	(21,933)	(23,145)*
Withholding tax	(121,232)	(144,586)*
Closing balance	(143,165)	(167,731)

*Prior year numbers, in respect of withholding tax in the payables have been reclassified from other payables to withholding tax.

10. Loans and borrowings

	As at 30 September 2023 £	As at 30 September 2022 £
Opening balance	135,731,680	140,369,206
Interest capitalised in the year	376,491	1,105,570
Loans repaid in the year	(15,796,281)	(5,743,096)
Closing balance	120,311,890	135,731,680

The Company issued loan notes to the LPs which are redeemable on the termination date of 30 September 2034, and bear interest at a rate of 6.74 percent per annum. Interest is payable quarterly, on 31 December, 31 March, 30 June, and 30 September each year, and any unpaid interest is capitalised on these dates. The net loans repaid during the year totalled £15,796,281 (2022: £5,743,096). As at 30 September 2023, the outstanding balance was £120,311,890 (2022: £135,731,680) and loan interest outstanding was £Nil (2022: £Nil).

11. Share capital

Issued	Number of shares issued	Par value per share £	Share capital £	Total £
Opening balance at 1 October 2022	1,677,757	0.01	16,778	16,778
Closing balance at 30 September 2023	1,677,757	0.01	16,778	16,778

Issued	Number of shares issued	Par value per share £	Share capital £	Total £
Opening balance at 1 October 2021	1,677,757	0.01	16,778	16,778
Closing balance at 30 September 2022	1,677,757	0.01	16,778	16,778

12. Financial instruments

	Note	Measured at amortised cost £	Measured at fair value £	Total £
Financial assets as at 30 September 2023				
Investments – Equity	6	-	139,261,095	139,261,095
Intercompany balance	14	6,015,320	-	6,015,320
Loans receivable	7	99,840,205	-	99,840,205
Other receivables	8	123,925	-	123,925
Cash at bank		167,455	-	167,455
		106,146,905	139,261,095	245,408,000

	Note	Measured at amortised cost £	Measured at fair value £	Total £
Financial assets as at 30 September 2022				
Investments – Equity	6	-	147,100,752	147,100,752
Intercompany balance	14	6,015,320*	-	6,015,320
Loan receivable	7	116,620,232	-	116,620,232
Other receivables	8	97,511	-	97,511
Cash at bank		216,838	-	216,838
		122,949,901	147,100,752	270,050,653

*The amount of £6,015,320 previously classified under Investments has been reclassified to Intercompany Balance to accurately reflect its nature as an intercompany balance.

	Note	Measured at amortised cost £	Measured at fair value £	Total £
Financial liabilities as at 30 September 2023				
Payables	9	(143,165)	-	(143,165)
Loans and borrowings	10	(120,311,890)	-	(120,311,890)
		(120,455,055)	-	(120,455,055)

	Note	Measured at amortised cost £	Measured at fair value £	Total £
Financial liabilities as at 30 September 2022				
Payables	9	(167,731)	-	(167,731)
Loans and borrowings	10	(135,731,680)	-	(135,731,680)
		(135,899,411)	-	(135,899,411)

13. Unconsolidated subsidiaries

The Directors consider the following investee companies to be subsidiaries of the Company. The Directors have concluded that these subsidiaries should be excluded from consolidation as these interests in subsidiaries are held as part of an investment portfolio.

	Company number	Ownership interest as at 30 September 2023	Ownership interest as at 30 September 2022
CEP Biomass Limited	07640793	100%	100%
Grep 1 Limited*	06000706	100%	100%
Lincolnshire Biomass Limited*	05908285	100%	100%

*Grep 1 Limited and CEP Biomass Limited are indirectly owned by Greencoat Ceres Limited.

14. Related party transactions

The Company has a Management Service Agreement with Grep 1 Limited one of its fully owned operational assets, for which it receives £40,000 per annum rising with RPI for each underlying investment, in relation to management services. During the year, an amount of £47,924 (2022: £43,131) was earned by the Company in respect of these agreements.

As at 30 September 2023, the Company also has a receivable of £80,777 (2022: £50,000) from CEP Biomass Ltd in relation to the latter's working capital, and a receivable of £6,015,320 (2022: £6,015,320) from CEP Biomass Ltd related to an intercompany balance which will not be required to be repaid until 31 December 2025. As at the year end, the intercompany balance has not been discounted to reflect amortised cost, as the amount is not materially different from the outstanding balance.

The Company has issued loan notes on 18 December 2020 to the LPs which are redeemable on the termination date of 30 September 2034 and bear interest at a rate of 6.74 percent per annum. Interest is payable quarterly, on 31 December, 31 March, 30 June, and 30 September each year, and any unpaid interest is capitalised on these dates. During the year, 30 September 2023, total interest incurred amounted to £8,452,285 (2022: £9,241,464). The loans repaid during the year totalled £15,796,281 (2022: £5,743,096). As at 30 September 2023, the outstanding balance was £120,311,890 (2022: £135,731,680) and loan interest outstanding was £Nil (2022: £Nil).

The Company indirectly provided loans to GREP1 Limited totalling £99,840,205 (2022: £116,620,232). These loans are redeemable on demand or on the termination date of 30 September 2034, whichever is earlier, and bear interest at rate of 6.74 percent. Interest is repayable quarterly, on 31 December, 31 March, 30 June, and 30 September each year, and any unpaid interest is capitalised on these dates.

15. Reconciliation of cash flows from operating activities

	Note	For the year ended 30 September 2023 £	For the year ended 30 September 2022 £
(Loss) / profit on ordinary activities before tax		(9,198,297)	19,500,136
Adjustments for:			
Movement in fair value of investments	4	7,839,657	(20,734,140)
Investment interest income	3	(7,123,836)	(8,009,650)
Interest expense		8,452,285	9,241,464
Movement in receivables	8	(26,414)	(53,181)
Movement in other payables	9	(1,212)	(5,480)*
Net cash flows used in operating activities		(57,817)	(60,851)*

*Prior year numbers, in respect of withholding tax in the cash flow statement have been reclassified from operating to financing activities.

16. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including price risk, interest rate risk and foreign currency risk), credit risk and liquidity risk. An explanation of those risks is set out below.

Price risk

Price risk is defined as the risk that the fair value of a financial instrument held by the Company will fluctuate. Investments are measured at fair value through profit or loss and are valued on an unlevered, discounted cashflow basis. Therefore, the value of the investments will be (amongst other risk factors, as per notes 2 and 6) a function of the discounted value of their expected cashflows and, as such, will vary with movements in interest rates and competition for such assets.

In relation to the investments, sensitivity analysis indicates that a discount rate increase of 50bp yields a downward adjustment to the fair value of £4.8 million (2022: £5.5 million). Conversely, a discount rate decrease of 50bp yields an upward adjustment to the fair value of £5 million (2022: £5.7 million).

The discount factors are subjective and therefore it is feasible that a reasonable alternative assumption may be used resulting in a different valuation for these investments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. The Board considers that the shareholder loan investments and shareholder loan payable do not carry any interest rate risk as they bear interest at a fixed rate, thereby mitigating the risks associated with the variability of cash flows arising from interest rate fluctuations.

Foreign currency risk

Foreign currency risk is defined as the risk that the fair values of future cashflows will fluctuate because of changes in foreign exchange rates. The Company's financial assets and liabilities are denominated in GBP and substantially all of its revenues and expenses are in GBP. The Company is not considered to be materially exposed to foreign currency risk.

Credit risk

Credit risk is the risk of loss due to the failure of a borrower or counterparty to fulfil its contractual obligations. The Company is exposed to credit risk in respect of shareholder loan investments, accrued shareholder loan interest, cash at bank and other receivables. The Company's credit risk exposure is minimised by dealing with financial institutions with investment grade credit ratings.

The Company has advanced loans to its investee companies. The Board regularly reviews the future cashflows and valuations of the investee companies to gain comfort as to the recoverability of the loans. These loans are intra-group. No balances are past due or impaired. The maximum exposure as at 30 September 2023 was £105,855,525 (2022: £122,635,552).

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet a demand for cash or fund an obligation when due. The Manager and Board continuously monitor forecast and actual cash flows from operating, financing and investing activities.

17. Controlling party

The directors consider that there is no ultimate controlling party with Greencoat Wilton LP, Greencoat Renewable Income LP, Greencoat Solar I LP, and to Greencoat Carlisle Place LP together holding 100 percent of the shares in the Company.

18. Events after the end of the reporting period

There were no material subsequent events.

[illegible]