



**US SOLAR FUND PLC  
ANNUAL REPORT AND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2023**

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# RENEWABLE ENERGY SUSTAINABLE INVESTMENTS

**US SOLAR FUND PLC (USF OR THE COMPANY) IS A RENEWABLE ENERGY FUND THAT AIMS TO PROVIDE INVESTORS WITH ATTRACTIVE AND SUSTAINABLE DIVIDENDS WITH AN ELEMENT OF CAPITAL GROWTH BY INVESTING IN A DIVERSIFIED PORTFOLIO OF SOLAR POWER ASSETS IN NORTH AMERICA AND OTHER OECD COUNTRIES IN THE AMERICAS.**

The Company develops, acquires or constructs solar power assets that are expected to have an asset life of at least 30 years and generate stable cash flows by selling electricity to creditworthy offtakers under long-term power purchase agreements. The Company's portfolio currently consists of 41 operational solar projects with a total capacity of 443MW<sub>DC</sub>, all located in the United States.



## Company facts<sup>1</sup>

The Company is a closed-end investment trust incorporated under the laws of England (company number 11761009).

The Company's current portfolio comprises of 41 assets located in California, North Carolina, Oregon and Utah with a total capacity of 443MW<sub>DC</sub>. The Company sold one asset (Mount Signal 2) in June 2023.

The Company was admitted to the premium listing segment of the Official List of the FCA and to trading on the main market of the London Stock Exchange on 16 April 2019.

Since 1 December 2023, the Company has been managed by Amber Infrastructure Investment Advisor, LLC (**AIIA** or the **Investment Manager**), part of the Amber Infrastructure Group (**Amber**). Prior to this date, the Company was managed by New Energy Solar Manager, Pty Ltd.

The total number of Ordinary Shares in issue is 332,192,361 which denominated in both US Dollars (ticker 'USF') and Sterling (ticker 'USFP').

\$258.2 million Net Asset Value.

\$177.7 million market capitalisation.

## Contents

### 1 OVERVIEW

2 2023 Highlights

4 2023 In Review

### 6 STRATEGIC REPORT

6 Chair's Statement

9 Why Invest?

10 Introduction to the Investment Manager

12 Objectives

14 Portfolio Overview

18 Operating Review

34 Case Study

36 Responsible Investment

46 Risk and Risk Management

56 Section 172

### 58 CORPORATE GOVERNANCE

58 Summary of Investment Policy

59 Board of Directors

60 Directors' Report

62 Corporate Governance Report

68 Audit Committee Report

71 Directors' Remuneration Report

73 Directors' Responsibilities Statement

### 74 FINANCIAL STATEMENTS

74 Independent Auditor's Report

81 Consolidated Financial Statements (Audited)

85 Notes to the Consolidated Financial Statements (Audited)

### 100 GLOSSARY\*

103 KEY CONTACTS

104 NOTICE OF AGM

### \*GLOSSARY

Certain words and terms used throughout this Annual Report and Financial Statements are defined in the Glossary on pages 100 to 102. Where alternative performance measures (**APMs**) are used, these are identified by being marked with an \*. In accordance with ESMA Guidelines on APMs, the Board has considered what APMs are included in the Annual Report and financial statements which require further clarification. An APM is defined as a financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework. APMs included in the Annual Report and financial statements are identified as non-GAAP measures and are defined within the Glossary.

### COVER IMAGES

**Front cover:** Suntlet (Euryalus Portfolio), 15.3MW<sub>DC</sub> (Oregon)

**Photo credit: US Solar Fund plc**

**Inside cover:** Milford, 127.8MW<sub>DC</sub> (Utah)

**Photo credit: US Solar Fund plc**



Visit our company website

<https://www.ussolarfund.co.uk/>

<sup>1</sup> Figures as at 31 December 2023 unless otherwise specified.

# 2023 HIGHLIGHTS

## Financial highlights

**\$258.2m**

Net Asset Value (NAV)\*  
2022: \$320.0m

**\$0.78**

NAV per share\*  
2022: \$0.96

**(1.7%)**

NAV total return<sup>2\*</sup>  
2022: 9.98%

**\$18.7m**

Dividends paid<sup>3\*</sup>  
2022: \$18.4m

**0.95x**

Total dividend cover<sup>4\*</sup>  
2022: 1.20x

**\$(43.1m)**

IFRS loss for the year<sup>5</sup>  
2022: \$14.5m profit

**(34.4%)**

Total Shareholder Return (TSR)<sup>6\*</sup>  
2022: (5.95%)

**\$0.54**

Share price as at 30 December 2023  
2022: \$0.84

**(30.8%)**

Discount to NAV<sup>7\*</sup>  
2022: (12.8%)

2 NAV total return is based on dividends paid throughout the period and NAV movement since inception.

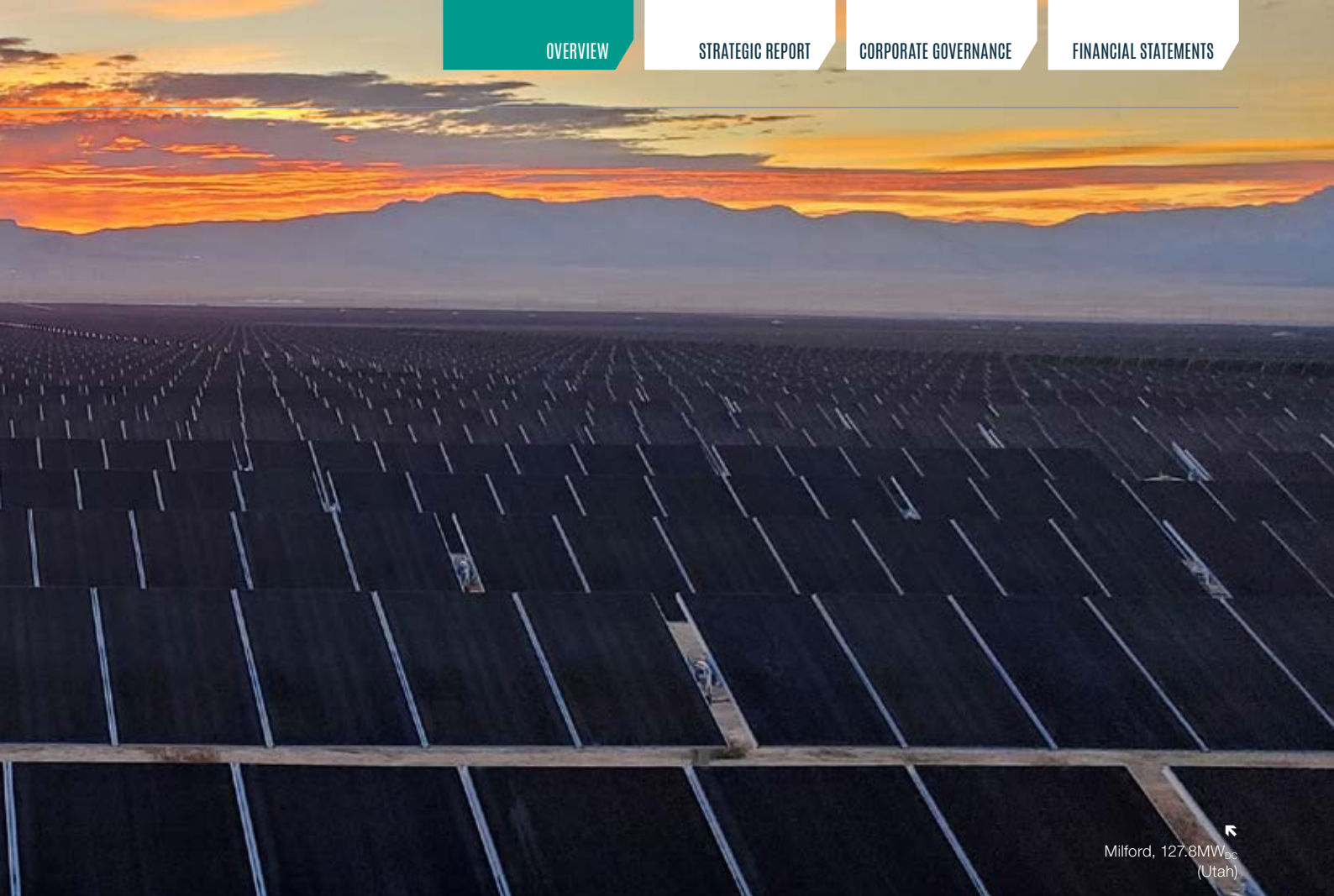
3 Excludes Q3 2023 dividend paid to shareholders which was transferred in advance of the year end to the registrar to facilitate payment to shareholders.

4 Presented on a total cash generation including one-off gains on asset sale. See pages 24 to 25 for further dividend cover analysis.

5 Includes unrealised losses on the portfolio fair value for the year ended 31 December 2023.

6 Total return to shareholders is based on dividends paid and reinvested (at ex-dividend date) throughout the period and share price movement since the issue price of \$1.00.

7 The percentage by which the closing share price on comparable dates exceeds/(falls short of) the NAV per share.



Milford, 127.8MW<sub>DC</sub>  
(Utah)

## Operational highlights

# 41

Operating Solar Assets  
2022: 42

# 816GWh

Total electricity generation<sup>8</sup>  
2022: 904GWh

# 11.9 years

Weighted average PPA term remaining<sup>9</sup>  
2022: 13.8 years

# 443MW<sub>DC</sub>

Total capacity  
2022: 543MW<sub>DC</sub>

# (7.2%)

Generation against forecast  
2022: (4.9%)

# BBB+

Average offtaker credit rating  
2022: BBB+

## Environmental highlights<sup>10 11</sup>

# 480,900

tCO<sub>2</sub> emissions avoided  
2022: 618,000 t

# 83,100

Equivalent US homes powered  
2022: 95,000

# 104,500

Equivalent US cars removed  
from the road  
2022: 134,000

<sup>8</sup> The total electricity generation data includes Mount Signal 2 (MS2) for the first six months of 2023.

<sup>9</sup> Remaining PPA term from 31 December 2023.

<sup>10</sup> Environmental figures use actual generation figures for the period. US CO<sub>2</sub> emissions displacement is calculated using data from the US Environmental Protection Agency's 'Avoid Emissions and generation Tool' (AVERT). Equivalent US homes and cars removed figures are based on CO<sub>2</sub> emissions displaced and data from the US Environmental Protection Agency and US Energy Information Administration.

<sup>11</sup> Based on the total electricity generation data includes MS2 for the first six months of 2023.

# 2023 IN REVIEW

## INITIATION OF STRATEGIC REVIEW

The Company announces it is undertaking a strategic review due to the sustained discount in its share price relative to its underlying NAV.

The Board worked closely with its advisors to explore all options available to maximise value for shareholders, including a sale of the Company, its assets and changing the investment management arrangements of the Company.



MS2, California

MN8 exercises its option to acquire the Company's 50% interest in MS2.

MN8 Energy LLC, is a renewable energy business formerly known as Goldman Sachs Renewable Power LLC, who were granted a purchase option in 2022 to acquire the Company's interest in MS2.

## Financial close of MS2 sale

USF's sale of its 50% interest in MS2 reaches financial close.

2022 22 OCTOBER

2023 JANUARY

26 JUNE

10 JULY

## Strategic review outcomes announced

The Board announces that the current market backdrop is not conducive to a sale of the Company or its assets and confirms that the existing Investment Management Agreement with New Energy Solar Manager, will not extend beyond the expiry of the initial five year term in April 2024.

# AMBER

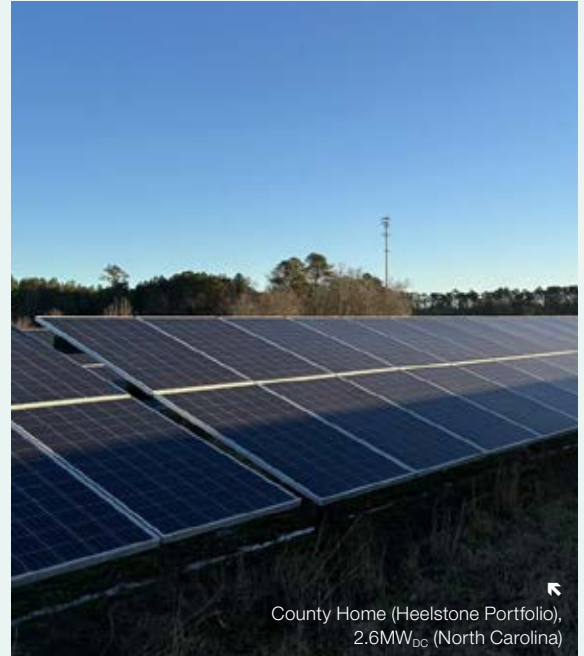
INFRASTRUCTURE GROUP

## Amber is appointed Investment Manager

Amber Infrastructure Investment Advisor, LLC is appointed as Investment Manager and third-country AIFM of the Company.

More information about the Investment Manager is set out on pages 10 to 11.

See also <http://www.amberinfrastructure.com>.



County Home (Heelstone Portfolio), 2.6MW<sub>DC</sub> (North Carolina)

## RCF renewed

The Company renews the \$40 million USF Avon LLC corporate revolving credit facility on favourable terms. This facility was fully repaid in June 2023 with a portion of the MS2 proceeds and remained undrawn as at 31 December 2023 (and continues to be undrawn).

## Investment Policy changes effective

Changes to the Company's investment policy, as approved by the shareholders at a general meeting held on 17 November 2023, become effective.

## Heelstone tax equity buyout

The final tax equity partners who provided tax equity financings to support the construction of the Heelstone portfolio, are bought out as expected, releasing the Company from all tax equity commitments connected to the Heelstone portfolio.

21 AUGUST

## Amber announced as preferred Investment Manager candidate

The Company announces Amber is selected as preferred Investment Manager candidate, following a multi-phase competitive process conducted by the Board as part of the strategic review.

6 SEPTEMBER

17 NOVEMBER

## Shareholder's approve change to investment policy

At a general meeting of shareholders, changes to the Company's investment policy are approved. The changes are principally clarificatory in nature, bringing the Company's investment policy into line with market and its peer group as well as expressly including late-stage development investments in scope for the Company. Full details of the changes can be found at [https://www.ussolarfund.co.uk/sites/default/files/267093\\_us\\_solar\\_fund\\_circular\\_web.pdf](https://www.ussolarfund.co.uk/sites/default/files/267093_us_solar_fund_circular_web.pdf). Refer also to page 58.

1 DECEMBER

18 DECEMBER

## Oregon REC Agreements announced

The Company announces that six of the Company's assets located in Oregon have signed new long-term contracts to sell Renewable Energy Certificates. More information about these REC Agreements is contained on pages 34 to 35.

20 DECEMBER

# CHAIR'S STATEMENT



I am pleased that the end of 2023 sees the Company in a stronger position having secured a new Investment Manager, Amber Infrastructure Investment Advisor, LLC, and delivered reasonable asset level performance during the year. ”

**GILL NOTT**  
CHAIR



## Dear Shareholders,

I am pleased that the end of 2023 sees the Company in a stronger position having secured a new Investment Manager, Amber Infrastructure Investment Advisor, LLC, and delivered reasonable asset level performance during the year.

The last 12 months will be remembered as a challenging year for the financial markets. For USF, the effects of continuing macroeconomic volatility were further compounded by the uncertainty created by the Company's strategic review and the departure of USF's previous Investment Manager, New Energy Solar Manager.

As a result, and as has been observed across the entire UK investment company landscape, and the renewable sector specifically, the Company's shares have traded at a discount for a significant period. Whilst we are unable to control the macroeconomic factors that impact the share price at a particular point in time, the USF portfolio has continued to exhibit characteristics of high-quality infrastructure assets consistent with the Company's investment objective.

## STRATEGIC REVIEW AND APPOINTMENT OF AMBER AS INVESTMENT MANAGER

The Board announced a strategic review in October 2022 to consider all potential options to maximise shareholder value. This was due to the sustained discount of the share price to NAV which had impeded the Company's ability to grow its asset base. The strategic review did not attract binding offers for the Company or its assets and concluded with the appointment of Amber Infrastructure Investment Advisor, LLC as the Company's Investment Manager. I thank the Board for their support and active involvement in stewarding USF through the strategic review together with the time and feedback that many of our Shareholders shared during this process.



Amber was selected through a competitive process based on its experience in the US solar sector and advising a UK closed end listed investment company. Amber Infrastructure Investment Advisor, LLC, was formally appointed as the Company's Investment Manager on 1 December 2023. Following its appointment, the Investment Manager purchased five million shares in the Company in January 2024, further demonstrating its commitment to supporting the Board's strategic direction for the Company.

More information about the Investment Manager and the wider Amber group is available on pages 10 to 11.

### PORTFOLIO UPDATE AND FINANCIAL PERFORMANCE

The Company owns a portfolio of assets located across four states in the US. The portfolio generated over 816 GWh of energy in 2023 which was approximately 7% below generation forecasts. The underperformance was due to below forecast solar irradiance as well as higher than expected unscheduled outages and other non-irradiance related factors. Enhancing portfolio performance by reducing unplanned outages to improve availability is an operational priority for the Board and the Investment Manager in 2024.

#### STATISTIC

# 4

States in the US where the Company's assets are located

#### STATISTIC

# >816GWh

of energy generated

In June 2023, the Company finalised the sale of its 50% share in Mount Signal 2 to MN8 Energy LLC, a renewable energy business formerly known as Goldman Sachs Renewable Power LLC. This followed the January 2023 exercise by MN8 of the purchase option granted to it in 2022 and the signing of a binding sale agreement in April 2023.

The Board confirms it is not currently seeking new investment opportunities due to the discounted share price.

Utilising a portion of the proceeds from the Mount Signal 2 sale (approximately \$4.5m), the Company's \$40 million revolving credit facility was fully repaid in June 2023. The facility was extended on superior terms in August 2023 and currently remains undrawn.

Over the year to 31 December 2023, the Company's audited NAV decreased to \$258.2 million (31 December 2022: \$320.00 million) and NAV per share to \$0.78 per share (31 December 2022: \$0.96 per Ordinary Share). The decrease in NAV is attributable largely to an increase in discount rates, driven by increases to the risk premium used as part of the valuation process. In addition, the nominal Power Purchase Agreements (PPAs) that comprise a large proportion of the Company's revenues over the next ten years provide fixed, contracted revenue payments that do not adjust in line with prevailing inflation. The Company's operating cost base is impacted by inflation leading to an expectation of relatively poor performance during periods of high inflation such as we have experienced in the recent past. Operating cost increases related to prior year's inflation and cost increases have now been included in the NAV, which has further attributed to the reduction in NAV. Finally the NAV has been impacted by the costs incurred by the Company to complete the strategic review.

In the 2023 interim accounts we advised shareholders that, as result of the feedback received during the strategic review and due to current market conditions, the Board felt it prudent to use the investment fair values at the lower end of the range provided by our Independent Valuer. We continue to believe that this is an appropriate and conservative approach, mainly due to limited benchmark transactions in the market for a comparable portfolio.

We do however plan to revisit this decision regularly, assessing information gathered by the Investment Manager, to determine the ongoing appropriateness of the use of the lower end of the Independent Valuer's range. More detailed information about the specific factors impacting the NAV are set out on page 26. Our intention is to continue to provide disclosures which demonstrate how external and portfolio specific factors impact the NAV.

### CAPITAL MANAGEMENT

Assisted by Amber, the Company is currently analysing options available to it to return capital to Shareholders (including through a share buyback) and refinancing of the Company's existing debt as a means to optimise the Company's capital structure and improve the operational cash flows.

The Board will provide an update following the conclusion of this analysis, which is expected by the end of April 2024, which will include recommendations with respect to the use of remaining proceeds from the sale of Mount Signal 2.

### DIVIDENDS AND OPERATING CASH FLOWS

The Company delivered a dividend of 5.66 cents per share for 2023, an increase of 1.5% over the 2022 dividend of 5.58 cents per share. Dividends paid in the year were 0.95x cash covered on a total cash basis (2022: 1.20x). The decrease compared to prior year was the result of a number of factors including a reduction in revenues generated by the portfolio following the sale of MS2 in the year, as well as an increase in the operational costs resulting from inflation and one-off costs incurred as part of the strategic review.

Looking ahead the Company's forecast operating cash flows have also reduced as a result of a number of factors including increases in operating costs and revisions to key operating cost assumptions to align with actual costs.

# CHAIR'S STATEMENT CONTINUED

Based on the Company's reduced forecast operating cash flows, once the return of capital and refinancing analysis referred to above has been finalised, the Board intends to review the existing dividend policy to ensure that the dividend target is sustainable and supported by forecast operating cash flows.

## GOVERNANCE

The Company, under the Investment Manager's guidance, has sought to improve disclosures and provide additional information in this Annual Report for the benefit of existing and prospective shareholders. This includes a more detailed explanation of the buildup of NAV and portfolio movement bridge, enhancements to the portfolio's forecast cash generation disclosures along with clear disclosure on the fixed elements of the revenue streams.

It is with regret that we announce Rachael Nutter will not stand for re-election to the Board at the Company's upcoming AGM due to an imminent increase in other work commitments. A process is under way to recruit Rachael's replacement as part of wider succession planning. I thank Rachael for her valued contributions and wise counsel over the past five years.

## DISCONTINUATION VOTE

As required by the Company's Articles, because the Company has traded at an average discount to NAV in excess of 10% over the course of 2023, a special resolution will be proposed at the Company's forthcoming AGM, for shareholders to vote to wind up or otherwise reconstruct the Company.

If such a discontinuation resolution is passed, the Company's Articles provide the Board with four months to put forward a proposal.

## OUTLOOK

The Company and the high-quality infrastructure assets comprising its portfolio continue to perform reasonably. The US states in which the Company's assets are located continue to provide a supportive backdrop for renewable generation, which we expect will continue irrespective of the outcome of the 2024 US federal election.

The Board remains of the view that the current discount to NAV does not reflect the underlying value of the Company and remains committed to the creation and delivery of long-term shareholder value. The strategic review conducted throughout 2023, demonstrated that prevailing market conditions are not conducive to the Company realising the value of its assets.

For these reasons, the Board recommends that shareholders vote against the discontinuation of the Company at the Company's forthcoming AGM.

I and my fellow Directors thank you for your continued support.



**GILL NOTT**  
CHAIR  
22 March 2024



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<https://www.ussolarfund.co.uk/>



**The US states in which the Company's assets are located continue to provide a supportive backdrop for renewable generation, which we expect will continue irrespective of the outcome of the 2024 US federal election. ””**

# WHY INVEST?

The Company's investment objective is to provide investors with attractive and sustainable dividends with an element of capital growth by investing in a diversified portfolio of solar power assets in North America and other OECD countries in the Americas.

## POSITIONING

- UK listed investment trust with access to US renewable energy market
- Portfolio diversification of geography (the assets are located across multiple regions within the US impacted by different weather patterns); technology; equipment manufacturers, revenue streams and offtakers
- High contracted revenues

# 86%

Over the next ten years, approximately 86% of forecast revenue will be generated from contracted sources

## MARKET OPPORTUNITY

- Opportunity to invest in the renewable energy market in the US
- Portfolio of operating Solar Assets located within host states that remain committed to net zero targets and progressive policies compatible with renewable generation
  - Positive future outlook as market participants seek to meet their renewable energy objectives in accordance with state-mandated targets and corporate sustainability objectives

# 40

of 41 assets within the Company's portfolio are certified as Qualifying Facilities, and are therefore eligible for favourable treatment for revenue recontracting

## INVESTMENT OPPORTUNITY

- Attractive long-term yield
- Potential for capital growth
- Compelling asset class in the US
- Revenues supported by a diversified operating portfolio
- Low gearing levels

# 36%

As at 31 December 2023, the Company's Gearing\*, calculated as total debt outstanding to GAV, was approximately 36%

# INTRODUCTION TO THE INVESTMENT MANAGER

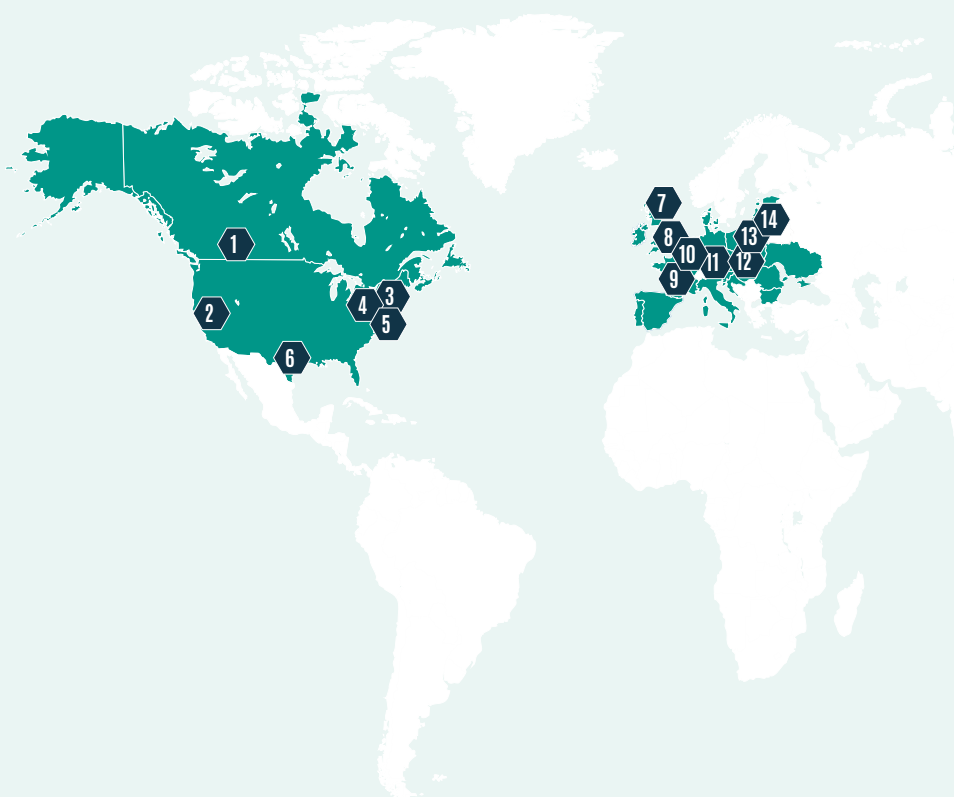
USF is managed by Amber Infrastructure Investment Advisor, LLC (AIIA), a member of the Amber Infrastructure Group (**Amber**). AIIA was appointed on 1 December 2023, replacing New Energy Solar Manager Pty Limited (**NESM**).

Amber is an international infrastructure specialist, focused on investment origination, development, asset management and in Europe, fund management. Amber's core business focuses on infrastructure assets across the public, transport, energy, digital and demographic infrastructure sectors that support the lives of people, homes and businesses internationally.

Amber is headquartered in London with offices in Europe, North America, Australia and New Zealand and employs over 180 infrastructure professionals. Amber has had a strategic partnership with the Hunt Companies, Inc. (**Hunt**) in the US since 2015.

Supported by Hunt, Amber's US team is headquartered in New York with offices throughout the US including Colorado, Maryland, Michigan, and Texas, and has collectively been responsible for over 3GW of US solar projects including acquisitions, greenfield development, asset management, and divestments. This includes the asset management of large-scale commercial rooftop arrays, utility-scale installations, and co-located battery storage projects.

## AMBER'S PRESENCE



### North America

>20

Employees

- 1 Calgary
- 2 San Francisco
- 3 New York
- 4 Baltimore
- 5 Washington DC
- 6 Austin

### United Kingdom

>120

Employees

- 7 Edinburgh
- 8 London

### Europe


>15

Employees

- 9 Paris
- 10 Brussels
- 11 Munich
- 12 Prague
- 13 Warsaw
- 14 Vilnius

### AMBER'S MANAGED OR ADVISED FUNDS

Including USF, Amber manages or advises nine funds and other managed accounts as set out in the table below. Among other funds, Amber advises International Public Partnerships Ltd, a FTSE 250-listed company with a market capitalisation of approximately £2.5 billion (as at 30 June 2023) and 15 year track record of investment in infrastructure assets globally.

Fund	Description	Jurisdiction	Sector
 INTERNATIONAL PUBLIC PARTNERSHIPS	FTSE 250-listed investment company investing in long-term public infrastructure assets	OECD	Public/social infrastructure and low risk regulated assets
 THREE SEAS INITIATIVE INVESTMENT FUND	Greenfield fund enhancing key infrastructure across the CEE region	CEE	Transport, energy and digital infrastructure
SAIF5	Co-mingled managed account investing in supercore	OECD	Supercore/regulated projects with an allocation to core+
 NATIONAL DIGITAL INFRASTRUCTURE FUND	First dedicated digital infrastructure fund in Europe	UK	Digital infrastructure
 US Solar Fund	Listed investment company owning and operating solar power assets	US	Solar power assets
 MAYOR OF LONDON'S ENERGY EFFICIENCY FUND <small>supported by European Regional Development Fund</small>	Follow-on appointment to manage the second London efficiency fund	London, UK	Energy efficiency, low carbon transport, decentralised energy and renewables
 SCOTTISH PARTNERSHIP FOR REGENERATION IN URBAN CENTRES	Innovative source of finance for projects aligned to key Scottish Government policies	Scotland	Urban regeneration, district heating and CHP
 NORTH OF TYNE GREEN NEW DEAL FUND	Provides finance to the public sector and SMEs to help the region reach net zero	North of Tyne, UK	Energy efficiency, decentralised energy, low carbon transport, natural capital and renewables
 LONDON ENERGY EFFICIENCY FUND	First dedicated UK energy efficiency fund. The fund is in orderly wind-up as the fund life terminated on 31 March 2023	London, UK	Energy efficiency and decentralised energy

In addition, Amber has developed c.£3bn of assets including from its own balance sheet to demonstrate 'proof of concept' and an entrepreneurial approach to investors.

Amber has a demonstrable track record as a developer, investor and manager of solar assets and platforms in the US and globally. These have predominantly been opportunities progressed through Amber's balance sheet and through investments made by the Three Seas Initiative Investment Fund (CEE infrastructure fund advised by Amber, described above).



# OBJECTIVES



The Company's financial, operational and environmental highlights are set out on pages 2 to 3. In addition to these disclosures and in due course, the Company intends to implement key performance indicators (**KPIs**) in order to monitor its performance. These will cover investor returns, financial management and asset performance. However given the timing of the Investment Manager's recent appointment, KPIs have not yet been implemented and are therefore not included in this Annual Report.

AllA's objective as Investment Manager of the Company is to provide ongoing advice to the Board and shareholders on appropriate options available to the Company to maximise shareholder value. To the extent macro-economic conditions allow, in the future such options may include:

- Sale of the Company and/or its assets
- Consolidation with other investment companies with similar mandates
- Growth of the Company via accretive acquisitions

The Board acknowledges that, based on the outcome of the strategic review (which commenced in October 2022 and was conducted during the course of 2023, concluding in Amber's appointment), prevailing market conditions and the current share price under performance, these options are not currently available to the Company. Going forward, the Investment Manager's role includes advising the Board of changes which may create favourable conditions that are conducive to pursuing any of these options.

## RESPONSIBLE STEWARD

Amber Infrastructure Investment Advisor, LLC aims to act as a responsible steward for the Company and its assets in preparation for the potential options set out. This includes evaluating opportunities to enhance the attractiveness of the Company:

## REPORTING AND DISCLOSURE

Improving the general approach to disclosure and providing information to shareholders allowing comparison across the peer group.

Under the Investment Manager's guidance, USF has sought to improve disclosures and provide additional information in this Annual Report for the benefit of existing and prospective shareholders.

This includes a more detailed explanation of the buildup of NAV and portfolio movement bridge, enhancements to the portfolio's forecast cash generation disclosures along with clear disclosure on the fixed elements of the revenue streams.

Additionally for the next report, the Company intends to move to using a post-tax discount rate for the portfolio to provide additional disclosure.

Milford (during construction),  
127.8MW<sub>DC</sub> (Utah).



## COMMUNICATION

Allia intends to focus on improving shareholder communication and will seek to address issues that are taking up time and attention for each shareholder.

Going forward, both the Investment Manager and the Board are committed to providing regular and transparent communications to the Company's shareholders.

## ASSET MANAGEMENT

Disciplined approach to asset management focused on decreasing unplanned outages.

Current priorities in 2024 include:

- Continuing to enhance collection and integration of production data across the Company's portfolio to enable accurate monitoring of performance and allocation of O&M resources
- Working with key subcontractors and technical advisors to improve spare parts management, to support maintenance effectiveness and initiatives to reduce outage times
- Undertaking preliminary assessments of site repowering at certain older sites within the Company's portfolio
- Undertaking an in-depth review of O&M subcontractor performance

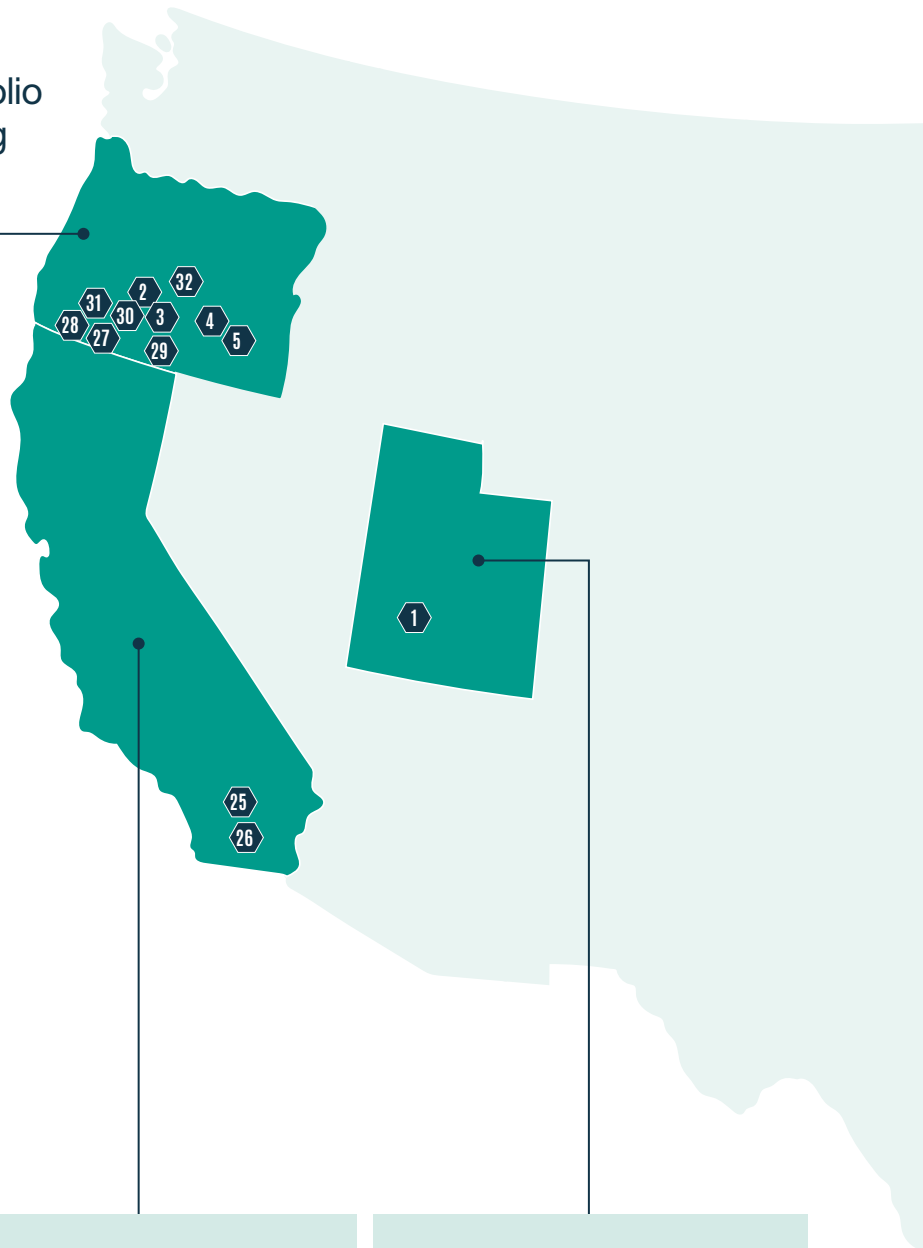
## CAPITAL STRUCTURE

The Investment Manager and the Board may seek to optimise the current capital structure to align with the Company's stated objectives of ensuring the balance sheet remains robust in the current macroeconomic environment.

The Board and the Investment Manager are exploring refinancing options to ensure optimisation of the Company's capital structure. A further update on the outcome of this options analysis will be provided during the course of April 2024.

# PORTFOLIO OVERVIEW

As at 31 December 2023 the Company owned 41 utility scale solar projects, totalling 443MW<sub>DC</sub>. All assets in the Company's portfolio are operational and are generating revenue for the Company.



## Oregon

The Company owns ten Solar Assets located in Oregon with a collective capacity of 140MW<sub>DC</sub>.

These assets comprise the Euryalus portfolio (four assets acquired by the Company in 2020 pre-COD) and a portion of the Heelstone portfolio (six assets acquired by the Company as operational assets in 2020). Further information on the Heelstone Oregon assets can be found on pages 34 to 35 which includes a case study about the new REC Agreements announced by the Company in December 2023.

**10**  
Assets

**140MW**  
Capacity

**41**

Operating Solar Assets

**4**

States

**443MW<sub>DC</sub>**

Total capacity

## California

The Company owns two Solar Assets located in southern California with a collective capacity of 7MW<sub>DC</sub>. These assets comprise a portion of the Heelstone portfolio acquired by the Company as operational assets in 2020.

**2**

Assets

**7MW**

Capacity

## Utah

The Milford asset is the Company's single largest asset with a capacity of 128MW<sub>DC</sub>. Milford was the Company's first investment acquired in 2019 pre-construction and achieved commercial operations in November 2020.

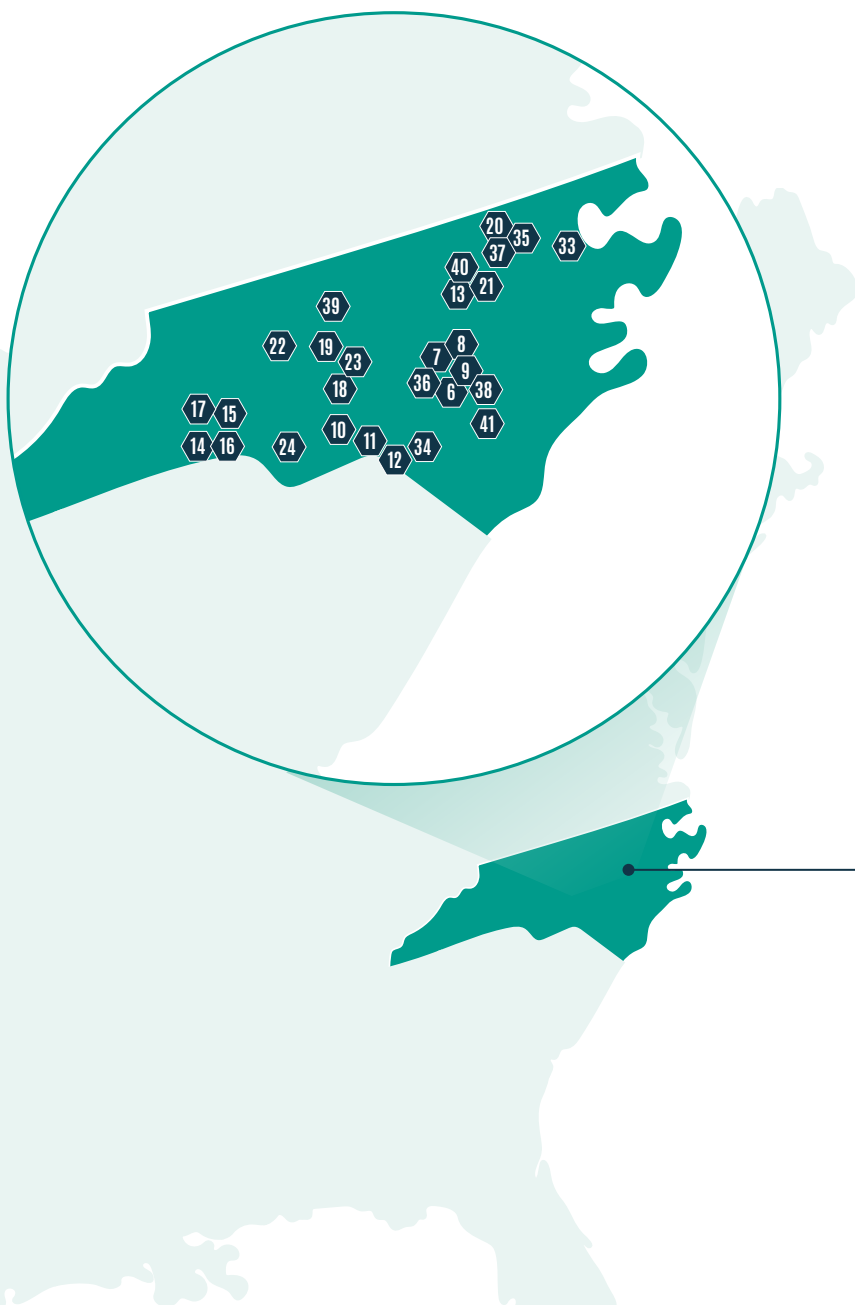
**1**

Assets

**128MW**

Capacity





### North Carolina

The Company owns 28 Solar Assets located in North Carolina with a collective capacity of 168MW<sub>DC</sub>.

These assets comprise the Granite (eight assets acquired USF as operational assets in late 2019/early 2020) and the Olympos portfolio (six assets acquired by the Company in later 2019 pre-COD) portfolios as well as a portion of the Heelstone portfolio (14 assets acquired by the Company as operational assets in 2020).

**28**  
Assets

**168MW**  
Capacity

### Assets by portfolio



MILFORD

**1**

Asset

**128MW<sub>DC</sub>**

Capacity



OLYMPUS

**6**

Assets

**39MW<sub>DC</sub>**

Capacity



GRANITE

**8**

Assets

**39MW<sub>DC</sub>**

Capacity



HEELSTONE

**22**

Assets

**176MW<sub>DC</sub>**

Capacity



EURYALUS

**4**

Assets

**61MW<sub>DC</sub>**

Capacity

# PORTFOLIO OVERVIEW CONTINUED

## 41 PROJECTS ACROSS 4 STATES

#	Portfolio	Asset	Capacity (MW <sub>DC</sub> )	Location	Commercial operation date	Acquisition date
1	Milford	Milford <sup>12</sup>	127.8	UT	November 2020	August 2019
2	Olympos	Benson	5.7	NC	August 2020	December 2019
3	Olympos	Eagle Solar	5.6	NC	August 2020	December 2019
4	Olympos	Lane II	7.5	NC	July 2020	December 2019
5	Olympos	Pilot Mountain	7.5	NC	September 2020	December 2019
6	Olympos	Tate	6.5	NC	August 2020	December 2019
7	Olympos	Willard	6.0	NC	October 2020	December 2019
8	Granite	Faison	2.3	NC	June 2015	December 2019
9	Granite	Four Oaks	6.5	NC	October 2015	December 2019
10	Granite	Nitro	6.2	NC	July 2015	December 2019
11	Granite	Princeton	6.5	NC	October 2015	December 2019
12	Granite	Progress Solar 1	2.5	NC	April 2012	January 2020
13	Granite	Progress Solar 2	2.5	NC	April 2013	January 2020
14	Granite	S. Robeson	6.3	NC	July 2012	January 2020
15	Granite	Sarah	6.3	NC	June 2015	December 2019
16	Heelstone	County Home	2.6	NC	September 2016	March 2020
17	Heelstone	Mariposa	6.4	NC	September 2016	March 2020
18	Heelstone	Freemont	6.4	NC	December 2016	March 2020
19	Heelstone	Sonne Two	7.0	NC	December 2016	March 2020
20	Heelstone	Sedberry	6.2	NC	December 2016	March 2020
21	Heelstone	Siler 421	6.9	NC	December 2016	March 2020
22	Heelstone	Schell	6.9	NC	December 2016	March 2020
23	Heelstone	Red Oak	6.9	NC	December 2016	March 2020
24	Heelstone	Tiburón	6.7	NC	December 2016	March 2020
25	Heelstone	Cotten Farm	6.8	NC	November 2016	March 2020
26	Heelstone	Monroe Moore	6.6	NC	December 2016	March 2020
27	Heelstone	Granger	3.9	CA	September 2016	March 2020
28	Heelstone	Valley Center	3.0	CA	December 2016	March 2020
29	Heelstone	Turkey Hill	13.2	OR	December 2017	March 2020
30	Heelstone	Merrill	10.5	OR	January 2018	March 2020
31	Heelstone	Lakeview	13.7	OR	December 2017	March 2020
32	Heelstone	Dairy	14.0	OR	March 2018	March 2020
33	Heelstone	Chiloquin	14.0	OR	January 2018	March 2020
34	Heelstone	Tumbleweed	14.0	OR	December 2017	March 2020
35	Heelstone	Davis Lane	7.0	NC	December 2017	March 2020
36	Heelstone	Gauss	7.0	NC	October 2018	March 2020
37	Heelstone	Jersey	7.0	NC	December 2017	March 2020
38	Euraylus	Alkali	15.1	OR	June 2020	June 2020
39	Euraylus	Rock Garden	14.9	OR	June 2020	June 2020
40	Euraylus	Suntex	15.3	OR	June 2020	July 2020
41	Euraylus	West Hines	15.3	OR	June 2020	June 2020

<sup>12</sup> Milford is the only asset within the Company's portfolio that is not a qualifying facility (QF), as defined under the Public Utility Regulatory Policies Act (PURPA). QFs are a special class of generating facility defined by law and categorised as either a cogeneration facility or small power production facility. In the case of the Company's portfolio, its assets (other than Milford) are eligible small power production facilities, being generating facilities with a production capacity of less than 80MW whose primary energy source is renewable. Among other benefits, being a QF affords the asset owner certain rights to sell energy or capacity to a utility, the right to purchase certain services from utilities such as back-up power at a reasonable rate, and relief from certain regulatory obligations.

Milford (during construction),  
127.8MW<sub>DC</sub> (Utah) ↙





# OPERATING REVIEW: ACTIVE ASSET MANAGEMENT

## STATISTIC

# 41

Operating Solar Assets

## STATISTIC

# 443MW<sub>DC</sub>

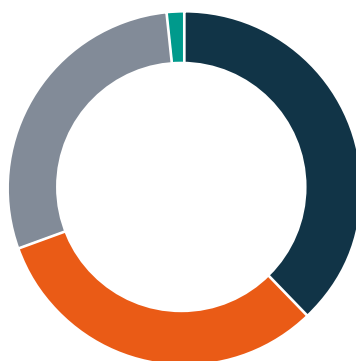
Total operational capacity

## PORTFOLIO

As at 31 December 2023, the Company has a portfolio with a total operational capacity of 443MW<sub>DC</sub> (329MW<sub>AC</sub>) comprised of 41 Solar Assets across four states. As previously disclosed, this represents a 100MW<sub>DC</sub> reduction over the course of 2023 resulting from the sale of the Company's 50% interest in MS2 in June 2023.

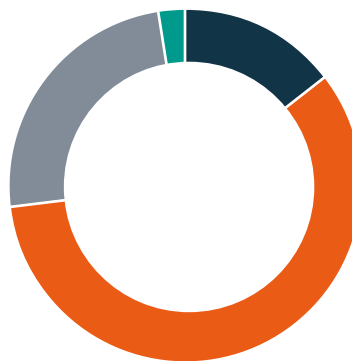
The Company's financial results for 2023 include contributions from MS2 up until 26 June 2023 when the sale was completed. Discussions relating to operational performance below largely excludes performance of MS2 given it is no longer relevant to the ongoing performance of the Company.

## PORTFOLIO GEOGRAPHY (BY MW<sub>DC</sub>)



■ North Carolina 168    ■ Utah 128  
■ Oregon 140    ■ California 7

## ASSET SIZE IN MW (BY NUMBER)



■ <5MW 6    ■ 10-20MW 10  
■ 5-10MW 24    ■ >20MW 1

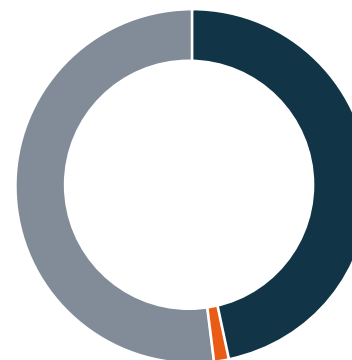
## REMAINING ENERGY PPA TERM (BY MW<sub>DC</sub>)



■ <5 years 16    ■ 10-15 years 7  
■ 5-10 years 293    ■ >15 years 128

As at 31 December 2023  
 Note: includes energy offtake agreements only  
 (excludes standalone REC Agreements)

## ENERGY PPA OFFTAKERS (BY MW<sub>DC</sub>)



■ A 207    ■ BBB+ 229  
■ A- 7

Note: includes energy offtake agreements only  
 (excludes standalone REC Agreements)

**PORTFOLIO PERFORMANCE**

Total generation by the Company’s portfolio was 816GWh including MS2, and 715GWh for the Company’s current portfolio excluding MS2. The overall generation of the Company’s portfolio (excluding MS2) was 7.2% below budget, with 2.0% attributable to below forecast solar irradiance, and 5.2% attributable to unscheduled outages and other non-irradiance related factors. Frequent, low impact unscheduled outages and failures of inverters and other electrical components remained a key cause of lost generation in 2023. For the most part these outages were readily repairable, with factors including the time taken to identify the outage, availability of replacement parts, and time taken for the repair crew to mobilise to site impacting the duration and magnitude of each outage. As discussed below, initiatives to improve maintenance effectiveness and reduce the length of unscheduled outages are key priorities for 2024.

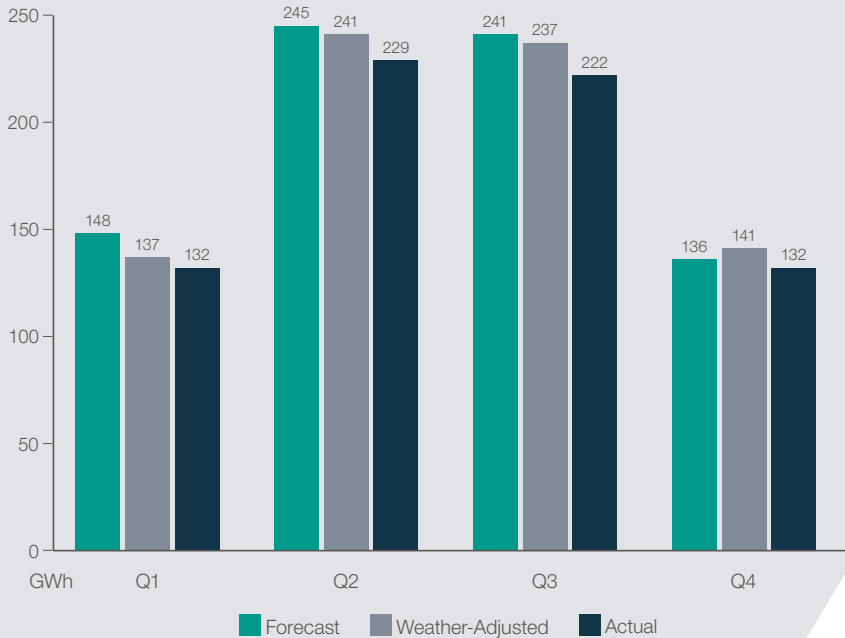
‘Forecast’ means the generation forecast per the base case (P50) generation forecasts prepared for each project by third-party technical advisors and inclusive of assumptions relating to solar irradiance, module efficiency and degradation, scheduled downtime for maintenance activities, and performance degradation due to grid outages, and weather events (e.g. snow), measured in gigawatt hours (GWh).

‘Weather-Adjusted’ means the project base case forecasts adjusted for actual solar irradiance experienced at each project during the applicable period, measured in GWh.

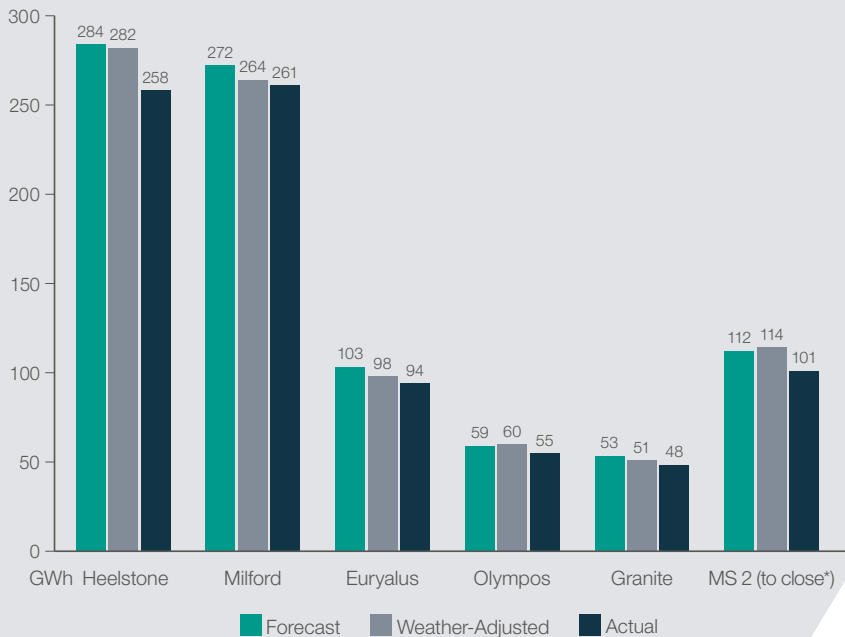
‘Actual’ means actual measured production in GWh.

**Note** that MS2 is not included in the Quarterly Generation Variance graph which shows Quarterly Generation Variances for the Company’s existing portfolio excluding MS2.

**QUARTERLY GENERATION VARIANCE (FY23)**



**PORTFOLIO GENERATION VARIANCE (FY23)**



\* MS2 results included through 26 June 2023, when the sale of the Company’s interest in the asset was completed.



# OPERATING REVIEW: ACTIVE ASSET MANAGEMENT CONTINUED



## PORTFOLIO PERFORMANCE continued

- **Heelstone:** Portfolio generation was approximately 9% below the weather-adjusted forecast, with the largest individual losses attributable to intermittent feeder line outages at Chiloquin and inverter outages at Turkey Hill within the portfolio's Oregon sites, and intermittent communication issues at Gauss and frequent low impact outages impacting other assets within the portfolio's North Carolina sites
- **Milford:** The Company's largest individual asset (128MW<sub>DC</sub>), performed largely in line with expectations during 2023, with generation approximately 1% below the weather-adjusted forecast
- **Euryalus:** Portfolio generation was approximately 4% below the weather-adjusted forecast, primarily attributable to transformer outages at Suntex, and transmission grid outages impacting West Hines (Suntex and West Hines have a collective capacity of 30.6MW<sub>DC</sub>)
- **Olympos:** Portfolio generation was approximately 7% below the weather-adjusted forecast, attributable to frequent low impact outages across the portfolio
- **Granite:** Portfolio generation was approximately 9% below the weather-adjusted forecast, attributable to premature module failures (that remain under ongoing warranty claims with

applicable module suppliers), and intermittent inverter and electrical equipment outages at various sites

- **MS2:** For the six-month period included in the Company's results, generation was approximately 11% below the corresponding weather-adjusted forecast, primarily attributable to non-reimbursed grid curtailment, periodic inverter outages and panel soiling

## ACTIVE ASSET MANAGEMENT AND PORTFOLIO OPTIMISATION

During the year, NESM, the former Investment Manager, led by its internal asset management team, continued to implement various initiatives targeted at reducing unscheduled outages and generally improving the operating performance of the portfolio. Examples of such initiatives progressed during the year included:

- Continued roll-out and ramp-up of a data collection and management platform to improve the collection of data from the Company's portfolio, with a view towards strengthening oversight of third-party O&M and asset management subcontractors, to improve response times to unplanned outages, and to improve identification of module and system underperformance
- Continued to ramp-up its usage of drones and drone flights (the Company owns two drones), with the capability to materially reduce the time and resource needed to

undertake periodic visual and thermal scans of plant operations, and thereby accelerate the identification of technical issues and outages at the Company's assets

- Worked with the O&M subcontractor for the Euryalus portfolio to identify and implement alternative wheeling arrangements (i.e. alternative transmission routes for delivery of the energy produced by the affected assets) to bypass an extended transmission grid outage and reduce resulting generation losses at the affected Euryalus assets (Suntex and West Hines)

Current priorities for Amber Infrastructure Investment Advisor, LLC as Investment Manager in 2024 include:

- continuing to enhance collection and integration of production data across the Company's portfolio to enable accurate monitoring of performance against forecasts and inform prioritisation of O&M activities and resources;
- working with key subcontractors and technical advisors to improve spare parts management, to support maintenance effectiveness and initiatives to reduce outage times;
- undertaking preliminary assessments of site repowering at certain older sites within the Company's portfolio; and
- undertaking an in-depth review of O&M subcontractor performance.

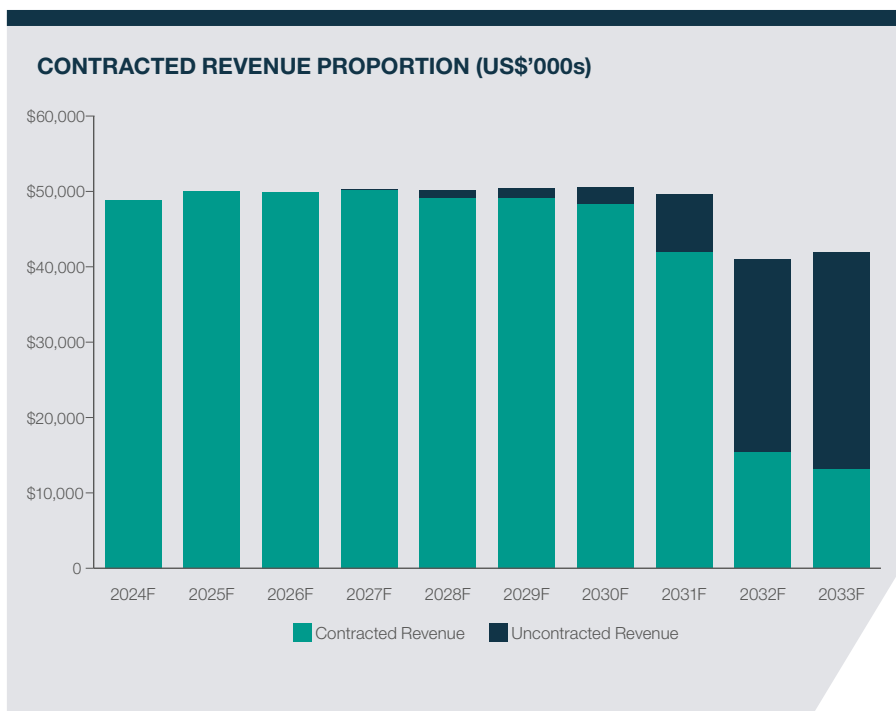


Red Oak (Heelstone Portfolio)  
6.9MW<sub>DC</sub> (North Carolina)

**REVENUE**

In accordance with the Company’s investment policy, a high level of revenue contracting is maintained across the Company’s portfolio. Over the next ten years, approximately 86% of forecast revenue will be generated from contracted sources. While the energy offtake agreements in place for all of the Company’s assets have fixed pricing with no escalation, as is common in the US market, these contracts provide substantial protection against merchant price fluctuations over the near-to-medium term.

Contracted revenue contribution over next ten years is illustrated in the chart below.



As at 31 December 2023, existing offtake contracting has a capacity-weighted average remaining life of 11.9 years (down from 13.8 years as at 31 December 2022 due to the passage of time and the sale of MS2 during the period). The Company expects to seek recontracting opportunities for all assets at the appropriate time closer to the expiration of existing offtake agreements. This also includes opportunistically recontracting any unbundled renewable energy certificates (**RECs**) produced by the portfolio, consistent with the entry into REC Agreements for the six Oregon assets within the Heelstone portfolio as announced by the Company in December 2023 (see pages 34 to 35 for more details on the Oregon REC Agreements).



# OPERATING REVIEW:

## ACTIVE ASSET MANAGEMENT CONTINUED

Market	Number of assets	Capacity (MW <sub>DC</sub> )	Share of total capacity (%)	Average PPA term remaining years
North Carolina	28	168	38.0%	7.8
Oregon	10	140	31.6%	7.7
California	2	7	1.6%	12.8
Utah	1	128	28.8%	21.9
<b>Total</b>	<b>41</b>	<b>443</b>	<b>100%</b>	<b>11.9 (average)</b>

North Carolina has the largest capacity by market, accounting for 38% of the total portfolio. Oregon and Utah account for 32% and 29% of the portfolio capacity respectively.

Most of the Solar Assets in North Carolina and Oregon are expected to be recontracted in the next ten years. The assets in California have longer durations on existing power purchase agreements (PPAs) and would be recontracted in the mid-2030s. Milford, the Solar Asset in Utah is expected to be recontracted in the mid-2040s. Further market information is included on pages 32 to 33.

### PORTFOLIO FINANCING

Tax equity was raised to support the construction of all assets within the Company's portfolio.

As at 31 December 2023, tax equity partnerships and obligations relating to the Granite and Heelstone portfolios have been fully bought out in accordance with original payment schedules (the Granite portfolio tax equity buy out completed in 2020 and the Heelstone portfolio tax equity buy out completed in December 2023).

As at 31 December 2023, tax equity obligations remain active for the Milford, Euryalus and Olympos portfolios. The Company expects buyout amounts in the order of approximately \$2.7 million in 2025 and \$3.5 million in 2028, which are considered in projected cash flows.

Non-recourse, portfolio-level debt is currently in place for the Milford, Euryalus and Heelstone portfolios, which collectively represent approximately 82% of total portfolio capacity. Each of these facilities include amortising loans that supported the construction or acquisition of those portfolios (as applicable), and associated letter of credit facilities to support collateral posting requirements. Both Olympos and Granite portfolios are unlevered.

Outstanding portfolio-level debt is summarised in the table below:

Portfolio	Loan type	Outstanding loan balance	LCs on issue	Legal maturity	Amortisation profile
Milford	Mini-perm term loan + LC facility	\$46.7m	\$12.2m	2027 (7yr term)	2020-2045 (25yr profile)
Olympos	None	–	–	–	–
Granite	None	–	–	–	–
Heelstone	Mini-perm term loan + LC facility	\$65.0m	\$6.8m	2028 (7yr term)	2021-2037 (16yr profile)
Euryalus	Mini-perm term loan + LC facility	\$34.3m	\$4.5m	2026 (6yr term)	2020-2031 (11yr profile)
<b>Total</b>		<b>\$146.0m</b>	<b>\$23.5m</b>		

A 'mini-perm term loan' is a loan where the amortisation period and the legal tenor of the loan are different. For example, the Company's portfolio-level facilities have longer amortisation periods aligned with the term of existing PPAs (see 'Amortisation Profile' in the above table), whereas the legal tenors are for shorter periods (see 'Legal Maturity' in the above table).

'LC' means letter of credit, which are used to satisfy collateral posting requirements under the Milford PPA and to support debt service reserve account requirements.

### STATISTIC

# 86%

of forecast revenue over the next 10 years will be generated from contracted sources

### STATISTIC

# 11.9 years

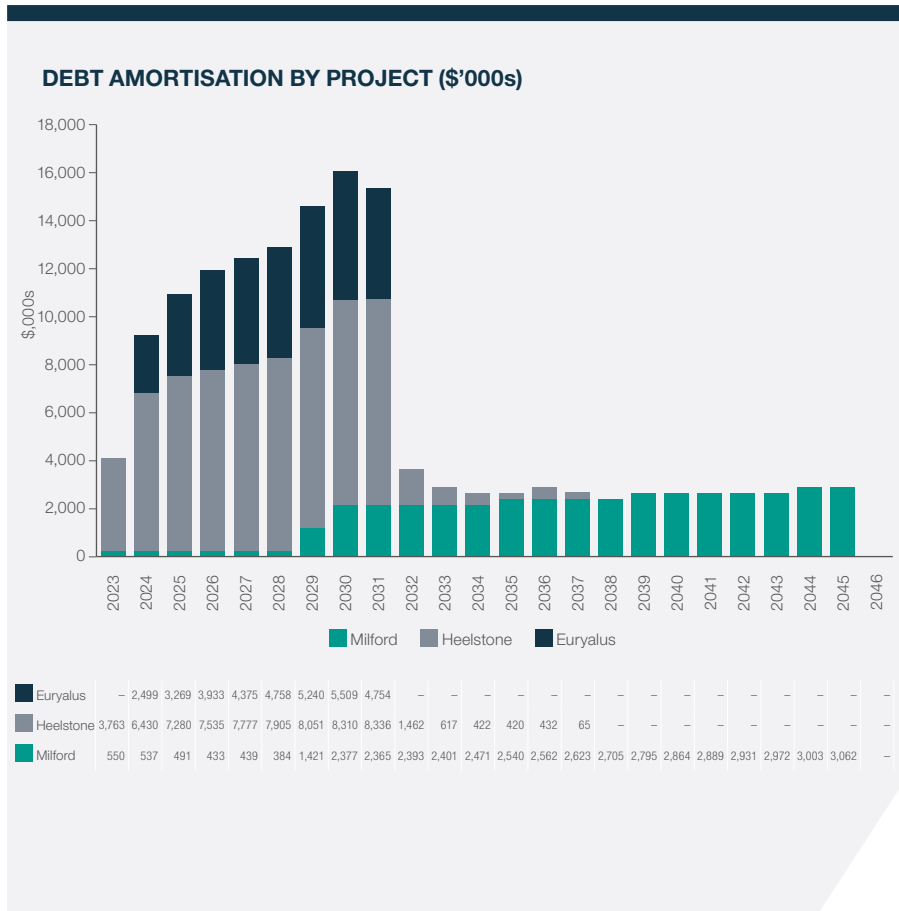
average remaining PPA term



Progress I (Granite Portfolio),  
2.5MW<sub>DC</sub> (North Carolina).



The amortisation schedule for the Milford, Heelstone and Euryalus debt is shown below.



### GEARING

As at 31 December 2023, the Company's Gearing, calculated as total debt outstanding to GAV, was approximately 36% (31 December 2022: 44.2%).

### FAIR VALUE

The Fair Value of the portfolio on an asset level is set out in the table below:

Portfolio	Fair Value 31 December 2023 \$'m	Fair Value 31 December 2022 \$'m
Milford	32.8	36.5
Olympos	30.5	38.4
Granite	28.7	34.6
Heelstone	123.2	127.2
Euryalus	24.9	36.8
<b>Total</b>	<b>240.1</b>	<b>273.5</b>



# OPERATING REVIEW: FINANCIAL MANAGEMENT



Milford 127.8MW<sub>DC</sub>  
(Utah)

## APPROACH

The Company looks to maintain an efficient balance sheet, as well as identifying opportunities to optimise the capital structure of the portfolio to maximise returns.

## OPERATIONAL PERFORMANCE

- During 2023, the portfolio generated \$46.7 million of project revenues\*, excluding proceeds from the sale of MS2
- International Financial Reporting Standards (IFRS) loss for the year was \$43.1 million (31 December 2022: Profit of \$14.5 million). The loss was primarily the result of the reduction in the overall unrealised fair value of the Company's assets due to factors including increased discount rates (driven largely by the increase in risk premium used as part of the valuation process) and changes to underlying asset cash flow forecasts
- In June 2023, the Company completed the sale of its 50% interest in MS2. Approximately \$4.5 million of the \$52.2 million in total proceeds from the sale of MS2 was used to repay the full drawn balance of the Company's revolving credit facility and approximately \$3.2 million was used in the year to settle tax equity buy-out payments
- At the year end, the portfolio's free cash balance of approximately \$29 million reflects the remaining proceeds from the MS2 sale. Approximately \$10 million of sale proceeds were used to cash back a letter of credit to comply with the rating requirements of an offtaker, which is expected to be released by the end of Q2 2024

- The Company continues to explore options available to it for the application of the remaining proceeds from the sale of MS2. The Board and the Investment Manager are exploring refinancing and return of capital options (including through a share buyback) to ensure optimisation of the Company's capital structure. A further update on the outcome of this options analysis will be provided by the end of April 2024
- Total expenses increased in 2023 to \$7.1m, resulting primarily from the costs incurred by the Company conducting the strategic review. While these costs are considered non-recurring in nature, certain payments related to the strategic review are expected to occur in 2024, including payment of the termination fee agreed with NESM (the Company's previous Investment Manager)

## CORPORATE DEBT FACILITY POSITION

- The Company had access through USF Avon LLC (a wholly owned subsidiary of the Company) to a \$40.0 million revolving credit facility (RCF). The RCF provides liquidity for capital expenditures, working capital and general corporate purposes
- The Company's RCF was extended for two years on 30 August 2023, and now has a maturity date of 22 September 2025
- The facility was undrawn as at 31 December 2023

## DIVIDENDS

- Dividends of \$18.7 million were paid to investors over 2023 (December 2022 \$18.4 million). This excludes Q3 2023 dividend paid to shareholders which was transferred in advance of the year end to the registrar to facilitate payment to shareholders
- Total dividend cover for the period was 0.95x (December 2022: 1.20x). Adjusting for carried forward reserves, the gain on sale of MS2 and non-recurring strategic review payments, the underlying operational dividend cover\* for the year was 0.50x (December 2022: 0.73x)
- Total dividend cover is calculated as net portfolio cash generation\* divided by dividends paid in the year, with an adjustment for cash flow reserves carried forward from operating cash flows generated in prior periods. Operational dividend cover excludes carried forward components to reflect the coverage from operational revenue generation in the period
- As part of increased transparency in reporting, an operational dividend cover has been included in addition to total dividend cover as previously reported. The operational dividend cover ratio seeks to reflect the sustainability of the level of dividends paid by looking at underlying cash generation from the portfolio, excluding one off costs and incomes not expected to be recurring in nature

## SUMMARY OF PORTFOLIO CASH GENERATION

\$'m	Year ended 31 December 2023	Year ended 31 December 2022
Project revenue	46.7	53.9
Project operating expenses	(13.7)	(13.9)
Payments to tax equity	(7.1)	(10.3)
Portfolio debt expenses	(11.5)	(9.9)
<b>Project cash flows after debt service</b>	<b>14.4</b>	<b>19.7</b>
Management fees	(3.0)	(3.9)
Corporate operating expenses	(1.7)	(1.9)
Revolver interest and fees	(0.3)	(0.3)
<b>Net operating cash generation (A)</b>	<b>9.4</b>	<b>13.6</b>
One off payments related to the strategic review	(3.2)	-
Cash flow reserve carried forward	3.7	8.5
Gain on sale of MS2	7.9	-
<b>Total cash generation (B)</b>	<b>17.8</b>	<b>22.1</b>
<b>Dividends paid (C)</b>	<b>(18.7)</b>	<b>(18.4)</b>
<b>Total dividend cover (B)/(C)</b>	<b>0.95x</b>	<b>1.20x</b>
<b>Operational dividend cover (A)/(C)</b>	<b>0.50x</b>	<b>0.74x</b>

## ONGOING CHARGES

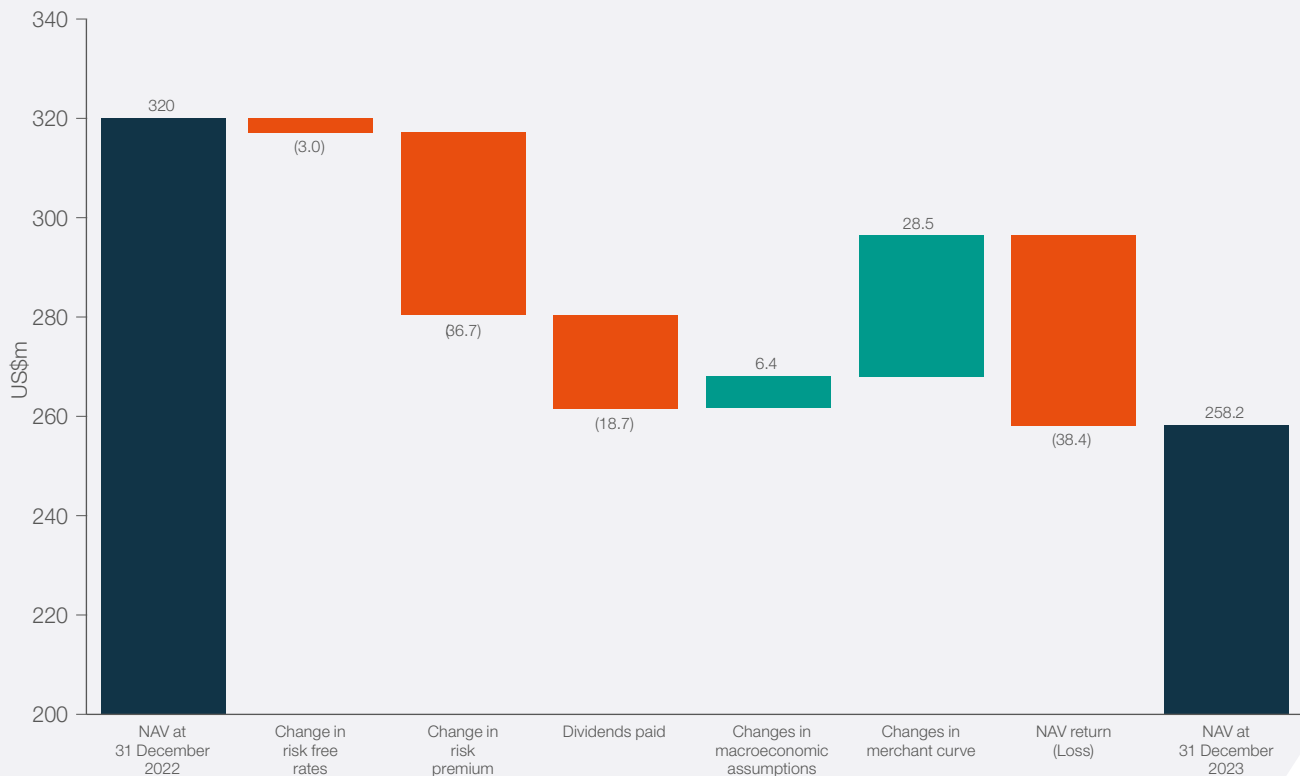
The ongoing charges ratio for the Company on recurring costs were 1.39% for 2023 (December 2022: 1.37%). This increase reflects the impact of the decline in average NAV over the year to 31 December 2023 on the costs base of the Company. The ratio has been calculated using the Association of Investment Companies (AIC) recommended methodology and is set out in the table below.

\$'m	Year ended 31 December 2023	Year ended 31 December 2022
Total administrative expenses per financial statements	(7.1)	(4.5)
Adjust for non-recurring costs	(3.1)	(0.1)
<b>Total</b>	<b>(4.0)</b>	<b>(4.4)</b>
Average NAV	287.5	321.2
<b>Ongoing charges ratio</b>	<b>1.39%</b>	<b>1.37%</b>



# OPERATING REVIEW: INVESTOR RETURNS

## NET ASSET VALUATION MOVEMENTS (US\$m)



### PERFORMANCE

Net Asset Value as at 31 December 2023 was \$258.2 million (NAV per share \$0.78), representing a decrease compared to the December 2022 NAV of \$320.0 million (NAV per share \$0.96). Several factors contributed to this overall decrease. Shareholder distributions of \$18.7 million were paid out to investors over the year (excluding the Q3 2023 dividend). Underlying asset valuations were impacted by increase in the risk premiums in the year, which resulted in an increase in the discount rates used in the valuation of the assets. There were also changes in underlying asset forecasts including changes in merchant curves and operating cost assumptions. Further analysis of the NAV movement is provided above.

### TOTAL SHAREHOLDER RETURN AND NAV TOTAL RETURN

The Company's annualised Total Shareholder Return (TSR) since inception to 31 December 2023 was (34.42%) (31 December 2022 total loss of 5.95%). The NAV total return from inception to 31 December 2023 was (1.69%) (31 December 2022 9.98%).

### VALUATIONS NAV Bridge

- The risk free rate used in the discount rate for portfolio valuations is the US 20 year treasury yield has increased from 4.1% to 4.2% over the course of the year. This increase resulted in a \$3m reduction
- The weighted average discount rate used is 8.8% (December 2022: 7.8%<sup>(13)</sup>), the discount rates are presented on a pre-tax basis. The change in risk premium used in the discount rate reflects the feedback from the sale process (conducted as part of the strategic review) where the Independent Valuer has taken into account the extensive discussions with

numerous parties over the year. The independent valuer has also used recent transactions in the US renewables sector such as the successful sale of the Company's share of the MS2 project, to assess the value of USF's portfolio. These considerations have resulted in higher asset risk premiums not only for USF's portfolio assets but across the market

- Distributions of \$18.7 million were paid to shareholders in the year
- Macroeconomic assumptions including changes to inflation contributed to an uplift of \$6.4 million to NAV
- Changes in the merchant curves contributed an uplift of \$28.5 million to NAV
- The NAV loss of \$38.4 million reflects (among other things) increases to operating cost assumptions (\$41.9 million reduction) and other cost updates such as strategic review expenditure and intermediary costs, partly offset by the uplift from the new REC Agreements (\$7.9 million increase) and the unwind of the discount rate



STATISTIC

**\$258.2m**

Net Asset Value 31 December 2023

STATISTIC

**\$0.78**

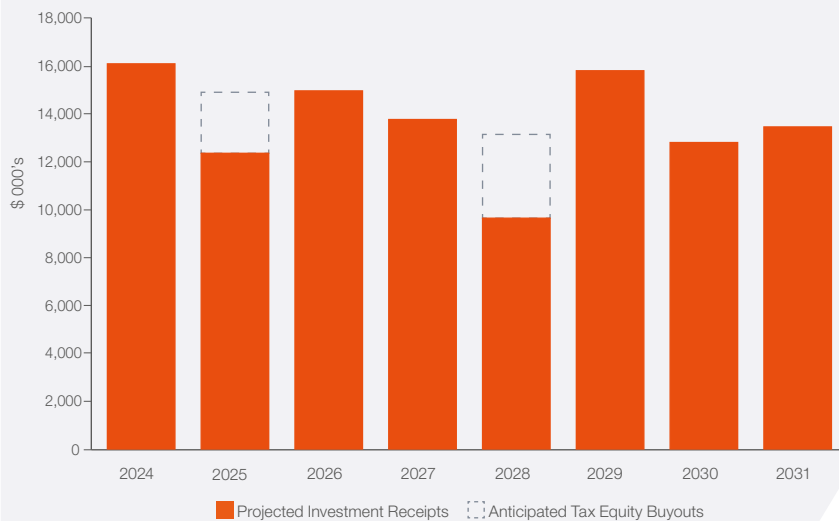
NAV per share

Milford  
127.8MW<sub>DC</sub> (Utah)

**PROJECTS CASH FLOWS**

The chart forecasts the operating cash flow receipts as at 31 December 2023 based on the current portfolio financial models. The projections are provided on an indicative post-tax basis<sup>14</sup>. The projections include project debt service, tax equity buyouts, operating costs, holding company costs, and estimated state and federal tax payable based on the current capital structure (i.e. assuming no further refinancing). The projections exclude cash flows carried forward, proceeds from the MS2 sale and investment management fees. This chart is not intended to provide profit guidance and actual outcomes may vary from those presented.

**PROJECTED CASH FLOWS FROM USF's OPERATING PORTFOLIO**



<sup>13</sup> The weighted average pre-tax cost of equity used for levered assets was 7.8%, and the pre-tax weighted average cost of capital (WACC) for unlevered assets was 7.0%.

<sup>14</sup> The projections are provided on an illustrative basis using tax outflows based on the methodology applied as at 30 June 2023 on a roll forward basis.



# OPERATING REVIEW: VALUATION METHODOLOGY

## VALUATION PROCESS

The NAV approved by the USF Board takes into account the overall valuations of portfolio assets assessed by the Independent Valuer on a semi-annual basis as at 30 June and 31 December 2023. These valuations form part of the NAV calculation of the Company, which is subject to review/audit respectively.

The Company engaged KPMG as the Independent Valuer to calculate the fair value of its assets. KPMG is one of the largest valuation firms in the US with significant experience in estimating the fair value of solar and other renewable energy assets. In line with USF policy, all of its operating assets were externally valued at 31 December 2023.

The Administrator, in conjunction with the Investment Manager, calculates the NAV and the NAV per Ordinary Share, based on the valuation range provided by the Independent Valuer. This is submitted to the Board for its approval. The valuation has been calculated in accordance with Uniform Standards of Professional Appraisal Practice (**USPAP**) as applied to PV electricity generation systems in the US.

Fair value for operational Solar Assets is derived from a discounted cash flow (**DCF**) methodology using pre-tax cash flows and a pre-tax discount rate. In a DCF analysis, the fair value of the assets is the present value of the asset's expected future cash flows, based on a range of operating assumptions for revenues and costs and an appropriate discount rate range.

The Independent Valuer has reviewed a range of sources in determining the fair market valuation of the Solar Assets, including but not limited to:

- discount rates publicly disclosed by the Company's global peers;
- discount rates applicable to comparable infrastructure asset classes;
- quality of cash flow forecasts in terms of operations;
- the level of gearing at each investment level; and
- capital asset price model outputs and implied risk premium over relevant risk-free rates.

A broad range of assumptions are used in valuation models. Where possible, assumptions are based on observable long-term historical market or market observations. The budgeted operational costs are based on technical data and the implicit financing costs for leveraged investments are based on market data. The Company also engages technical experts to provide a long-term electricity price forecast which is a critical datapoint used to forecast revenues.

## VALUATION ASSUMPTIONS AND SENSITIVITIES

The key assumptions the Directors believe would have a material impact upon the fair value of the investments are set out below.

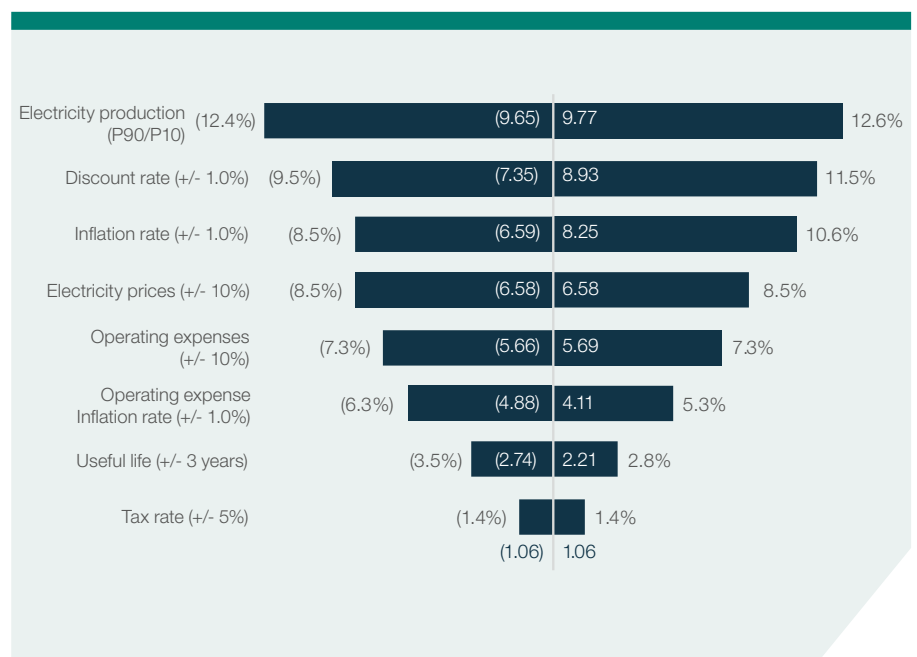
A sensitivity analysis is used to assess the impact of changes in key assumptions on the fair value of the Company's investments. The sensitivities shown assume the relevant input is changed over the entire useful life of each of the assets, while all other variables remain constant. All sensitivities have been calculated independently of each other.

## DISCOUNT RATE

Discount rates used in the valuation of the portfolio are derived from long term government bond yields, plus an investment specific risk premium, reflecting the risk of investing in that particular investment. The discount rate also reflects the Independent Valuer's view of the transactional activity in the relevant market along with implied execution discount rates.

As at 31 December 2023, the weighted average discount rate was 8.8% (December 2022: 7.8%<sup>15</sup>). The discount rates are presented on a pre-tax basis.

The sensitivity demonstrates the impact of a change in the discount rate applied to the pre-tax, cash flows from all of the Company's assets as at 31 December 2023. A range of +/- 1.0% has been considered to determine the resultant impact on the Company's NAV per share and the fair value of its assets. A sensitivity of +/-1.0% is considered reasonable given historic Company discount rate changes and is in line with discount rate sensitivities utilised by the Company's peers.



<sup>15</sup> The weighted average pre-tax cost of equity used for levered assets was 7.8%, and the pre-tax weighted average cost of capital (**WACC**) for unlevered assets was 7.0%.



Rock Garden (Euryalus Portfolio),  
14.9MW (Oregon)

## ELECTRICITY PRODUCTION

The Company's assets are valued based upon a forecast P50 solar energy generation profile (being a 50% probability that this generation estimate will be met or exceeded). A technical adviser has derived this generation estimate considering a range of irradiation datasets, satellite and ground-based measurements, and site-specific loss factors including module performance degradation, module mismatch and inverter losses. These items are then considered in deriving the anticipated production of the individual solar asset (MWh per annum) based upon a 50% probability of exceedance.

This sensitivity estimates the impact on the fair value of the assets and NAV per share of a change of production estimates to P90 (90% probability of being exceeded) and a P10 generation estimate (10% probability of being exceeded).

As P10 generation estimates were not independently obtained for each solar asset around the time of the asset acquisition, the Board has determined a proxy P10 estimate for those assets by assessing the relationship between the independently determined P50 and P90 generation estimates for each of the assets in the Operating Portfolio (e.g. a one year P90 generation estimate might be 92.5% of a one year P50 generation estimate, implying that it is 7.5% lower than the P50 generation estimate).

In determining the proxy P10 generation estimate, the Board has assumed that the relationship between a P50 generation estimate and a P10 generation estimate is the same as that between a P50 generation estimate and a P90 generation estimate in absolute terms. Therefore a one year P10 generation estimate by this methodology would be 107.5% (i.e. 100% + 7.5%) of the asset's P50 generation estimate.

## MERCHANT PERIOD ELECTRICITY PRICES

Each of the Company's assets have long-term PPAs in place with creditworthy offtakers. PPA prices are not impacted by energy price changes. For the post-PPA period of each asset, the Board uses long-term electricity price forecasts that have been prepared by market consultants in their determination of the fair value of the Company's assets. These forecasts from market consultants take into consideration climate change related factors when pricing the electricity price forecasts. Current merchant curve forecasts assume prices that are approximately 79% of the current PPA prices. This figure compares the last year of the PPA term to the energy price assumed in the subsequent year.

Long-term electricity price forecasts are obtained every six months from two leading independent power price forecasting firms for each jurisdiction in which the Solar Assets are located. The two most recent electricity price forecasts from each firm are averaged and provided to the Independent

Valuer to project the prices at which existing PPAs will be recontracted. The averaging of curves and providers is used to prevent the valuation of the portfolio being unduly influenced by one forecaster's set of assumptions; to mitigate potential forecaster errors in a particular period; and to reduce the timing risk inherent in valuing the portfolio shortly before curve updates are released. The Independent Valuer assesses these forecast prices for reasonableness against their own internal forecasts and others in the marketplace.

As at 31 December 2023, approximately 36% of the NAV is attributable to contracted cash flows, 53% of the NAV is attributable to uncontracted (merchant period) cash flows (assuming a constant discount rate for contracted and uncontracted cash flows for the purposes of this analysis) and the remaining balance is made up from cash and net working capital adjustments.

The sensitivities show the impact of an increase/decrease in power prices for each year of the power price curve over the remaining economic life after the conclusion of the existing PPAs. A flat 10% increase/decrease in market electricity prices from forecasted levels over the remaining asset life of all plants has been used in the sensitivity analysis.



# OPERATING REVIEW: VALUATION METHODOLOGY CONTINUED

## OPERATING EXPENSES

The operating costs of the Company's assets include annual operations and maintenance (**O&M**), asset management (**AM**), insurance expenses, land lease expenses, major maintenance, and general administration expenses. O&M and AM costs are mostly contracted for periods of up to five years, the costs of operations, maintenance and asset management activities for the assets covered by these contracts are subject to change upon recontracting.

The Investment Manager carried out a review of the operating costs in the underlying financial models where the costs were aligned with the most recent budgets approved by the relevant asset management teams. Costs that are not contractual have been escalated at the Investment Manager's long term inflation forecasts.

The sensitivity above assumes a 10% increase/decrease in annual operating costs for all underlying assets and the resultant impact on the Company's fair value of investments and NAV per share.

## OPERATING LIFE

The useful operating life of a solar asset is generally accepted by Independent Valuers to be the lesser of the lease term for the asset site and the independent engineer's assessment of the asset's useful life. The useful life assumption for each asset is typically 35-40 years.

The sensitivity above assumes a three year increase/decrease in the useful operating life of the Company's Solar Assets, and the resultant impact on the Company's fair value of investments and NAV per share.

## TAX

The US imposes a tax on profits of US resident corporations at a rate of 21%. The sensitivity assumes the US corporate tax rate increases/decreases by 5% (to 26%/16%) and shows the resultant impact on the Company's fair value of investments and NAV per share.

## OTHER VALUATION INPUTS INFLATION

USF considers inflation in terms of potential impact on cash flows from the existing portfolio and NAV. Following a period of higher inflation, there has been a gradual downward trend which is expected to continue.

Higher inflation generally has a positive impact on the Company's NAV through increased merchant pricing expectations, but would be expected to negatively impact the Company's short to medium term portfolio cash flows. This is a result of increased insurance costs, wage and equipment and other costs which may materialise on expiry of short-term O&M and AM contracts versus the more stable revenue from USF's long-term PPAs.

## OPERATING EXPENSE INFLATION RATE

Where there are uncontracted operating costs, the Investment Manager has assumed these costs will be recontracted at existing price levels, escalated in accordance with long term inflation assumptions. The sensitivity above assumes a 10% increase/decrease in inflation rates applied to long term operating costs for all underlying assets and the resultant impact on the Company's fair value of investments and NAV per share.

## INTEREST RATE ON DEBT FACILITIES

Base interest rates on the Company's drawn amortising debt facilities are fully hedged for the amortisation period of the relevant loan which includes the initial term and one or more subsequent refinancings. In general, the amortisation period on term loans matches the PPA term.

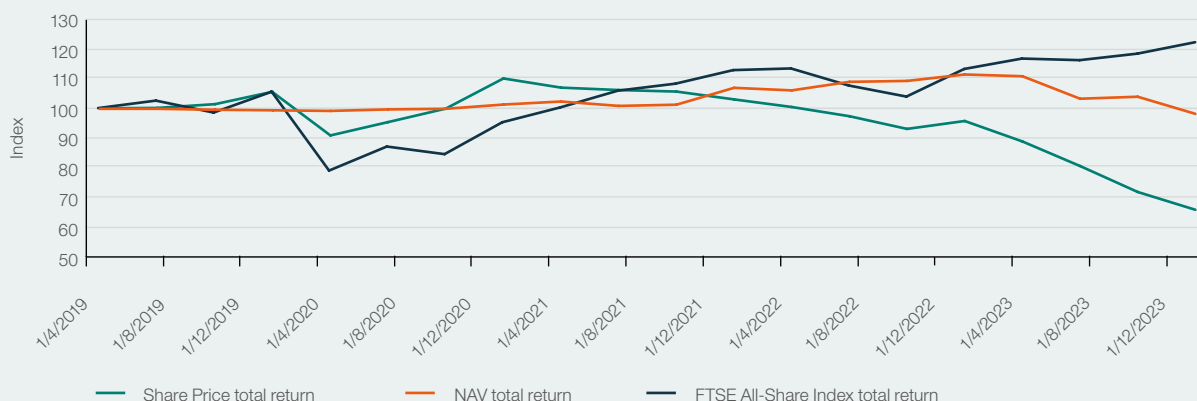
## SHARE PRICE PERFORMANCE AND DIVIDENDS

In line with the broader renewable energy infrastructure sector<sup>16</sup>, and in the wake of widespread macroeconomic volatility which was further compounded by the uncertainty created by the Company's strategic review and the departure of the USF's previous Investment Manager, the Company's share price traded at a sustained discount to NAV. The share price based on closing price as at 31 December 2023 was \$0.54 representing a 30.8% discount to the 31 December 2023 NAV. Dividends of \$18.7 million were paid to investors over 2023 (December 2022 \$18.4 million), representing a dividend per share\* of 5.66 cents for the year.

The graph below represents the Company's performance over the reporting periods since the Company's Ordinary Shares were first listed on the London Stock Exchange, and shows share price total return and net asset value total return performance. The share price total return exhibits share price appreciation plus dividends assumed to be reinvested since IPO. The NAV total return is based on the NAV appreciation plus dividends paid since the IPO.

All series are rebased to 100 at 16 April 2019, being the date the Company's shares were listed.

## SHARE PRICE AND NAV TOTAL RETURN



16 The average premium/discount to last published NAV as at 31 December 2023 for the renewable energy infrastructure investment company sector was -15.0% (weighted average) and -23.5% (simple average). (Morningstar, 29 December 2023).



Milford, 127.8MW<sub>DC</sub>  
(Utah) ↙



# OPERATING REVIEW:

## MARKET ENVIRONMENT IN 2023

The states in which the Company's assets are located continue to provide a supportive backdrop for renewable generation.

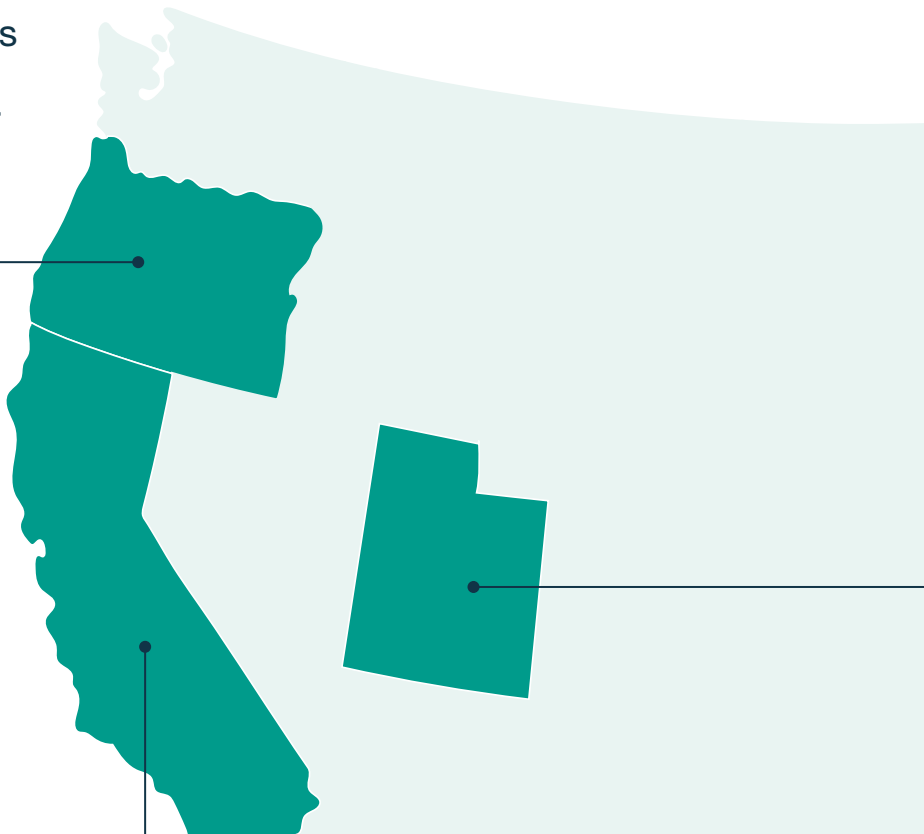
### Oregon

#### Favourable state policy and Renewable Portfolio Standards (RPS) obligations

- Oregon's Clean Energy Plan has set a zero-emissions generation target by 2040 – amongst the most aggressive in the US
- Portland General Electric (the PPA offtaker contracted to purchase energy and RECs from all four assets comprising the Euryalus portfolio) has set its own decarbonisation goals – 80% carbon reduction by 2030 and net zero by 2040

#### Renewables procurement need

- Under its implementation of the US Public Utility Regulatory Policies Act (**PURPA**) requirements within the state, Oregon mandates investor-owned utilities (**IOUs**) to procure power from small-scale renewable energy resources (generation capacity less than 20 MW)
- Renewable capacity addition is required to meet the state's clean energy plan – Oregon utilities plan to grow solar capacity from ~700 MW in 2022 to ~3.9 GW in 2032, although transmission constraints could slow this build-out
- PacifiCorp (the PPA offtaker contracted to purchase energy from all six Oregon assets within the Heelstone portfolio) projects a shortfall of 490 MW in renewable energy resources and a shortfall of 802 MW by 2030 and 2037 respectively, of available small renewable resources needed to satisfy renewable energy procurement requirements
- The projected shortfall in small renewable generation in 2030 could be worsened by longer development timelines for projects in the interconnection queue, leading to favourable contracts and prices for operational QFs in 2030s
- If this projected shortfall in small renewable resources occurs, USF's Oregon assets will be well positioned to negotiate favourable pricing as offtakers look secure renewable capacity to meet their obligations under the state's zero-emission target



### California

#### Favourable state policy and RPS obligations

- California has a 60% RPS target by 2030 and a 100% greenhouse gas (**GHG**) emissions-free electricity target by 2045, both key drivers of renewables additions within the state. California also has economywide GHG emissions targets of a 40% reduction below 1990 levels by 2030 and an 80% reduction by 2050. Amongst other initiatives, this is expected to support the electrification of transportation and heating, and therefore contribute to incremental renewables demand through an increase in the share of California's energy needs which is delivered by electricity
- As of 2022, California has the highest installed solar capacity of all US states, at over 16 GW, attributable to high quality solar resources and supportive state policy and energy market design

#### Renewables procurement need

- California's RPS is driving renewables addition, and the emissions reduction target is expected to contribute to incremental renewables buildout. California's identified path to net zero electricity supply is anchored on the buildout and long-term operation of solar and battery storage assets within the state
- The California Public Utilities Commission has identified a need for 40 GW of new solar installations, and 31 GW of new battery storage installations by 2045, to achieve current emissions reduction targets

#### Local transmission and regional interconnection

- Significant upgrades to California's transmission system will be needed to support the buildout of new renewable energy resources needed to meet 2045 targets. Any delays or failures in efforts to implement these upgrades will benefit existing generation resources

## North Carolina

### Favourable state policy and RPS obligations

- North Carolina is one of the few Southeastern states to have adopted a clean energy standard providing incentives for renewable energy investments and the ongoing generation of renewable energy:
  - 100% of electricity sales from carbon-neutral sources by 2050
  - Interim target of 70% reduction in CO<sub>2</sub> emissions, from 2005 levels, from electricity generating facilities by 2030
- North Carolina has the fourth largest solar installed capacity in the US (after California, Texas, and Florida).

### Renewables procurement need

- The two major electric utilities in North Carolina are Duke Energy (**Duke**) and Dominion. Duke serves the largest number of customers in North Carolina, and 24 of the Company's 28 North Carolina assets have long-term PPAs with Duke subsidiaries (Duke Energy Carolinas and Duke Energy Progress). Three of the Company's other North Carolina assets have long-term PPAs with Dominion
- To meet State climate goals, as well as its own voluntary climate goals, Duke has stated plans to invest over \$100 billion over the next ten years, including:
  - \$40 billion targeted at generation fleet transition and grid modernisation, including expanding zero-emission resources such as solar and energy storage
  - In the Carolinas, Duke aims to add 4.1 GW of solar and 0.7 GW of battery storage by 2030, growing to 16.3 GW and 6.7 GW respectively by 2040
- While solar represents a small amount of North Carolina's total generation (8%), it delivers the majority of the state's renewable power measured both by capacity and net generation

### Local transmission and regional interconnection

The North Carolina Utilities Commission has identified transmission constraints and planned upgrades are being considered to support this buildout. These are estimated to take 3-6 years to complete, slowing down build-out of new renewable assets.

## Utah

### Voluntary RPS goals

- Utah has a voluntary RPS goal of 20% by 2025, beyond which, there is no longer-term target
- Despite the lack of a mandatory RPS requirement, PacifiCorp, one of the 3 major IOUs in Utah (and the PPA and REC offtaker for the Company's Milford asset), has its own stated long-term decarbonisation goals – 74% reduction in carbon emissions below 2005 levels by 2030

### Renewables procurement need

- PacifiCorp plans to meet energy, capacity and policy requirements through owned and contracted resources. By 2042, PacifiCorp expects to add 7.8 GW of solar, 9.1 GW of wind and 8 GW of battery storage across the Company's portfolio, in addition to existing owned and contracted resources

### Local transmission and regional interconnection

- Transmission constraints along southern and central Utah will impact solar buildout, creating opportunities for existing renewable assets, such as USF's Milford asset

# CASE STUDY



The value of RECs to incentivise renewable power generation in the US has increased in recent years as market participants seek to meet their renewable energy objectives in accordance with state-mandated targets and corporate sustainability objectives. These supportive long-term trends underpin the Company's portfolio with favourable income characteristics and a more stable outlook for the asset class.

## New REC Agreements signed for six of the Company's Oregon assets

As announced on 18 December 2023, six of USF's Oregon assets signed new long-term contracts to sell Renewable Energy Certificates (RECs) – Chiloquin, Turkey Hill, Merrill, Lakeview, Dairy and Tumbleweed. These constitute all of the Oregon assets within the Heelstone portfolio and represent in aggregate 79.4MW<sub>DC</sub> of generation capacity.

### MARKET CONTEXT

RECs satisfy upcoming renewable energy purchase requirements which are imposed on local utilities and other load-serving entities by state law. There are concerns in Oregon that the electricity market faces potential undersupply of RECs. These concerns result from lower solar buildout than expected in recent years, compounded by recently strengthened state-mandated renewable energy and net zero electricity targets.

USF was well positioned to benefit from these demand dynamics for the following reasons:

- USF's assets are operational with strong historical generation performance, supporting continued delivery of the RECs
- Reduced execution risk for potential offtakers compared to assets that have not yet achieved commercial operations
- These RECs are National Green-E Eligible, which means they meet the highest level of environmental quality of any US national renewable energy standard

All of these factors contributed to the favourable pricing and terms secured by the Company. The offtaker is a leading global provider of climate solutions who will pay a fixed price per REC for the duration of the contracts.

The new REC Agreements commenced in January 2024, following the expiry of existing REC contracts in December 2023, and have terms of 8-9 years. As such, they expire around the time that existing energy-only PPAs associated with these assets expire. This will give USF maximum flexibility in the future to recontract energy and RECs either separately (as at present) or bundled together.

The new REC Agreement and revised estimates of future REC prices have contributed positively to the NAV as at 31 December 2023 by approximately \$8 million and will contribute to additional operational cash dividend cover\* from 2024 onwards.

Turkey Hill (Heelstone Portfolio),  
13.2MW<sub>DC</sub> (Oregon)



## Key Features of the new REC Agreements

**6**

Assets under new REC Agreements

**79.4MW<sub>DC</sub>**

Combined capacity

**1 Jan 2024**

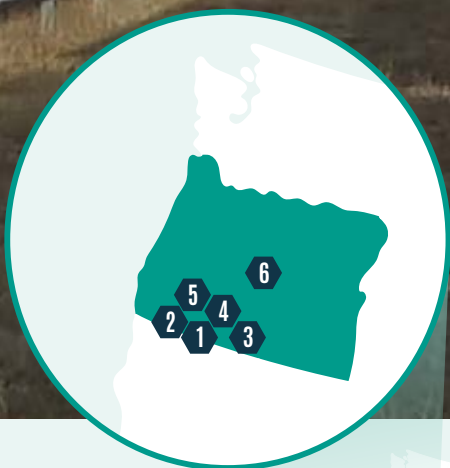
Effective Date

**8-9years**

Term

**\$8m**

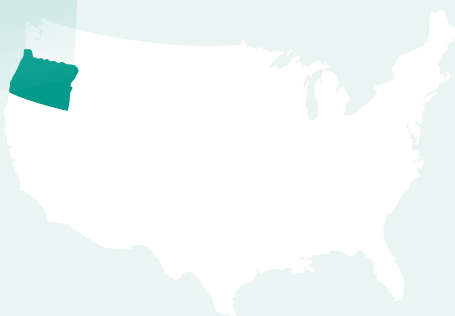
Estimated impact on NAV



## Oregon, USA

KEY:

- 1 Turkey Hill
- 2 Merrill
- 3 Lakeview
- 4 Dairy
- 5 Chiloquin
- 6 Tumbleweed



## Renewable Energy Certificates (RECs)

A renewable energy certificate is a tradeable certificate awarded to generators of renewable energy. It represents the property rights to the environmental (or non-power) attributes associated with the generation of one megawatt-hour (MWh) of renewable energy. A REC is issued by a power company when one MWh of renewable energy is generated and delivered to the electricity grid.

State law underpins the legal basis of RECs, with over 38 states recognising that RECs can be used to demonstrate compliance by regulated entities and other load-serving entities with state RPS or similar laws requiring provision of renewable energy, or participation in voluntary state programs to provide renewable energy to grid customers. RECs are also commonly used by corporate offtakers of renewable energy projects to demonstrate compliance with corporate sustainability policies and emission-reduction targets.

When RECs are traded they can be either 'bundled' (which means they are sold together with the underlying energy) or 'unbundled' (which means they are sold independently from the underlying energy).

RECs are a necessary part of US energy markets used to account for and encourage renewable energy production and use.



# RESPONSIBLE INVESTMENT



**As a solar fund, we recognise our role in driving the transition to clean energy and mitigating the adverse effects of climate change.**

**RACHAEL NUTTER**

## Message from the Board

Dear Shareholders,  
I am delighted to share with you our latest developments and strategic priorities in relation to the Company's approach to responsible investment and ESG integration.

ESG considerations are critical in today's investment landscape, and we are fully committed to communicating how we integrate material ESG aspects into our activities. Our focus extends beyond financial performance to encompass broader societal and environmental impacts, reflecting our dedication to responsible investing.

Central to our approach to responsible investment is the management of climate-related risks and opportunities. As a solar fund, we recognise our role in driving the transition to clean energy and mitigating the adverse effects of climate change. Through diligent risk assessments and proactive measures, we aim to safeguard our investments and contribute positively to environmental sustainability.

We are focused on promoting social responsibility and ethical conduct across our supply chain. We recognise our responsibility to ensure ethical sourcing practices and mitigate potential human rights violations throughout our supply chain. We also acknowledge that it is a rapidly moving area that requires regular consideration.

With respect to governance, we aim to uphold stringent standards of transparency, accountability, and integrity. The Board plays a pivotal role in ensuring that corporate governance practices align with best-in-class standards and regulatory requirements. By maintaining a culture of compliance and ethical behaviour, we aim to foster trust and confidence among our stakeholders.

We recognise the importance of transparent and comprehensive reporting on our ESG performance, and are actively exploring opportunities to enhance our disclosure practices. Please review the Company's 2023 Sustainability Report that has been published alongside this report. Following the appointment of Amber Infrastructure Investment Advisor, LLC, the Company is considering alignment with emerging frameworks such as Article 9 of the SFDR and the UK Sustainability Disclosure Requirements, to the extent this is in the best interest of shareholders or the Company is required to do so. Through transparent communication, we aim to provide shareholders with meaningful insights into our sustainability efforts and their impact on long-term value creation.

Thank you for your continued support and engagement. The Board remains fully committed to advancing our ESG agenda and delivering sustainable value for all stakeholders.

**RACHAEL NUTTER**

22 March 2024



## APPROACH TO RESPONSIBLE INVESTMENT DISCLOSURES

### APPROACH

USF was established to both capitalise on and contribute to the world's increasing awareness of the impacts of climate change and the need to better manage the world's resources for present and future generations. The Company is focused on sustainability, both in its driving purpose as an investor in solar generation capacity, and also in the way the Company is managed. In addition to USF's sustainable fundamentals, the Company also seeks to conduct its business in a sustainable way, to ensure that its impact on the communities in which it operates is positive and that the risk of potential adverse impacts is reduced or removed entirely. To do this, the Company draws on several benchmarks and frameworks to guide its approach to ESG risk and opportunity management.

### APPLICATION OF SUSTAINABILITY FRAMEWORKS

Part of the process for data selection involves using international sustainability frameworks and reporting standards as guidance. There are several frameworks with which the Company aligns partially (i.e. we use the framework as a starting point from which to develop accounting practices) or fully (i.e. we fully comply with the framework requirements). These are summarised below.

### SUSTAINABLE DEVELOPMENT GOALS (SDGs)

The Company supports the 2030 Agenda for Sustainable Development adopted by the UN Member States in 2015. Alignment with the SDGs is a key part of the Company's approach to ESG integration and it contributes towards the SDGs in two main ways: the positive environmental and social characteristics of its investments and its approach to active asset management. For more information regarding the Company's Investment Manager's work with the SDGs, see Section 1 of the Sustainability Report.

### SUSTAINABLE FINANCE DISCLOSURE REGULATION

The Company is not required to report through the SFDR framework, and is not currently aligned with full SFDR disclosures. However, the Board and Investment Manager recognise the value of the framework broadly and the specific relevance to EU based investors who support USF. Since its 2019 IPO, USF has consistently reported on ESG and sustainability considerations throughout its Interim and Annual Reports. In February 2022, the Company published its first annual Sustainability Report covering 2021. This report represented a first step to work towards alignment with the European Union Sustainable Finance Disclosure Regulation (SFDR) by providing Principal Adverse Impact (PAI) data in the format prescribed in Annex 1 of the Delegated Regulation (EU) 2022/1288 (the 'Delegated Act').

### TASKFORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES

The Company is required to provide TCFD disclosures in line with LR9.8.6R of the FCA Handbook. The disclosures on the following pages summarise USF's position against all 11 of the TCFD recommendations, with further detail provided in the Sustainability Report. USF commenced reporting against the TCFD framework in the 2021 Annual Report to further assist investors and other market participants to review and understand USF's approach and consideration of ESG and Sustainability risks and opportunities.

### PARTNERSHIP FOR CARBON ACCOUNTING FINANCIALS

The Partnership for Carbon Accounting Financials (PCAF) is a global initiative that encourages transparency within the financial industry. The Company's financed emissions have been quantified in accordance with the PCAF Financed Emissions Standard<sup>17</sup>, which aligns with GHG disclosures set out in the SFDR Principal Adverse Impacts as well as the TCFD's recommended metrics for asset managers. This includes the disclosure of investments-level Scope 1 and 2 Emissions, and this year, material Scope 3 Emissions.

### OTHER ESG FRAMEWORKS

The Company will continue to monitor other developing ESG frameworks closely, such as the EU sustainability reporting standards drafted by the European Financial Reporting Advisory Group (EFRAG) as part of the Corporate Sustainability Reporting Directive (CSRD) as well as the UK's Sustainability Disclosure Requirements (SDR) which is currently in its consultation phase. The Company will also closely follow the developments of the International Financial Reporting Standards Foundation's International Sustainability Standards Board (ISSB) in their aim of establishing global sustainability disclosure standards as well as the Taskforce on Nature-related Financial Disclosures (TNFD), which is a developing framework for assessing nature-related risks. The Company aims to grow its use of ESG frameworks as they further harmonise into a comprehensive, global platform for corporate sustainability reporting.

<sup>17</sup> PCAF (2022). The Global GHG Accounting and Reporting Standard Part A: Financed Emissions. Second Edition.



# RESPONSIBLE INVESTMENT CONTINUED

## Portfolio alignment to the SDGs

# 41

Solar powered plants in the United States

# 443MW<sub>DC</sub>

Total portfolio capacity

# c.1.3m

Solar panels generating emissions-free electricity

# >800GWh

Electricity produced year to date 2023

# 83,100

US equivalent homes powered

# 104,500

Equivalent US cars displaced

# 480,900

Tonnes of CO<sub>2</sub> displaced annually

## CONTRIBUTION TO THE SUSTAINABLE DEVELOPMENT GOALS

The Company draws on the SDGs to demonstrate the positive environmental and social characteristics of its investments. This page highlights the primary SDGs that are supported by the Company's investments, alongside alignment of the full portfolio by fair value. Please refer to Section 1 of the Sustainability Report for more information on the Company's approach to SDG alignment.



### AFFORDABLE AND CLEAN ENERGY

The 41 solar power projects in USF's portfolio had a combined capacity of 443MW<sub>DC</sub> during 2023. This power replaces fossil-fuel generated power, thereby displacing CO<sub>2</sub>e emissions. USF's 41 assets were responsible for displacing the equivalent of 480,900 tonnes of CO<sub>2</sub>e in 2023, equivalent to powering 83,100 US homes or removing 104,500 equivalent US cars from the road.



### DECENT WORK AND ECONOMIC GROWTH

Solar farms create employment opportunities throughout their lifecycle, from construction and installation to operation and maintenance. These projects stimulate economic growth by attracting investment, fostering innovation in the renewable energy sector, and supporting local businesses involved in supply chains.



### INDUSTRY, INNOVATION AND INFRASTRUCTURE

Solar farms drive innovation in technology and infrastructure related to solar energy generation, such as photovoltaic cell efficiency, energy storage solutions, and smart grid technologies. They contribute to the development of sustainable infrastructure by expanding the renewable energy infrastructure and enhancing energy access and reliability.



### CLIMATE ACTION

Solar farms play a crucial role in combating climate change by reducing reliance on fossil fuels and decreasing carbon emissions. By generating clean energy, they help to mitigate the impacts of climate change, such as extreme weather events, sea-level rise, and disruptions to ecosystems and communities. Solar energy also contributes to building climate.

The statistics show the positive contributions the Company's investments are making in support of the SDGs described above.



## FINANCED GHG EMISSIONS

### APPROACH

The Company seeks to monitor GHG emissions across its portfolio and support decarbonisation initiatives where possible. In current carbon accounting models, ownership of GHGs associated with investments and lending activities is considered part of a financial institution's carbon footprint. Specifically, GHG protocol accounting standards define these GHGs as Scope 3 Category 15 investment emissions or 'financed emissions'.

Quantifying the financed emissions of the investment portfolio is important for the Company to help develop decarbonisation strategies and to better understand its own climate-related Transition Risks.

The Company has self-assessed the data quality of its financed emissions, in line with the PCAF approach, and has quantified a weighted data quality score of 4.0 for its portfolio GHG emissions (High Quality = 1 Low Quality = 5). Data is a combination of primary data and estimated primary data to inform greenhouse gas emissions for the portfolio.

### PORTFOLIO EMISSIONS

As described on the following page, the Company has applied the PCAF guidance to calculate its total attributed GHG emissions (the Company's Scope 3 category 15 investment emissions). This includes the Scope 1 and 2 Emissions of each investment, attributed to the Company based on its proportional share of the equity and debt in each investment. The Company also is also disclosing the Scope 3 Emissions of investments for the first time this year.

The carbon footprint metric aligns with PCAF's 'economic emission intensity' and is the Company's total attributed emissions normalised by the total equity and debt the Company invests across the portfolio. For the GHG intensity of investments metric the Company has applied the TCFD recommended approach for calculating a Weighted Average Carbon Intensity (**WACI**).

As shown in the figures below, the Company's financed emissions are significantly lower than the emissions avoided due to financing solar installations.

Scope 3 Financed emissions indicator	Scope	31 December 2023
Total attributed GHG emissions (tCO <sub>2</sub> e)	Scope 1 of investments	147
	Scope 2 of investments	–
	Scope 3 of investments	190
	<b>Total Scope 1, 2 and 3</b>	<b>337</b>
Carbon footprint (tCO <sub>2</sub> e/£m invested)	<b>Total</b>	<b>0.62</b>
GHG intensity of investments (tCO <sub>2</sub> e/£m revenue)	<b>Total</b>	<b>12.20</b>
GHG Emissions avoided <sup>18</sup>	<b>Total</b>	<b>480,903</b>

<sup>18</sup> Emissions avoided have been calculated using the US Environment Protection Agency Avoided Emissions and geneRation Tool (**AVERT**).



## RESPONSIBLE INVESTMENT CONTINUED



Milford, 127.8MW<sub>DC</sub>  
(Utah)

## SUSTAINABLE FINANCE DISCLOSURE REGULATION

### PRINCIPAL ADVERSE IMPACT INDICATORS

The Company aims to minimise any negative impacts that may arise from its investments. In support of this aim, the Company has expanded its data collection process to include SFDR Principal Adverse Impact indicators from 2022.

Although the Company does not follow the format prescribed within the SFDR RTS for considering Principal Adverse Impacts, it is drawing on data collected to inform its approach to asset management. These disclosures apply to most of the investments in the Company's portfolio and are in line with the definitions of the 14 core indicators listed in Annex 1 of the Delegated Act, which include nine environmental disclosures and five social indicators.

Data covering the 2023 reporting period are displayed quantitatively on the following page. The definitions of these indicators and calculation methodologies are in the Appendix of the Sustainability Report.

### EU TAXONOMY

The Company and its investments do not fall within the EU Taxonomy regulation, either by location or threshold. Whilst the Company is not required to consider alignment with the EU Taxonomy, it recognises the potential benefit that Taxonomy disclosures could provide to the Company's shareholders. As such, during 2024 the Company is working towards developing disclosures that may support assessing whether the Company's investments are aligned with the EU Taxonomy.

PAI indicators for the Company's investments covering the year are displayed in a quantitative form below. For more information, please refer to Section 4 of the Sustainability Report.

## SUSTAINABLE FINANCE DISCLOSURE REGULATION

Sustainability linked indicator	Metric	Unit	31 December 2023 <sup>19</sup>
Investment GHG emissions	Scope 1 GHG emissions <sup>20</sup>	tCO <sub>2</sub> e	147
	Scope 2 GHG emissions	tCO <sub>2</sub> e	–
	Scope 3 GHG emissions		190
	Total GHG emissions	tCO <sub>2</sub> e	337
	Carbon footprint	tCO <sub>2</sub> e/£m invested	0.62
	GHG intensity of investee companies	tCO <sub>2</sub> e/£m revenue	12.20
	Share of investments in companies active in the fossil fuel sector	%	0
	Share of non-renewable energy consumption and non-renewable energy production of investee companies from non-renewable energy sources compared to renewable energy sources, expressed as a percentage of total energy sources	%	0% (production)
			100% (consumption)
Biodiversity	Share of investments in investee companies with sites/operations located in or near to biodiversity-sensitive areas where activities of those investee companies negatively affect those areas	%	0
Water	Tonnes of emissions to water generated by investee companies per million GBP invested, expressed as a weighted average	Tonnes/£m	0
Waste	Tonnes of hazardous waste and radioactive waste generated by investee companies per million GBP invested, expressed as a weighted average	Tonnes/£m	0
Social and employee matters	Share of investments in investee companies that have been involved in violations of the UN Global Compact (UNGC) principles or Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises	%	0
	Share of investments in investee companies without policies to monitor compliance with the UNGC principles or OECD Guidelines for Multinational Enterprises or grievance/complaints handling mechanisms to address violations of the UNGC principles or OECD Guidelines for Multinational Enterprises	%	0
	Average unadjusted gender pay gap of investee companies <sup>21</sup>	%	N/A
	Average ratio of female to male board members in investee companies, expressed as a percentage of all board members	%	20
	Share of investments in investee companies involved in the manufacture or selling of controversial weapons	%	–

<sup>19</sup> PAI indicators cover 100% of the Company's investments. Emissions estimates are derived from a combination of actual and estimated primary activity data. Where the Company is missing actual primary data, it will work with its supply chain over time to improve its processes, with a preference to avoid estimating impacts.

<sup>20</sup> Attributed based on the Company's share of each investments' total equity and debt.

<sup>21</sup> Share of investments based on Fair Value.



## TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD)

Climate change presents both transitional and physical risks to the Company's investments. As such, it continues to be a high priority for the Company. USF commenced reporting against the TCFD framework in the 2021 Annual Report to further assist investors and other market participants to review and understand USF's approach and consideration of ESG and Sustainability risks and opportunities. The disclosures on the following pages were prepared in line with the recommendations of TCFD. USF has complied with LR9.8.6R by including climate-related financial disclosures consistent with 8 of the 11 Recommended Disclosures, Explaining against Strategy (a, b and c).

The Company has not yet performed climate-related risk scenarios analysis which it recognises is needed to be compliant with Strategy (a, b and c).

To address these shortfalls, the Company will work with its Investment Adviser to enhance the Company's internal capabilities by drawing on specialised expertise, data analytics tools, and scenario modelling frameworks dedicated to assessing climate-related risks and opportunities across our investment portfolio. Additionally, the Company will explore engaging with industry experts, stakeholders, and relevant regulatory bodies to ensure alignment with best practices and regulatory expectations.

The Company aims to achieve compliant disclosure of climate-related risks and opportunities in its next annual reporting cycle. By then, the Company anticipates that its enhanced capabilities and methodologies will enable it to provide a more comprehensive and meaningful assessment of climate-related risks and opportunities and implications for the business.

GOVERNANCE		Section
<b>a) Describe the board's oversight of climate-related risks and opportunities.</b>	The USF Board oversees risks, including climate change, with four independent directors offering diverse backgrounds and industry expertise. Their governance, sustainability, and clean energy focus support USF's environmental credentials as a solar energy investor. Policies, including sustainability, are regularly reviewed and discussed with the Investment Manager. Climate risks are considered in the risk management framework and discussed at least annually. The Audit Committee ensures integrity, financial reporting, and risk management, including climate-related risks, reporting findings to the Board after each meeting.	Sustainability Report Section 4, page 23
<b>b) Describe management's role in assessing and managing climate-related risks and opportunities.</b>	The Investment Manager monitors climate-related legal and regulatory developments in the US and globally as well as noting the changing dynamics or weather patterns and local climates that may impact the day-to-day production of USF's solar projects, or impact operational costs e.g. in relation to wildfire protections for insurance, increased panel cleaning. This data informs the investment and operating decisions of the Investment Manager who reports to the Board at least quarterly on generation performance and any critical changes. The Investment Manager also seeks specialist opinions on a range of matters, including environmental factors and irradiance forecasts obtained during acquisition due diligence.	Sustainability Report Section 4, page 23

STRATEGY		Section
<p><b>a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long-term.</b></p>	<p>The Company recognises that the key climate-related opportunity impacting its business is the positive impact and demand for renewable energy. USF was established to meet this demand and recognises that the pace of transition to clean energy in the US will impact the size of the Company's investment opportunity. Based on the current administration's position on clean energy, USF expects demand to continue to grow significantly over the short (1-2 years), medium (2-5 years) and long term (5-25+ years).</p>	<p>Sustainability Report Section 4, page 24 to 25</p>
<p><b>b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.</b></p>	<p>The Company was founded to capitalise on the growing renewable energy sector in the US. However, the Company recognises that there are also climate related risks. Geographic diversification and long-term PPAs mitigate climate-related risks affecting asset production and cash flow stability across its solar projects in four states. Sensitivity analysis, policy monitoring, and strategic contracts manage medium-term risks like asset performance, maintenance, and power prices. O&amp;M contracts ensure stability in maintenance costs, while long-term PPAs secure revenue.</p>	<p>Sustainability Report Section 4, page 24 to 25</p>
<p><b>c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.</b></p>	<p>USF conducts sensitivity analysis to gauge climate-related impacts on investment values, particularly in electricity production and pricing affected by environmental events. Transition Risks, linked to a 1.5-2°C temperature rise, include potential NAV reduction due to lower power prices and supply constraints, yet policy solutions may provide mitigation. Equally, USF's revenue stability, ensured by long-term contracts, shields against power price volatility. Additional risks include increased discount rates and physical risks from severe weather, with potential NAV impact and operational challenges. USF's risk matrix evaluates climate against various financial, operational, legal, and regulatory factors.</p>	<p>Sustainability Report Section 4, page 24 to 25</p>



# RESPONSIBLE INVESTMENT CONTINUED

## TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD) CONTINUED

RISK MANAGEMENT		Section
<p><b>a) Describe the organisation's processes for identifying and assessing climate-related risks.</b></p>	<p>USF's Board and Investment Manager update the risk register twice a year, evaluating climate risks based on legal changes, industry reports, and internal data. Asset-level engagement includes environmental assessments, compliance, and risk mitigation strategies such as flood, wildfire, and irradiance management. O&amp;M contractors adhere to environmental regulations, and EPC contracts enforce high environmental standards and compliance, ensuring sustainable operations throughout the project lifecycle.</p>	<p>Sustainability Report Section 4, page 26 to 27</p>
<p><b>b) Describe the organisation's processes for managing climate-related risks.</b></p>	<p>Climate risks identified during acquisitions are overseen by the Investment Manager and its investment committee, who assess environmental and climate risks and their mitigations as part of reviewing the potential investment. Asset management ensures environmental risks are managed at the project level, considering design, geographic diversity, insurance, and maintenance practices. Principal Risks and Uncertainties disclose mitigation strategies for adverse weather, power price fluctuations influenced by climate change, and underperformance of solar plants due to climate-related factors like weather pattern changes and forest fires.</p>	<p>Sustainability Report Section 4, page 26 to 27</p>
<p><b>c) Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.</b></p>	<p>The Investment Manager maintains an enterprise-wide risk register and updates are presented to the Board semi-annually for review and updating, including a comprehensive review annually. Climate-related risks are included in this framework with risk assessed in terms of likelihood of occurrence, and potential impact before and after identified risk mitigation activities. The USF Board and the Investment Manager are acutely aware of the significance of climate-related risks in terms of the performance of individual assets, and the extent to which correlated events may have an overall effect on the performance of the portfolio.</p>	<p>Sustainability Report Section 4, page 26 to 27</p>
METRICS		Section
<p><b>a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.</b></p>	<p>The Company sells energy from its Solar Assets to offtakers, bolstering renewable energy infrastructure. It tracks climate impact metrics like renewable energy generation, carbon dioxide emissions displaced, and homes powered by clean energy. With no employees, the Board's remuneration is fixed. The Company and Investment Manager assess metrics related to climate risks and opportunities, managing a pool of climate-related risks. Metrics include the proportion of asset life with fixed-price offtake agreements, generation performance, and regional diversification across 41 projects and four states to mitigate climate risks effectively. The Company also monitors rainfall and temperature at state level.</p>	<p>Sustainability Report Section 4, page 28 to 29</p>
<p><b>b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions, and the related risks.</b></p>	<p>Due to the nature of its business, the Company has no Scope 1 or Scope 2 greenhouse gas emissions. The Company seeks to monitor its Scope 3 investment emissions (financed emissions) across its portfolio and support decarbonisation initiatives where possible.</p>	<p>Sustainability Report Section 4, page 28 to 29</p>
<p><b>c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.</b></p>	<p>The Company's primary performance target is the electricity generated (in GWh) from its solar projects. Secondary targets include monitoring the business' carbon footprint, weather-adjusted plant performance, outages, and CO<sub>2</sub> emissions displaced. With 41 operational solar plants, the portfolio displaced over 480,900 tonnes of CO<sub>2</sub> emissions.</p>	<p>Sustainability Report Section 4, page 28 to 29</p>

Turkey Hill (Heelstone Portfolio),  
13.2MW<sub>DC</sub> (Oregon) ↙



# RISK AND RISK MANAGEMENT

The Company is exposed to a broad range of events which have the potential to disrupt the Company's business model and/or adversely impact the Company's reputation, financial or operational performance. Utilising a well-developed risk management framework can mitigate the likelihood of occurrence and the impact of such events.

The Board is ultimately responsible for the oversight and effectiveness of the Company's system of internal controls and for setting the risk appetite of the Company. The Board defines the level and type of risk that the Company considers appropriate in accordance with the Company's investment objective and investment policy.

As an externally managed investment company, the Company has contractually delegated day-to-day management of the Company's portfolio and risk monitoring to the Investment Manager. This means the Company is also reliant upon the internal systems and controls of the Investment Manager and its other service providers to manage risk effectively.

The Investment Manager has designed an extensive risk management framework to identify, assess and manage principal and emerging risks, which are reviewed with the Company's Audit Committee semi-annually. In the case of new or emerging risks and changes to existing risks, assessment occurs as needed outside this semi-annual cycle in response to such new or emerging risk or change. The identification, assessment and management of risk are fundamental to the Investment Manager's role of managing the Company's portfolio on a day-to-day basis.

Ongoing risk management at the asset and Company level reduces both the likelihood and impact of the principal risks that the Company is exposed to. The Board maintains a risk register that is subject to annual review under the risk management framework, with a focus on ensuring appropriate controls are maintained and implemented.

## PRINCIPAL AND EMERGING RISKS

The Board and Investment Manager have categorised the most relevant risks to the Company into the following five key categories:

- (a) legal, regulatory and compliance risks;
- (b) political risks;
- (c) macroeconomic and market risks;
- (d) operational risks; and
- (e) climate-related risks (refer to disclosures made in Section 4 and USF's Sustainability Report).

Set out on pages 46 to 54 is a summary of the principal and emerging risks along with mitigants, which the Company considers the most relevant given the nature of its business. These risks are a subset of a broader set of risks which are reviewed and assessed on an ongoing basis and included in the Company's risk register that is updated annually. Each risk has been assessed as either remaining the same, increasing or decreasing over the period since 31 December 2022.

Throughout 2023, the Board continued to monitor the geopolitical environment and its broader impact on the Company's business. The continuing Russia-Ukraine conflict and the heightened geopolitical tensions arising from the war between Israel and Hamas impacted global structures and relationships in 2023 and contributed to the volatility of global financial markets. While this may have also contributed to the trading discount observed within the UK investment trust sector during 2023, including to the Company's shares, it has not impacted the performance of the Company's assets.

Attention has also been given to supply chain challenges, including the extent to which such challenges have the potential to impact maintenance of adequate spare parts, and establishing appropriate steps to understand supply chains relevant to the Company's procurement practices.

## EMERGING RISKS AND DEVELOPMENTS IN THE YEAR CHANGE TO THE COMPANY'S INVESTMENT POLICY

In November 2023, the shareholders approved changes to the Company's investment policy, which included changes to expressly contemplate investments in late-stage development Solar Assets. While this will introduce a new form of investment risk, such a risk can be mitigated by appropriate project structuring. This was not a risk during the reporting period as the change to the investment policy was only effective as of 1 December 2023 and the Company made no new investments in December 2023. As previously confirmed by the Board, the Company has no intention to make any new investments in the near term. To the extent the Company explores acquisition of late stage development Solar Assets in the future which are accretive to the Company, this investment risk will be analysed in the context of such acquisition and its impact on the Company as a whole.

## CHANGE OF INVESTMENT MANAGER AND THIRD COUNTRY ALTERNATIVE INVESTMENT FUND MANAGER

As of 1 December 2023, Amber Infrastructure Investment Advisor, LLC, was appointed as the Company's Investment Manager and external alternative investment fund manager (**AIFM**) (more information about the Investment Manager and the wider Amber group can be found on pages 10 to 11).

The contract terms between the Company and Amber Infrastructure Investment Advisor, LLC remain materially unchanged from those in place with the Company's previous Investment Manager, New Energy Solar Manager, Pty Ltd.



Amber Infrastructure Investment Advisor, LLC is regulated as a registered investment advisor by the US Securities and Exchange Commission (SEC<sup>22</sup>) and subject to various regulatory obligations. This is a different regulatory regime to that which applied to the Company's previous Investment Manager. The Company does not consider that this introduces a new principal regulatory or compliance risk as the regulatory framework provided by the SEC is clearly defined and well understood by the Investment Manager, who has processes and controls in place to ensure ongoing review and monitoring of internal compliance, led by AIIA's Chief Compliance Officer (a role mandated for all SEC registered investment advisors).

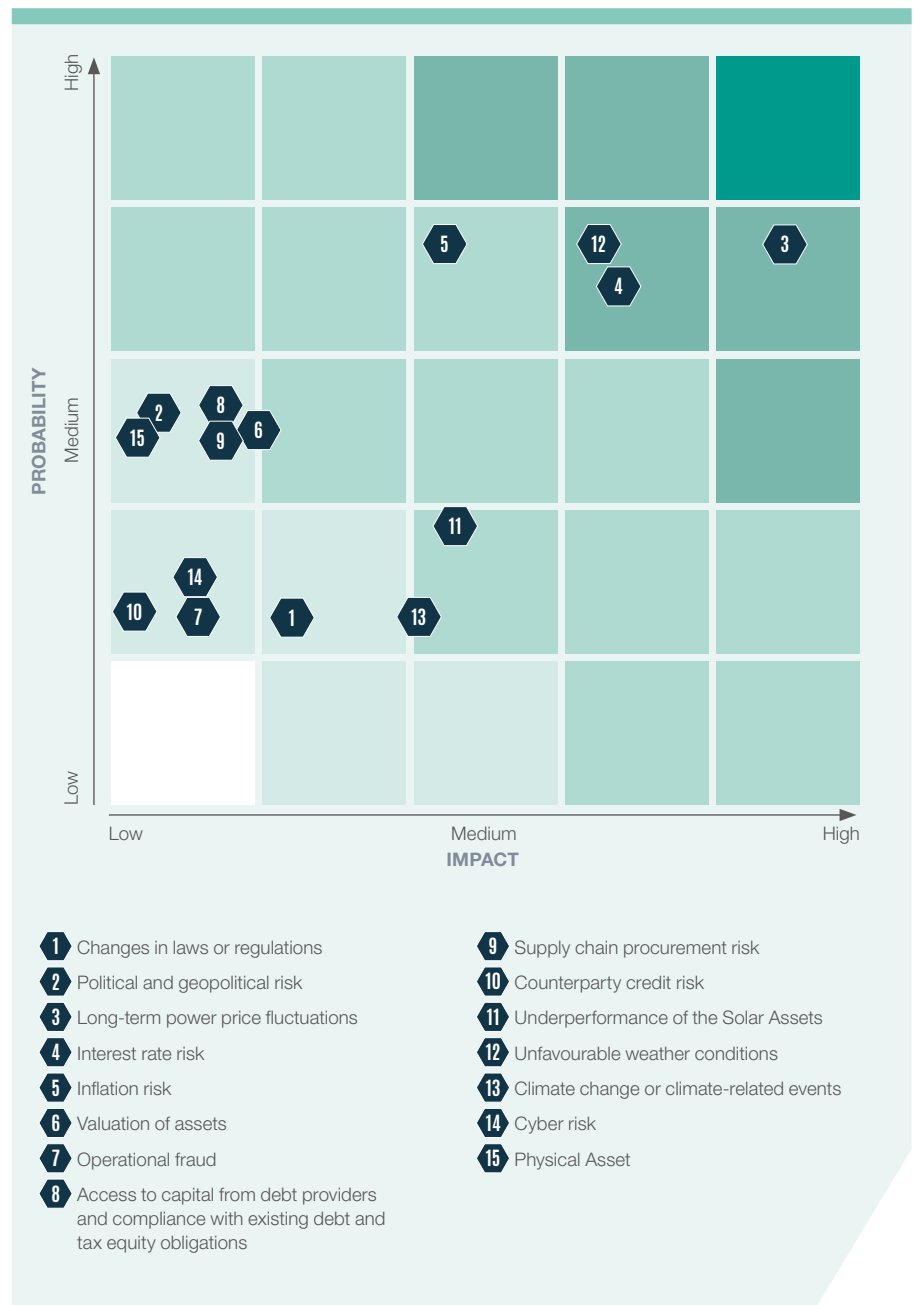
Each of the above events were one-off occurrences which invited an assessment of the relative risk exposures at the time. The Company does not consider that either event has given rise to any new principal risks to the Company's business model, reputation, financial or operational performance.

Following the change in the Company's Investment Manager and in line with the current investment strategy, there has been a reassessment and recategorisation of the Principal Risks of the Company. Risks which are not deemed significant to the ongoing operations of the Company have been removed.

**RISK HEAT MAP**

The diagram is a visual representation of the principal and emerging risks summarised on pages 46 to 54 mapped alongside their probability of occurrence and impact.

**PRINCIPAL RISKS**






A detailed analysis of each risk identified above is displayed overleaf in the "Summary of key principal and emerging risks and mitigants".

22 Registration with the SEC does not imply a certain level of skill or training.


# RISK AND RISK MANAGEMENT CONTINUED

## MOVEMENT:

 Increase
  No change
  Decrease

Summary of key principal and emerging risks and mitigants



### a) LEGAL, REGULATORY AND COMPLIANCE RISKS

Risk	Impact on Company	Key mitigants	Movement
<b>1. Changes in laws or regulations</b>	<p>Regulation changes may adversely affect the business and performance of the Company. This includes state and federal laws and regulations relating to the operation of renewable energy and energy generation assets within the four US states where the Company's assets are located.</p> <p>The Company is sensitive to tax changes for example, including but not limited to income tax, investment tax credits and tax restrictions on renewables. An adverse change in tax legislation may impact the Company's overall returns.</p> <p>The Company is reliant on the ongoing compliance by its Investment Manager with regulations governing its operations. Non-compliance by the Investment Manager, or changes to regulations that adversely affect the operations of the Investment Manager may disrupt the Company's business.</p>	<ul style="list-style-type: none"> <li>The Company and Investment Manager closely monitor changes in legislation at both a federal level and in the states where the Company's assets are located. The Company and Investment Manager also consult with tax, legal and regulatory experts as required</li> <li>Federal and state legislation in each of California, North Carolina, Oregon and Utah remains supportive of renewable generation which is not expected to change in the short or medium term</li> <li>Existing investment tax credit regimes are targeted at assets which are in development, pre-construction or under construction. As the Company's assets are all operational, it is not expected that changes to these tax regimes would have a material impact on the portfolio</li> <li>As of 1 December 2023, Amber Infrastructure Investment Advisor, LLC was appointed as the Company's Investment Manager and external AIFM. As a registered investment advisor regulated by the SEC, AIIA is subject to a suite of regulatory and compliance obligations applicable to its role as Investment Manager to the Company. The Investment Manager has a comprehensive framework to monitor internal compliance, which provides comfort and protection to the Company that the risk of non-compliance is well mitigated</li> </ul>	

### b) POLITICAL RISK


<b>2. Political and geopolitical risk</b>	<p>Political risks often translate to elevated political uncertainties and have detrimental effects on investment and currency markets.</p> <p>Broader geopolitical risks influence investment decisions and market dynamics, having the potential to undermine investor confidence generally, and adversely affect the Company's investor base and share price. Broader geopolitical risks may also affect the Company's ability to procure and source certain spare parts which are manufactured overseas, including in China or by Chinese-owned companies. The delivery of spare parts may be delayed by global conflicts such as in the Middle East, see further details in risk 9 "Supply chain procurement risk".</p>	<ul style="list-style-type: none"> <li>The Company's assets are located within host states that remain committed to net zero targets and progressive policies compatible with renewable generation. State based policies are unlikely to materially change regardless of the outcome of changes to the federal government, including changes that may result from the November 2024 federal election</li> <li>Trade restrictions between the US and China are being monitored for potential impacts to the Company's supply chain in order to mitigate the risk of a supply shortage for key operating components</li> </ul>	
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## c) MACROECONOMIC AND MARKET RISKS


Risk	Impact on Company	Mitigant	Movement
<b>3. Long-term power price fluctuations</b>	<p>PPA terms are generally shorter than the expected useful life of Solar Assets so price forecasts are used to estimate the value of cash flows between PPA expiry and the end of the asset's useful life. Lower or higher wholesale electricity price forecasts can reduce or increase the revenue that the Solar Assets are expected to generate after PPA expiry, thereby impacting asset valuations.</p>	<ul style="list-style-type: none"> <li>– The Company secures revenue by acquiring assets that have long-term PPAs in place (with a minimum PPA term of ten years for each project or portfolio acquisition and a target weighted average PPA term of approximately 15 years for the Company's entire portfolio at acquisition)</li> <li>– The Company continues to monitor changes in energy price forecasts and ensures these are appropriately factored into asset valuations. The Company averages forecasted price curves from two reputable providers over their most recent two periods (i.e., four curves in total) to mitigate the impact on asset values from any one forecaster changing views</li> <li>– As at 31 December 2023, over 36% of the NAV is attributable to contracted cash flows, with the remaining balance attributable to uncontracted cash flows cash balances and fair value of fund level expenses, demonstrating the substantial value provided by existing revenue contracting within the portfolio, that is not exposed to power price fluctuations</li> </ul>	
<b>4. Interest rate risk</b>	<p><i>Corporate Debt Facility</i> The Group has debt facilities with both fixed and floating interest rates. The Company is also exposed to interest rate risk through holding variable rate bank deposits. As such, changes in interest rates may have a positive or negative impact directly on the Company's net income and consequently the profits of the Company.</p> <p><i>Valuation Discount Rate</i> Changes in interest rates may also affect the discount rates used in the valuation of the assets.</p> <p>Movements in headline Central Bank interest rates and the resulting effects on Government bond yields may directly impact the discount rate used to value the Company's investments.</p>	<ul style="list-style-type: none"> <li>– The base interest rate for all amortising debt (namely the debt facilities at Milford, Euryalus and Heelstone as described on page 23) are fully hedged for the term of the relevant loan, providing resilience in the portfolio's cash flows against movements in interest rates</li> <li>– The \$40 million revolving credit facility has a floating interest rate which is not hedged. The RCF is available through September 2025 and is currently undrawn</li> <li>– The Company does not bear interest rate risk on its loan to USF Holding Corp. as the loan rate is fixed for the duration of the loan facility</li> </ul> <p>Future increases in market interest rates could also lead to increases in discount rates used in the valuation of the assets, and a resultant reduction in NAV. Please refer to the interest rate sensitivities provided on page 28 for further detail on this exposure.</p>	

# RISK AND RISK MANAGEMENT CONTINUED



## c) MACROECONOMIC AND MARKET RISKS continued

Risk	Impact on Company	Mitigant	Movement
<b>5. Inflation risk</b>	<p>Increases in inflation may result in higher:</p> <ul style="list-style-type: none"> <li>– operating and maintenance costs;</li> <li>– revenues from higher spot and PPA electricity prices;</li> <li>– interest rates for servicing debt (refer above); and</li> <li>– discount rates for valuing equity in existing projects.</li> </ul> <p>The net impact of inflation on the Company's portfolio is uncertain given such impact is determined by multiple factors (including changes to post-PPA revenue, O&amp;M contractual arrangements, prevailing O&amp;M costs, debt service costs and valuation effects from higher discount rates).</p>	<ul style="list-style-type: none"> <li>– In the current inflation environment, there is greater uncertainty around how long high inflation will last. In the US, there has been a gradual downward trend since June 2022 which is expected to continue. Informed by existing inflation, past inflationary trends and the medium and long-term inflation targets articulated by the Federal Reserve, the Company has adopted what it considers to be prudent assumptions for 2024, 2025 and 2026 onwards. Detailed sensitivity analysis is carried out to test the impact on NAV of variations to these assumptions (for further details see pages 28 to 30)</li> <li>– The Company has existing O&amp;M contracts in place which are partially or fully fixed fee contracts subject to fixed annual escalators, which partially mitigates the impact of increased O&amp;M costs based on increases in inflation above current forecasts. These contracts typically have 2-5 year terms, which is a shorter term than for existing project PPAs</li> <li>– While USF's existing long-term PPAs provide price stability, these contracts are not indexed with inflation and as such the Company will not benefit from increases in power prices until these contracts come up for recontracting, albeit the overall impact on the portfolio remains positive over the useful life of the portfolio</li> </ul> <p>Please refer to the inflation sensitivities provided on page 30 for further detail on this exposure.</p>	

## d) OPERATIONAL RISKS



<b>6. Valuation of assets</b>	<p>Valuations of the Company's assets may be under or over stated.</p>	<ul style="list-style-type: none"> <li>– The Company's assets are valued on a quarterly basis. The Company appoints a reputable independent reputable valuation firm to undertake valuations of its Solar Assets twice a year (valued as at 30 June and 31 December) and such valuations are rolled forward by the Investment Manager (as at 31 March and 30 September)</li> <li>– Valuations presented by the Investment Manager are supported by comparative analysis of other market transactions and confirmed by long term discounted-cash-flow models. The valuations are reviewed and challenged by the Board on a quarterly basis</li> <li>– The Company publishes sensitivities showing how the performance or valuation portfolio may be affected by changes in various underlying assumptions</li> </ul> <p>Please refer to pages 28 to 30 for further detail on these sensitivities.</p>	
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## d) OPERATIONAL RISKS continued



Risk	Impact on Company	Mitigant	Movement
<b>7. Operational fraud</b>	The Company is potentially exposed to financial losses from fraudulent activities related to receipts from counterparties or wholesale markets, or payments made to vendors and suppliers.	<ul style="list-style-type: none"> <li>– The Investment Manager maintains and adheres to policies, processes and controls designed to prevent and detect fraud and other irregularities in payment processes</li> <li>– In addition, all of the Company's assets are operational and the majority of payments to service providers are repeat payments flowing from existing contractual arrangements with known counterparties, further mitigating the risk of large one-off payments to unfamiliar parties (such as may exist during the construction phase of an asset's life)</li> </ul>	
<b>8. Access to capital from debt providers and compliance with existing debt and tax equity obligations</b>	<p>The Company may not be able to source funding from suitable debt providers at competitive terms and costs which will introduce uncertainty and potentially higher capital costs for the Company when refinancing existing debt arrangements.</p> <p>The Company may be exposed to risks from its contractual relationships in relation to tax equity financing with any tax equity partner.</p>	<ul style="list-style-type: none"> <li>– Three of the Company's five portfolios have amortising debt facilities – Milford, Heelstone and Euryalus. While these facilities were all sized on the basis of the long-term contracted cashflows of each portfolio, these facilities will need to be refinanced between 2026 and 2028. Risks relating to future refinancings are reduced by the good operational track record of the Company's portfolio, and conservative gearing across the overall portfolio (both Olympos and Granite portfolios are presently unlevered)</li> <li>– While tax equity financings were raised to support the construction of all five of the Company's portfolios, subsequently tax equity partners for both the Granite and Heelstone portfolios have been fully bought out as expected. As at 31 December 2023, active tax equity investments remain in place for the Olympos, Euryalus and Milford portfolios, with scheduled tax equity buyout dates between 2025 and 2028 respectively. The Company continues to carefully monitor compliance for active tax equity financing provisions</li> <li>– The Company renewed the \$40 million USF Avon LLC corporate revolving credit facility in September 2023. This facility was fully repaid in June 2023 and remained undrawn as at 31 December 2023</li> <li>– As part of actively managing the Company's portfolio, the Investment Manager is proactively exploring options to simplify the existing capital structure, including consideration of a potential refinancing of the existing portfolio debt (associated with the Milford, Euryalus, and Heelstone portfolios)</li> </ul>	

# RISK AND RISK MANAGEMENT CONTINUED

## d) OPERATIONAL RISKS continued

Risk	Impact on Company	Mitigant	Movement
<b>9. Supply chain procurement risk</b>	<p>The Company may inadvertently acquire equipment that has been manufactured with input from forced labour, modern slavery, or other behaviours contrary to the Company's sustainability policy.</p> <p>Supply chain disruptions can also delay scheduled maintenance and extend outages during unscheduled maintenance events, resulting in lost revenues.</p>	<ul style="list-style-type: none"> <li>– In response to risks relating to procuring parts or equipment impacted by forced labour or other factors contrary to the Company's sustainability policies, the Company has adopted heightened due diligence procedures for new counterparties/ suppliers or where material concerns arise</li> <li>– In response to procurement delay risks, where feasible, the Investment Manager works with O&amp;M contractors to hold adequate inventories of spare parts. In addition, industry connections are maintained with component manufacturers, engineering advisors and other industry participants to enable the early identification of potential supply chain issues</li> </ul>	
<b>10. Counterparty credit risk</b>	<p>There is the potential for losses to be incurred due to defaults by material contract counterparties</p>	<ul style="list-style-type: none"> <li>– The Company and the Investment Manager diversify credit risk across multiple investment-grade counterparties. No financial transactions are permitted with counterparties with a credit rating of less than BBB- from Standard &amp; Poor's or Baa3 from Moody's unless specifically approved by the Board</li> <li>– The Investment Manager will continue to monitor credit market conditions, including as they apply to PPA counterparties</li> <li>– Other than in connection with KeyBank, there have been no material changes to the creditworthiness of any of the USF counterparties since 31 December 2022</li> <li>– In August 2023, KeyBank N.A. (<b>KeyBank</b>) was downgraded by S&amp;P and Moody's from A-/Baa1 to BBB/Baa2 respectively. At the time, KeyBank provided collateral under the PPA in connection with the Milford asset in the form of a letter of credit, as well as being the co-debt provider for the term loan provided to the Milford asset. While this one-notch downgrade continued to meet the Company's credit rating requirements, it fell below the credit requirements of PacifiCorp, the PPA offtaker. The Company replaced the LC, which is now provided by JPMorgan Chase Bank N.A. (rated A+/Aa3 by S&amp;P and Moody's respectively), maintaining compliance with the relevant PPA. The robust relationships held by the Investment Manager enabled immediate action, mitigating risks associated with non-compliance with the PPA</li> </ul>	

## d) OPERATIONAL RISKS continued

Risk	Impact on Company	Mitigant	Movement
<b>11. Under-performance of the Solar Assets</b>	The underperformance of Solar Assets may lead to reductions in energy generated and thereby a reduction in revenue that the asset would be expected to produce. Underperformance can be caused by both factors within the Company's control and influence (for example maintenance plans and procedures), and those entirely outside of the Company's control (for example weather, and actions taken by transmission & distribution utilities).	<ul style="list-style-type: none"> <li>– Production forecasts utilised in the Company's budgeting process were prepared by reputable third-party advisory firms, to provide assurance that reasonable generation assumptions are utilised. These production forecasts are subject to review if prolonged, uncharacterised losses of a sufficiently material level occur at any of the Company's assets</li> <li>– The Company's portfolio benefits from diversification of geography (the assets are located across multiple regions within the US impacted by different weather patterns); technology; equipment manufacturers, revenue streams and offtakers, meaning no one single issue should itself compromise the performance resilience of the Company's portfolio</li> <li>– The Company has engaged capable O&amp;M subcontractors to operate and manage the performance of Company's portfolio, overseen by the Company's asset management resources. The effectiveness of the asset management oversight is further supported by ongoing investment in data capture and analysis tools to more effectively and quickly identify and address performance issues that arise</li> </ul> <p>Please refer to the generation sensitivities provided on pages 28 to 30 for further detail on this exposure.</p>	
<b>12. Unfavourable weather conditions</b>	The Company may be exposed to a lower-than-expected volume of revenue generation produced by the Solar Assets caused directly by unfavourable weather conditions (such as low solar irradiation) and indirectly via the risk of damage to the Company's assets or power transmission infrastructure caused by extreme weather events.	<ul style="list-style-type: none"> <li>– The Company's portfolio is diversified across a variety of geographies, which provides a degree of protection against location-specific weather systems and low solar irradiance</li> <li>– Project-specific generation forecasts are calibrated to the historical and expected weather conditions at each specific site</li> <li>– The sensitivity of the Company's NAV to deviations from energy generation expectations is provided on pages 28 to 30</li> </ul>	

# RISK AND RISK MANAGEMENT CONTINUED

## d) OPERATIONAL RISKS continued

### 13. Climate change or climate-related events

The Company may be exposed to a lower-than-expected volume of revenue generation produced by the Solar Assets caused indirectly via the risk of damage to the Company's assets or power transmission infrastructure caused by climate change of climate related events

- The Company's portfolio is diversified across a variety of geographies, which provides a degree of protection against the occurrence and impact of climate related events
- The Company's exposure is mitigated through appropriate insurance arrangements including property insurance and business interruption insurance, The Investment Manager works closely with the Company's insurer to ensure coverage is appropriate to properly manage climate-related events having regard to the location and other asset specific factors. Identified climate-related risks, which are evaluated by the Company's insurer annually on a per asset basis, and scored according to proprietary climate modelling tools, include flood, earthquake, wildfire, earth movement and tornado/hail



### 14. Cyber risk

The Company may be exposed to disruption to its operations caused by a cyber-attack (via a hacker or virus) which may attempt to access the IT systems of the Company, the Investment, the Administrator or one of the project companies and attempt to destroy or use asset or Company data for malicious purposes, as part of a targeted or random act.

The Company relies on those of its service providers, principally the Investment Manager and Administrator, which have procedures in place to prevent and detect cyber-attacks and have robust business continuity plans in place



### 15. Physical asset

The Company may be exposed to disruptions in operations, reductions in generation and/or financial penalties resulting from physical damage to the Company's assets or if the Company's assets cause damage or harm to its users in some way.

- The Company's exposure is mitigated through appropriate insurance arrangements including property insurance and business interruption insurance, The Investment Manager works closely with the Company's insurer to ensure coverage is appropriate to properly manage physical risks faced by the Company's assets, and compliance with insurance requirements set by the Company's offtakers, grid operators and other key counterparties
- All assets within the Company's portfolio maintain documented site security and controlled access protocols, with O&M scopes including responsibility for administering site access and maintaining the integrity of site fencing and access controls
- Asset designs include circuit breakers and safety switches that will isolate and disconnect a section of an asset or an entire facility in the event of electrical and/or system faults
- O&M and asset management subcontractors maintain training requirements and health and safety protocols for all on-site staff





# LONGER TERM VIABILITY

The Board is responsible for financial reporting and controls, including the approval of the Interim Report and Accounts, the dividend policy, any significant changes in accounting policies or practices, and treasury policies including the use of derivative financial instruments.

The Board of the Company is also required to assess the long-term prospects of the Company according to the AIC Code. The Board has assessed the principal risks facing the Company set out above over a five year period, which it considers appropriate given the long-term nature of the Company's investments and its long-term planning horizon. The Board considers a five year timeframe to be reasonable on the basis that the Company is in the initial stage of operating assets. The key risks facing the Company have been individually assessed by the Board. The likelihood and impact of each risk on the Company prior to and after specific risk mitigation controls have taken place have been evaluated.

The Company owns a portfolio of Solar Assets in the US that are fully constructed, operational and generating renewable electricity. As a result, it benefits from substantially predictable and reliable long-term cash flows and is subject to a set of risks that can be identified and assessed. Each Solar Asset is supported by a detailed financial model at acquisition and incorporated into the Company's valuation model for quarterly valuations, which are independently reviewed every half year. The Board believes the geographical diversification within the Company's portfolio of Solar Assets helps to withstand and mitigate many of the emerging and principal climate, regulatory and operational risks the Company is likely to face. The Company's revenues from investments provide substantial cover to the operating expenses of the SPVs, USF Holding Corp., and the Company and any other costs likely to be faced by any of them over the viability assessment period. The Investment Manager also prepares a rolling detailed monthly two year short term cash flow forecast to address and specifically consider the sustainability of the dividends.

After assessing these risks, and reviewing the Company's liquidity position, together with the Company's commitments, available but undrawn credit facilities, and forecasts of future performance under various scenarios, the Board has a reasonable expectation that the Company is well positioned to continue to operate and meet its liabilities over the short term and the five year outlook period. While the Board has no reason to believe that the Company will not be viable beyond the specified outlook period, it is aware that it is difficult to foresee the viability of any business, including the potential impacts of climate related risks, over a longer period given the inherent uncertainty involved. As noted in the going concern statement in the Directors' Report the Directors have considered the upcoming discontinuation vote expected at the Company's AGM in this assessment. The strategic review conducted throughout 2023 demonstrated that prevailing market conditions are not conducive to the Company realising the value of its assets and the Directors unanimously recommend that shareholders vote against it. Reflecting this view and initial feedback from some shareholders (and considering the 75% threshold required) the discontinuation vote is not expected to be passed. Should the discontinuation vote be passed the Directors would be required to put forward proposals to Shareholders at a general meeting of the Company, to be held within four months of the Discontinuation Resolution being passed, to wind up or otherwise reconstruct the Company, having regard to the illiquid nature of the Company's underlying assets. Any such process given the past strategic review, and to ensure appropriate value is returned to shareholders, would be expected to ultimately conclude more than 12 months after the balance sheet date but would conclude within the viability period. The assumption used in the Viability Statement is that the vote will not be passed.

It is important to note that the risks associated with investments within the solar infrastructure sector, including elevated inflation and climate related risks resulting in unfavourable weather conditions for extended periods, could result in a material adverse effect on the Company's performance and value of Ordinary Shares. When required, experts will be employed to gather information, including tax advisers, legal advisers, and environmental advisers.



**GILL NOTT**

CHAIR

22 March 2024

# SECTION 172

Section 172 of the Companies Act 2006 recognises that directors are responsible for acting fairly as between members and in a way that they consider, in good faith, is the most likely to promote the success of the Company for the benefit of its shareholders as a whole. In doing so, they are also required to consider the broader implications of their decisions and operations on other key stakeholders and their impact on the wider community and the environment. Key decisions are those that are either material to the Company or are significant to any of the Company's key stakeholders. The Company's engagement with key stakeholders and the key decisions that were made or approved by the Directors during the year are described below:

## 1. SHAREHOLDERS

The Board is accountable to the shareholders for running the business of the Company, making key strategic decisions and all key service provider appointments. As covered in the Corporate Governance Report (pages 62 to 66), the Board communicates with shareholders and solicits their views where it considers it is appropriate to do so including throughout the strategic review process. The Board is non-executive and independent and delegates certain key activities, including the day-to-day investment management and asset management to the Investment Manager, and administration and company secretarial functions to the Administrator. The Board works closely with the Investment Manager, Company Secretary and its Corporate Brokers, to ensure it is aware of shareholders' needs or concerns, and the Investment Manager liaises with shareholders through specified reporting of Company performance, strategy and outlook at set dates in the calendar, as well as ad hoc reporting of major announcements, and sessions organised by the Company's brokers. In addition, Shareholders have the opportunity to meet the Board at the Annual General Meeting (AGM). The Board also endeavours to respond to any written queries made by shareholders during the course of the period, or to meet with major shareholders if so requested. In addition to the formal business of the AGM, representatives of the Investment Manager and the Board are available to answer specific questions a shareholder may have from time to time.

## 2. LENDERS

The Company relies on Lenders in connection with existing debt facilities. The Company renewed its corporate RCF during the period. The Company through its Investment Manager works in close coordination with Lenders and provides project-level performance reports as well as ad hoc reporting of major announcements as required by the relevant financing arrangements. This maintains a constructive relationship with Lenders.

## 3. SERVICE PROVIDERS

The Company works with a number of key corporate service providers, including the Investment Manager, Administrator, Registrar and Independent Auditor, who provide services to ensure the smooth operation of the Company, including in the case of the Independent Auditor, periodic independent review of financial statements. The Board meets once a year to discuss and review the performance of the key service providers. The Board has regular contact with the two main service providers: the Investment Manager and Administrator through quarterly board meetings. The Independent Auditor typically attends a number of the Audit Committee meetings scheduled throughout the year, to present their reports on the interim review and annual audit. The Company's underlying project companies also have project suppliers, including O&M and external asset managers. While there are currently no projects under construction, the Investment Manager's asset management team maintains relationships with all project suppliers, including landowners for leased sites, and grid operators. The Company has no employees, however the Board reviews health and safety metrics from external O&M service providers at each quarterly Board meeting.

## 4. GOVERNANCE

The Board regularly considers how it meets regulatory and statutory obligations and follows voluntary and best-practice guidance, including how any governance decisions it makes impact its stakeholders both in the short and long term. The AIC shapes the influence of the growing listed investment company segment in the London market, and the Company seeks to apply AIC guidelines where relevant to its operations, including the 2019 AIC Code of Corporate Governance.

## 5. PPA OFFTAKERS

The offtakers for the Company's assets provide the main source of revenue received by the Company, and the Company requires offtake agreements be entered into with credit-worthy counterparties as part of its investment mandate. The Company through its Investment Manager maintains regular contact with the PPA offtakers, including through project-level performance and ad hoc reporting. No offtaker is a related party of the Board or Investment Manager.

## 6. LOCAL COMMUNITIES

The local communities within which the Company's projects are based provide local support as well as human resources to work on the project sites. The Company works with landholders and city councils, to resolve matters including egress and access, erosion, and land management issues. Complaint handling procedures are in place at all sites, with no significant and two minor complaints received during the year. One regarding vegetation management within a ditch on the Jersey asset (part of the Heelstone portfolio) which is in the process of being resolved and the other regarding objects on the access road to the Progress Solar 2 asset (part of the Granite portfolio) which were removed by the County as they were not within the site.

Section 172(1) Statement Area	Comments and References
<p><b>The issues, factors and stakeholders the Directors consider relevant in complying with section 172(1)(a)-(f) and how they have formed that opinion.</b></p>	<p>At each quarterly meeting, the Board receives a comprehensive report from the Investment Manager, serving as the primary information source regarding subsections (a)-(f). Additionally, the Investment Manager provides updates on specific customer, supplier, and contractor matters, including any disputes. Corporate Brokers also furnish updates at alternating quarterly meetings to ensure awareness of existing and prospective shareholder concerns and an on ad-hoc basis raise any material concerns. The Company's risk register and reporting mechanisms facilitate the identification of items pertinent to the Board's Section 172(1) statement, and the Board actively engages the Investment Manager in dialogue concerning stakeholder concerns and the optimal strategies for addressing them to maintain positive engagement.</p>
<p><b>a) The likely consequences of any decisions in the long term.</b></p>	<p>The Board considers the likely long-term impacts of its decisions on key stakeholders given the long-term nature of its investments. Refer to pages 62 to 66 – Corporate Governance Report.</p>
<p><b>b) The interests of the Company's employees.</b></p>	<p>The Company has no employees.</p>
<p><b>c) The need to foster the Company's business relationships with suppliers, customers and others.</b></p>	<p>Specific risks regarding the Investment Manager, Administrator, Lenders are set out above. Please also refer to pages 62 to 66 – Corporate Governance Report, pages 46 to 54 – Risk and Risk Management and an example is provided in the Case Study.</p>
<p><b>(d) The impact of the Company's operations on the community and environment.</b></p>	<p>The impact of the Company's operations on the local communities is set out above (refer to Principal Risks and Uncertainties). Please also refer to Responsible Investment – pages 36 to 44.</p>
<p><b>(e) The desirability of the Company maintaining a reputation for high standards of business conduct.</b></p>	<p>The Board aims to demonstrate excellence in stewardship and governance, and the independent Non-Executive Directors set the tone for maintaining and enhancing the Company's reputation. This includes maintaining ethical behaviour and respecting the environment. The Audit Committee complements the Board to ensure the highest standards of conduct, integrity, financial reporting, internal control and risk management systems, and corporate governance. Refer to pages 36 to 44, pages 62 to 66 – Corporate Governance Report and pages 68 to 70 – Audit Committee's Report.</p>
<p><b>(f) The need to act fairly as between members of the Company.</b></p>	<p>The Company has a single class of Ordinary Shares and welcomes the views of shareholders. The Company produces a quarterly fact sheet which is available on its website, and senior members of the Investment Manager make themselves available to meet with principal shareholders as soon as it is reasonably practicable to do so following a request. The Board is kept fully informed of all relevant market commentary on the Company by the Company's public relations agency, as well as receiving relevant updates from the Investment Manager and Corporate Brokers. The Company reports formally to shareholders twice a year and will hold an Annual General Meeting (AGM) in London in May 2024 which shareholders will be able to attend, and members of the Board will be available to answer questions from shareholders. The Company Secretary and Company Registrar monitor voting at the AGM, and the results of voting at the AGM are announced by the Company promptly, and other notices and information are provided to shareholders on an ongoing basis through RNS announcements and on the Company's website.</p> <p>During the period, there has been significant consideration and engagement with shareholders in relation to the Company's strategic review. As previously announced, as part of this strategic review, the Company considered proposals in relation to: (i) a sale of the Company's portfolio of assets and return of funds to shareholders (the Asset Sale); (ii) a sale of the entire issued, and to be issued, share capital of the Company (the PLC Sale); and (iii) a change of the investment management arrangements of the Company.</p> <p>The Board did not receive any formal Asset Sale or PLC Sale proposals which it considered to be in the best interests of its Shareholders. As a result, the Board decided that a change of the investment management arrangements and the appointment of Amber Infrastructure Investment Advisor, LLC is in the best interest of Shareholders.</p> <p>Shareholders may contact the Board through the Company Secretary, whose contact details are found on page 103 – Key Contacts. Please also refer to pages 62 to 66 – Corporate Governance Report.</p>

# SUMMARY OF INVESTMENT POLICY



## OVERVIEW

The Company invests predominantly in utility-scale solar power plants primarily in the United States, but it may also invest in other OECD countries in the Americas.

The Company targets development, construction-ready, in-construction, or operational solar power assets that are designed and constructed to have an asset life of at least 30 years and are expected to generate stable electricity output and revenue over the lifespan of the asset.

The Company's Investment Policy was changed by ordinary resolution of the shareholders in accordance with the UK Listing Rules on November 17, 2023. The changes were principally clarificatory in nature, bringing the Company's Investment Policy into line with market and its peer group as well as expressly including late-stage development investments in scope for the Company. The Investment Policy is summarised below and available in full here: [https://www.ussolarfund.co.uk/sites/default/files/267093\\_us\\_solar\\_fund\\_circular\\_web.pdf](https://www.ussolarfund.co.uk/sites/default/files/267093_us_solar_fund_circular_web.pdf)

## INVESTMENT PARAMETERS

Maintaining the performance of the existing portfolio is the Company's key focus.

Revenue exposure to merchant power prices is managed by the Company with the appropriate use of PPAs, REC Agreements, capacity contracts or other similar revenue contracts with creditworthy (predominantly investment grade) private and public sector offtakers. PPAs may be structured as physical electricity contracts, contracts for difference, or other hedge-based arrangements.

To the extent that a solar power asset generates electricity in addition to volumes required under a PPA, such excess may be sold into a wholesale market if available or the Company may seek to sell such electricity to another offtaker under a short or long-term contract.

To the extent attractive opportunities to expand the portfolio arise, the Company may acquire, directly or indirectly, develop and/or construct and operate solar power assets.

The inclusion of development stage assets will allow for greater diversification of investments and facilitate opportunities for future accretive growth of the Company. The Company will only target late-stage development assets which, at a minimum, have secured grid connection, planning approvals and appropriate revenue arrangements, which minimises exposure to development risks but maximises the Company's competitive advantage compared to mature asset acquisitions.

The Company expects that construction-ready or in-construction Solar Power Assets will be operational within 12 months from commitment. As some offtakers execute PPAs more than 12 months in advance of the required commencement date, the Company may commit to acquire assets which will be operational more than 12 months from the time of commitment but seeks to limit capital commitments before construction commences.

## INVESTMENT RESTRICTIONS

In order to spread its investment risk, the Company has adopted certain investment restrictions, in each case to be measured at the time of the relevant investment, including:

- the Company may invest up to 30% of total assets in a single asset;
- the Company may invest up to 15% of total assets in development stage assets;
- the aggregate value of the Company's investment in assets under contract to any single offtaker will not exceed 40% of total assets; and
- Solar Assets in the US will represent at least 85% of total assets.

As a London Stock Exchange listed company, the Company is also subject to certain restrictions pursuant to the UKLA Listing Rules.

# BOARD OF DIRECTORS

The Directors are responsible for the determination of the Company's investment objective and policy and its investment strategy and have overall responsibility for the Company's activities, including the review of investment activity and performance and the supervision and control of the Investment Manager. The Directors have delegated responsibility for managing the assets comprising the portfolio to the Investment Manager. Further information on the Board is provided at [www.ussolarfund.co.uk](http://www.ussolarfund.co.uk).



**GILL NOTT**  
NON-EXECUTIVE CHAIR

**DATE OF APPOINTMENT:**  
February 15, 2019

## BACKGROUND AND EXPERIENCE

Gill has spent the majority of her career working in the energy sector, including positions with BP. In 1994 she became CEO of ProShare, a not-for-profit organisation promoting financial education, savings and investment, and employee share ownership. She was a non-executive director of the Financial Services Authority from 1998 until 2004. Subsequently she has held numerous board roles, including being a non-executive director of Liverpool Victoria Friendly Society, a leading insurer, and deputy chair of the Association of Investment Companies. Mrs Nott has served as both a non-executive director and chair of a number of venture capital trusts and investment trusts. She is currently chair of Premier Miton Global Renewables Trust plc, PMGR Securities 2025 plc and Gresham House Renewable Energy VCT 1 plc.

## ROLE:

Chair | Member of the Audit Committee, Remuneration and Nomination Committee and Management Engagement Committee



**RACHAEL NUTTER**  
NON-EXECUTIVE DIRECTOR

**DATE OF APPOINTMENT:**  
February 15, 2019

## BACKGROUND AND EXPERIENCE

Rachael has spent over 20 years in the energy sector and the last 15 years in the renewable and low carbon sectors. She is currently the director for project development at Climate Impact Partners and a director of Climate Impact Partners (Projects) Limited, a leading player in the carbon markets. Prior to this role, Rachael worked at Shell, where she started her career as a petroleum engineer, progressing to lead a global solar business development team that originated and delivered investments in solar projects and development platforms development before becoming general manager of Nature Based Solutions. Rachael was a board member of the Energy Technologies Institute, a UK public-private partnership established to accelerate the commercialisation of low carbon technologies.

## ROLE:

Chair of the Remuneration and Nomination Committee and Management Engagement Committee | Member of the Audit Committee



**JAMIE RICHARDS**  
NON-EXECUTIVE DIRECTOR

**DATE OF APPOINTMENT:**  
February 15, 2019

## BACKGROUND AND EXPERIENCE

Jamie is a chartered accountant and has 25 years' experience in fund management, banking and corporate recovery with a focus on the infrastructure and solar sector. Jamie was previously a partner at Foresight Group having joined in 2000. Between 2007 and 2018 he had overall responsibility from inception for the group's infrastructure and solar business in the UK, Australia, Italy, Spain and the US. As a member of the investment committee, he oversaw more than 100 solar projects representing the group's approximately £1.5 billion solar portfolio at the time and led the IPO of Foresight Solar Fund Limited. Prior to Foresight, Jamie worked at PwC, Citibank and Macquarie. Jamie is a non-executive director of Smart Meter Systems plc and currently acts as alternative chair of the investment committee of Community Owned Renewable Energy LLP, an investment programme targeting UK solar farms for community ownership.

## ROLE:

Chair of the Audit Committee | Member of the Remuneration and Nomination Committee and Management Engagement Committee



**THOMAS PLAGEMANN**  
NON-EXECUTIVE DIRECTOR

**DATE OF APPOINTMENT:**  
June 29, 2020

## BACKGROUND AND EXPERIENCE

Thomas has almost 30 years of experience originating and executing financings and investments in energy and infrastructure assets. Thomas previously served as the chief financial officer for PosiGen Inc., a New Orleans based residential solar and energy efficiency company focused on energy efficiency upgrades and installation of solar on homes in low-income communities. Prior to that, Mr Plagemann was the chief commercial officer at Vivint Solar, a leading residential solar business in the US and held senior positions at Santander Global Banking and Markets, First Solar and GE Capital. Thomas is an elected director on the board of the Solar Energy Industry Association, a non-profit trade association of the solar-energy industry in the US.

## ROLE:

Member of the Audit Committee, the Remuneration and Nomination Committee and Management Engagement Committee

## COMMITTEE MEMBERSHIP:

Each Director named above is a member of the Audit, Remuneration and Nomination, and Management Engagement Committees.

# DIRECTORS' REPORT

## PRINCIPAL ACTIVITY AND STATUS

US Solar Fund plc was incorporated as a Public Company, limited by shares, in England and Wales on 10 January 2019 with registered number 11761009. The registered office of the Company is The Scalpel, 18th Floor, 52 Lime Street, London EC3M 7AF. Its share capital is denominated in US dollars (**USD or \$**) and currently consists of Ordinary Shares. The Company's principal activity is to invest in a diversified portfolio of Solar Power Assets located in North America and other countries forming part of the Organisation for Economic Co-operation and Development (**OECD**) in the Americas.

## DIRECTORS

All Directors are Non-Executive Directors.

The Company maintains £20 million of directors' and officers' liability insurance coverage which was in place throughout the period and which continues in effect at the date of this report. As at the date of this report, and in so far as each Director is aware, there is no relevant audit information of which the Company's Auditors are unaware; and each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's Auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Details of the fees paid to Directors in the period are set out in the Directors' Remuneration Report on pages 71 to 73.

In accordance with FCA Listing Rules 9.8.6(R)(1), Directors' interest in the shares of the Company (in respect of which transactions are notifiable to the Company under FCA Disclosure and Transparency Rule 3.1.2(R)) as at 31 December 2023 are shown below:

Director	Ordinary Shares	% of issued share capital
<b>Gill Nott</b>	126,000	0.04%
<b>Jamie Richards</b>	185,112	0.06%
<b>Rachael Nutter</b>	39,934	0.01%
<b>Thomas Plegemann</b>	–	0.00%

## SIGNIFICANT SHAREHOLDING

As at 31 December 2023, the Company was aware of or had received notification in accordance with the Financial Conduct Authority's Disclosure and Transparency Rule 5 of the following interests in 3% or more of USF's shares to which voting rights are attached:

Shareholder	Ordinary Shares	% of issued share capital
<b>Liontrust Investment Management LLP</b>	36,591,431	11.02%
<b>CCLA Investment Management</b>	24,955,835	7.51%
<b>Sarasin &amp; Partners LLP</b>	24,880,452	7.49%
<b>Baillie Gifford &amp; Co</b>	22,435,096	6.75%
<b>Fidelity Investments</b>	20,351,459	6.13%
<b>Gravis Advisory Ltd</b>	15,505,965	4.67%
<b>Cantor Fitzgerald Asset Management Europe</b>	15,096,247	4.54%
<b>Hargreaves Lansdown Asset Management</b>	13,298,327	4.00%
<b>Brookes Macdonald Asset Management</b>	12,269,319	3.69%
<b>Privium Fund Management BV</b>	12,130,000	3.65%

Since the year end, the Company has been notified of the following changes in holding of voting rights in the Company:

Shareholder	Date threshold crossed or reached	Total% of voting rights	Resulting situation on date threshold was crossed or reached
<b>Weiss Asset Management</b>	3 January 2024	5.52%	11.44%
<b>Fidelity Investments</b>	4 January 2024	6.77%	2.94%
<b>Weiss Asset Management</b>	10 January 2024	11.44%	14.00%
<b>Weiss Asset Management</b>	11 January 2024	14.00%	17.13%
<b>Metage Capital Limited</b>	7 March 2024	N/A	3.15%
<b>Weiss Asset Management</b>	15 March 2024	17.13%	18.06%

There have been no other changes notified to the Company in respect of the above holdings, and no other new holdings notified, since the year end.

## GOING CONCERN

The Board has reviewed a set of financial projections of the cash flow and distribution profile of the Company prepared by the Investment Manager. The Board has assessed the prospects of the Group by reviewing its short-term cash flow forecast which covers a two year period and completed a detailed assessment to support the going concern conclusion for the 12 months following the signing of the Annual Report. After assessing these risks, and reviewing the Company's liquidity position, together with forecasts of the Company's future performance under various scenarios, the Board has a reasonable expectation that the Company will continue to meet its obligations as they fall due for at least the next 12 months. The Directors have considered the upcoming discontinuation vote expected at the Company's AGM in this assessment. The strategic review conducted throughout 2023 demonstrated that prevailing market conditions are not conducive to the Company realising the value of its assets and the Directors unanimously recommend that shareholders vote against it. Reflecting this view and initial feedback from some shareholders (and considering the 75% threshold required) the discontinuation vote is not expected to be passed. Should the discontinuation vote be passed the Directors would be required to put forward proposals to Shareholders at a general meeting of the Company, to be held within four months of the Discontinuation Resolution being passed, to wind up or otherwise reconstruct the Company, having regard to the illiquid nature of the Company's underlying assets. Any such process given the past strategic review, and to ensure appropriate value is returned to shareholders, would be expected to ultimately conclude more than 12 months after the balance sheet date.

As such, and reflecting the Company's strong liquidity position noted above, the Board concluded that it is appropriate to adopt the going concern basis of preparation in preparing these financial statements. For further details on going concern please see Note 2 of the Financial Statements.

## 2024 ANNUAL GENERAL MEETING (AGM)

Shareholders are invited to attend the Company's AGM to be held at the offices of JTC, The Scalpel, 18th Floor, 52 Lime Street, London EC3M 7AF on Tuesday, 21 May 2024 at 3:00 p.m. The AGM notice and explanatory notes are set out on pages 104 to 110.

Those shareholders who are unable to attend the AGM in person are encouraged to raise any questions in advance with the Company Secretary at [USSolarFund-CompanySecretary@jtcgroup.com](mailto:USSolarFund-CompanySecretary@jtcgroup.com) (please include 'USF AGM' in the subject heading and include your name and shareholder reference number, which can be found on your share certificate, proxy form or email broadcast from the Company). To the extent that it is appropriate to do so, we will respond to any questions received in a Q&A which will be posted on the Company's website, in advance of the AGM. Please note all questions should be submitted by close of business on Tuesday, 14 May 2024. If you are unable to locate your reference number, please contact the Company's Registrar, Computershare Investor Services PLC on 0370 703 6253. From overseas +44 (0370) 703 6253.

You may not use any electronic address provided in this section to communicate with the Company for any purposes other than those expressly stated.

Further, the Investment Manager will make available a presentation to shareholders in advance of the AGM. The presentation is expected to be available on the Company's website (<https://www.ussolarfund.co.uk/>) on Monday 13 May 2024.

## RESOLUTIONS TO BE PROPOSED AT THE AGM

There are 13 resolutions being proposed at the forthcoming AGM, 9 as ordinary resolutions, including approval of the Annual Report and Audited Financial Statements for the year ended 31 December 2023, as well as approving the Directors Remuneration Report contained within the 2023 Annual Report (**Resolution 1 and 2**). Ordinary Resolutions require 50% of the votes cast, whereas the four Special Resolutions require a 75% of the votes cast to be in favour of the relevant resolution, for that resolution to carry. **Resolution 13** a Special Resolution, is a Discontinuation resolution, for which the Board unanimously recommends to vote **AGAINST**. Further information on these resolutions as well as voting recommendations is given in the Notice of AGM and explanatory notes on pages 104 to 110.

## POLITICAL CONTRIBUTIONS

The Company made no political contributions during the period.

Signed by order of the Board



**GILL NOTT**

CHAIR

22 March 2024

# CORPORATE GOVERNANCE REPORT

The Board reports against the Principles and Provisions of the AIC Code of Corporate Governance (AIC Code). The AIC Code, which has been endorsed by the Financial Reporting Council, addresses provisions set out in the UK Corporate Governance Code (the UK Code), as well as including additional provisions that are of specific relevance to the Company.



The AIC Code is available on the AIC website (<https://www.theaic.co.uk/aic-code-of-corporate-governance>).

The Company has complied with the AIC Code during the year under review, except as disclosed below:

**Provision 14:** Due to the size of the Board a senior independent director has not been appointed. The Chair and Investment Manager maintain appropriate communication with shareholders. If required, the other Directors are available to shareholders. As the Board is small, any issues are discussed and dealt with by the Board as a whole. In the circumstance that there would be any issues with the Chair, the remaining Directors would deal with these. There is a joint Remuneration and Nomination Committee, with Rachael Nutter as the Chair, where any evaluation of the Board Chair's performance, re-election, or the recruitment of their successor is discussed.

## THE BOARD

The Board consists of four Directors all of whom are deemed to be independent of the Investment Manager. Biographical details of all Board members are included on page 59.

The conditions of appointment of Directors are available to shareholders upon request and are also available on the Company's website.

In accordance with the AIC Code, all the Directors will retire at the forthcoming AGM and being eligible, Gill Nott, Jamie Richards and Thomas Plagemann will offer themselves for re-election.

Rachael Nutter will not stand for re-election to the Board at the Company's upcoming AGM. A process is underway to recruit her replacement as part of wider succession planning.

Full Board meetings take place quarterly and the Board meets or communicates more regularly on an ad hoc basis to address specific issues. The Board has a formal schedule of matters specifically reserved for its decision, which includes but is not limited to: considering recommendations from the Investment Manager ensuring the Company is delivering on its strategy and monitoring performance against the Company's strategic objectives.



The Board has also established procedures whereby Directors wishing to do so in the furtherance of their duties may take independent professional advice at the Company's expense.

All Directors have access to the advice and services of the Company Secretary. The Company Secretary provides the Board with full information on the Company's assets and liabilities and other relevant information requested by the Chair, in advance of each Board meeting.

### BOARD COMMITTEES

The Board has delegated a number of areas of responsibility to its three committees: the Audit Committee, the Remuneration and Nomination Committee and the Management Engagement Committee. Each committee has defined terms of reference and duties, which are available on the Company's website.

### THE AUDIT COMMITTEE

The Audit Committee consists of the full Board and is chaired by Jamie Richards. Jamie is a chartered accountant and has recent and relevant financial experience.

The Audit Committee typically normally meets at least three times a year.

A full list of matters reserved for the Audit Committee is included within the Audit Committee Report on pages 68 to 70.

### THE REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee is comprised of the whole Board and is chaired by Rachael Nutter. Given Rachael Nutter will not stand for re-election to the Board, Jamie Richards is leading on the appointment of a new Director and will assume the role of Chair of the Remuneration and Nomination Committee during this process.

In accordance with the Committee's terms of reference, no Director is involved in any decisions with respect to their own remuneration.

The Company's Remuneration policy was approved at the Company's AGM held on 24 May 2023 as part of the regulatory three year approval process. Full details on this policy can be found in the Remuneration Report on pages 71 to 73.

This Committee meets as required to consider, amongst other things, the following:

- in conjunction with the Chair, setting the Directors' remuneration levels;
- considering the need to appoint external remuneration consultants;
- the process for appointments;
- ensuring plans are in place for orderly succession to the Board; and
- the development of a diverse pipeline for succession.

### DIVERSITY

The Remuneration and Nomination Committee is aware of the Hampton Alexander Review on board gender diversity, the Parker Review on ethnic diversity and the requirements of the FCA's policy statement on diversity and inclusion on company boards and executive management. The Board of Directors has comprised at least 50% women since the Company's inception in 2019 and is chaired by Gill Nott. The Management Engagement and the Remuneration and Nomination Committees are chaired by Rachael Nutter, and the Audit Committee is chaired by Jamie Richards. USF has no employees beyond its Non-Executive Board, with executive management of USF provided by its Investment Manager.

# CORPORATE GOVERNANCE REPORT CONTINUED

## GENDER IDENTITY AND ETHNIC BACKGROUND REPORTING AS OF 31 DECEMBER 2023

	Number of Board members	Percentage of USF Board	Number of committee chair positions	Number in executive management at Amber	Percentage of executive management at Amber
<b>Gender identity</b>					
Women	2	50%	2	10	43%
Men	2	50%	1	13	57%
<b>Ethnic background</b>					
White British or other white (including minority-white groups)	4	100%	3	21	91%
Mixed/Multiple ethnic groups	0	0%	0	1	4.5%
Asian/Asian British	0	0%	0	1	1.5%
Black/African/Caribbean/Black British	0	0%	0	0	0%
Other ethnic group, including Arab	0	0%	0	0	0%

The Company has not met the diversity targets set out in listing rules 9.8.6(9)R/14.3.33(1)R, in relation to the requirement that at least one individual on its Board be from a minority ethnic background. The Board currently comprises four members each serving their initial terms. The Board is aware of the importance and benefits of diversity including gender and ethnicity, as well as the increased focus on this area. When recruiting new directors such as the current search for a Non-Executive Director to replace Rachael Nutter, the Remuneration and Nomination Committee will consider a diverse list of candidates, and will continue to prioritise diversity in future appointments, while ensuring any appointee is also the best candidate for the role and has a strong fit with the rest of the Board and the Investment Manager.

### DIVERSITY POLICY

In reviewing Board composition, the Committee considers the benefits of all aspects of diversity including, but not limited to, differences in knowledge and understanding of relevant diverse geographies, peoples and their backgrounds including race or ethnic origin, sexual orientation, gender, age, disability or religion and national origin. Diversity also includes differences in backgrounds, experiences, physical abilities, socio-economic backgrounds, perspectives, thoughts, interests and ideas, in order to maintain an appropriate range and balance of skills, experience and background on the Board.

During the year, the Committee reviewed its diversity policy, which was updated to reflect the amendments to the listing rules.

### REVIEW OF BOARD REMUNERATION

During the year, the Remuneration and Nomination Committee carried out a review of the Directors' fees. This review was supported by a peer group fee analysis report prepared by the Company Secretary. The Committee identified that the current remuneration had fallen below the average remuneration paid by the Company's peer group.

It was noted that since IPO, the Company had only increased Directors remuneration in 2022, the Committee noted that for remuneration to remain competitive it should remain consistent with the market, additionally, as the Company would be engaging in the recruitment of a new Director to replace Rachael Nutter remuneration should be at a level to attract highly qualified candidates. Following a review of Board remuneration, the Committee recommended an increase of 8% to the Chair's remuneration and an increase of 5% for the remaining Director remuneration, effective 1 December 2023.

Details of the fees paid to the Directors during 2023 and the fees to be paid in 2024 are set out in the Directors' Remuneration Report on pages 71 to 73.

Director	Annual fee received during 2023 (£)	Annual fee to be paid in 2024 (£)
<b>Gillian Nott</b> (Director and Chair)	63,420	68,040
<b>Jamie Richards</b> (Director and Audit Committee Chair)	52,719	55,125
<b>Rachael Nutter</b>	42,175	44,100
<b>Thomas Plagemann</b>	42,175	44,100

## BOARD EVALUATION

During the year, the Board undertook a formal internal annual evaluation of its own performance by way of a questionnaire which was completed by each Director. The assessment was led by the Chair of the Remuneration and Nomination Committee and along with the Chair of the Board, the results were then discussed with the remaining Board members. It was concluded that under the leadership of the Company's Chair, the Board performed well and worked effectively together to achieve objectives in the best interests of the Company and its shareholders. Each Director made a positive contribution and the Board was considered well balanced with no weaknesses in the Board's capabilities being identified.

## EVALUATION OF THE CHAIR

The evaluation of the Chair was led by the Chair of the Remuneration and Nomination Committee with contributions from the other Directors. The Directors' feedback showed that the Chair effectively promoted a culture of openness and debate, facilitated constructive Board relations and ensured all Board members contributed effectively.

## TENURE OF CHAIR AND SUCCESSION POLICY

The Board has adopted a policy on chair tenure and succession planning. In line with this policy, the Chair should be in place for a maximum of nine years. As stated in the 2019 AIC Code, the chairs of investment companies differ to chairs of other companies which means that the maximum tenure of nine years provide in the AIC Code does not necessarily apply. However, to address the need for diversity, the Board's policy adopts a maximum 9 year tenure for the chair position.

The Board's policy for succession planning is that there should be forward looking and detailed succession and refreshment plans when proposing re-election of long-serving members. Any member of the Board who has served for nine years will be subject to a particularly rigorous review and evaluation process to determine whether they remain independent and should continue in their position. Each Board member is subject to annual re-election at each AGM. To date, no Director has been on the Board for 9 years or more.

Rachael Nutter will not be standing for re-election at the Company's forthcoming AGM being held in May 2024. The Board is engaged in finding a successor with the right balance of expertise and merit to complement the Board. A robust recruitment process to appoint a new Director is taking place with the engagement of an experienced recruitment consultant. The Board will continue to consider Directors' tenure and succession, particularly members who have joined the Board at the same time.

## THE MANAGEMENT ENGAGEMENT COMMITTEE

The Management Engagement Committee is comprised of the entire Board and is chaired by Rachael Nutter.

This Committee meets as required to consider, amongst other things, the appointment and terms of engagement of the Company's service providers including the Investment Manager and AIFM, and the performance of all key service providers. The Independent Auditor is not included in this review as its appointment and evaluation falls under the remit of the Audit Committee.

The Committee met once during the year to review the service levels and the fees for the key service providers to the Company. The Committee has recommended retention of the existing service providers to the Company, having challenged fee and service levels as appropriate. Key services providers will continue to be reviewed, at least, annually.

On 1 December 2023, the Company appointed Amber Infrastructure Investment Advisor, LLC as the new Investment Manager of the Company replacing NESM. During the period, the Company along with NESM undertook an extensive transition period to ensure the successful on boarding of the Company's new Investment Manager. An evaluation of the performance of NESM as the Investment Manager and AIFM was conducted by the Committee taking into consideration that an investment manager transition process and strategic review had occurred throughout the year, it was concluded that NESM had complied with the terms of their investment management agreement and had met their obligations to the Company as Investment Manager and AIFM during the period under review. The fees that had been paid to NESM and the fees agreed to be paid to Amber Infrastructure Investment Advisor, LLC were reviewed by the Committee and it was concluded that these were at a similar level to the fees paid by the Company's peers and were considered reasonable.

## BOARD AND COMMITTEE MEETINGS

The following table sets out the Directors' attendance at the Board and Committee meetings during the period:

Director	Board	Audit Committee	Remuneration and Nomination Committee	Management Engagement Committee
<b>Gillian Nott</b>	4/4	4/4	1/1	1/1
<b>Rachael Nutter</b>	4/4	4/4	1/1	1/1
<b>Jamie Richards</b>	4/4	4/4	1/1	1/1
<b>Thomas Plagemann</b>	4/4	4/4	1/1	1/1

## ADDITIONAL AD HOC MEETINGS

In addition to the above quarterly meetings, there are also additional ad hoc meetings, these are generally called to approve trading updates, specific announcements on portfolio activity and other general corporate matters and frequently involve a quorate subcommittee of the Board, appointed as necessary. During the current period, there were a lot more additional meetings held to discuss the strategic review. Representatives of JTC (UK) Limited, as Administrator and Company Secretary, attend all scheduled meetings as Secretary to the Board. In addition, representatives of the Investment Manager, the Independent Auditor and other advisers, are invited to attend as required.

# CORPORATE GOVERNANCE REPORT CONTINUED

## THE BOARD AGENDA

At quarterly meetings, the Board follows a formal agenda which generally includes:

- the Investment Manager's Report for the period, including strategic performance and acquisitions, a review of the performance of the investments and market conditions;
- financial results against budget and cash flow forecasts, including dividends declared and forecast;
- reports and updates on shareholder and investor communications;
- the corporate governance and secretary's report, with a review of policies and procedures, a compliance report and an update on legislative/ regulatory obligations as appropriate; and
- recommendations and updates from Board committees as appropriate.

## KEY ACTIVITIES OF THE BOARD DURING 2023

The primary focus at regular Board meetings has been on delivering the strategy and monitoring performance against the Company's strategic objectives. During the period, the Company completed the sale of its 50% interest in the Mountain Signal 2 asset. Additionally, the Company undertook a strategic review process which was initiated in October 2022 and was concluded during 2023 with the appointment of Amber Infrastructure Investment Advisor, LLC as the new Investment Manager.

The Company communicates with shareholders and solicits their views where it considers it is appropriate to do so. Shareholders are invited to attend the AGM where they have the opportunity to ask questions of the Directors. The Board also makes itself available to respond to written queries made by Shareholders or to meet with major Shareholders if so requested.

In relation to the conduct of the Company's 2024 AGM, voting on all resolutions will be conducted by way of poll rather than a show of hands. This is considered a more transparent method of voting as member votes are counted according to the number of shares held. As soon as practicable following the meeting the results of the voting and number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a regulatory information service and also placed on the Company's website.

## INTERNAL CONTROL AND RISK MANAGEMENT

Although the Board is ultimately responsible for safeguarding the assets of the Company, the Board has delegated, through written agreements, the day-to-day operation of the Company (including the financial reporting process) to the Investment Manager (Amber Infrastructure Investment Advisor LLC ) and Administrator (JTC (UK) Limited).

The Audit Committee keeps under review the internal financial controls and internal control and risk management, ensuring that the procedures to be followed by the advisers and themselves are in place.

The Board then reviews the effectiveness of the internal controls system, based on the report from the Audit Committee, on an annual basis to ensure that the controls remain relevant and were in operation throughout the year.

The Board conducted its annual review of the Financial Position and Prospectus Procedures (FPPP) Board memorandum which was prepared by the previous Investment Manager at the time, and Administrator and approved minor amendments. This sets out the procedures operating to identify the information needed to monitor the business and manage risk so as to make proper judgements on its financial position and prospects. In addition, it sets out the procedures to identify, assess and document the risk factors likely to impact on the Company's financial position, prospects and any changes and on the preparation and communication to the Directors of related information.

As part of its regular risk assessment procedures, the Board takes account of the significance of environmental, social and governance matters to the business of the Company. The Board has identified and assessed the significant ESG risks to the Company's short and long-term value, as well as the opportunities to enhance value that may arise from an appropriate response. Further information on the Company's approach to ESG can be found on pages 36 to 44.

## ANTI-BRIBERY POLICY

The Company operates an anti-bribery policy to ensure that it meets its responsibilities arising from the *Bribery Act 2010*.



**GILL NOTT**  
CHAIR  
22 March 2024

Red Oak (Heelstone Portfolio),  
6.9MW<sub>DC</sub> (North Carolina) ↙



# AUDIT COMMITTEE REPORT

**The Audit Committee (the Committee) is chaired by Jamie Richards and comprises all the independent Directors set out on page 59. The Committee operates within clearly defined terms of reference and includes all matters indicated by Rule 7.1 of the UK FCA's DTRs and the AIC Code.**



The terms of reference were reviewed during the year under review and were updated to enhance the Committee's scope to consider key risks facing the Company. The Board is satisfied that the Committee is properly constituted with one member of the Committee who is a chartered accountant with recent and relevant financial experience.

The Committee meets three times a year, and at such other times as the Committee shall require. Representatives of the Administrator and the Investment Manager may be invited to attend meetings as and when deemed appropriate.

## **ROLE AND RESPONSIBILITIES OF THE AUDIT COMMITTEE**

The function of the Committee is to ensure that the Company maintains the highest standards of integrity, financial reporting, internal and risk management systems and corporate governance. The main duties of the Audit Committee are:

- monitoring the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance and reviewing significant financial reporting judgements contained in them;
- review and challenge of the critical estimates and key judgements within the financial statements such as the assumptions supporting the valuation of the Company's investments, including discount rates, asset useful lives and forecast merchant power prices, which are determined by the Investment Manager and Independent Valuer;
- reporting to the Board on the appropriateness of the Company's accounting policies and practices including critical judgement areas;
- reviewing the valuation of the Company's investments prepared by the Investment Manager, and making a recommendation to the Board on the valuation of the Company's investments;
- meeting regularly with the Auditor to review their proposed audit plan and the subsequent audit report and assess the effectiveness of the audit process and the levels of fees paid in respect of both audit and non-audit work;
- making recommendations to the Board in relation to the appointment, reappointment or removal of the Auditor and approving their remuneration and the terms of their engagement;
- monitoring and reviewing annually the Auditor's independence, objectivity, expertise, resources, qualification and non-audit work;
- reviewing the effectiveness of the accounting and internal control systems of the Company and considering annually whether there is a need for the Company to have its own internal audit function;
- reviewing and considering the UK Code, the AIC Code, the FRC Guidance on Audit Committees and the Company's institutional investors' commitment to the UK Stewardship code;

- monitoring the progress of the Company's strategic review and determining the impact on the Annual Report and financial statements; and
- reviewing the risks facing the Company and monitoring the risk matrix.

The Audit Committee is required to report formally to the Board on its findings after each meeting on all matters within its duties and responsibilities. The Company's risk assessment process is a risk-based approach to internal control through a matrix which identifies key risks undertaken by the Investment Manager and Administrator, the risks associated with each activity and the controls employed to minimise risks.

Based on the results the Audit Committee establishes the Company's risk appetite against which the Investment Manager reports three times a year. The Board and the Investment Manager have clearly defined investment criteria, return targets, risk appetite and counterparty exposure limits. Reports on these performance measures, combined with cash projections and quarterly investment valuations are submitted to the Board for review at each quarterly meeting.

### FINANCIAL REPORTING

The primary role of the Committee in relation to financial reporting is to review with the Investment Manager, the Administrator and the Auditor the appropriateness of the half-year report and Annual Report and financial statements, concentrating on, amongst other matters:

- the quality and acceptability of accounting policies and practices;
- the clarity of the disclosures and compliance with financial reporting standards and relevant financial and governance reporting requirements;
- amendments to legislation and corporate governance reporting requirements and accounting treatment of new transactions in the year;
- the impact of new and amended accounting standards on the Company's financial statements;
- whether the Audit Committee believes that proper and appropriate processes and procedures have been followed in the preparation of the half year report and Annual Report and financial statements;
- whether the Annual Report and financial statements, taken as a whole, is fair, balanced, and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy;
- material areas in which significant judgements and estimates have been applied or there has been discussion with the Auditor; and
- any correspondence from regulators in relation to the Company's financial reporting.

### MEETINGS

During the year covered by this report, the Committee met formally on four occasions. The Committee considered and discussed the following matters:

- consideration of the terms of reference of the Audit Committee;
- review of the Company's risk register;
- review of the internal controls of the Investment Manager and Administrator;
- review and approval of the audit plan of the Auditor and timetable for the interim and annual financial statements; and
- detailed review of the interim financial statements and Annual Report including active consideration of the judgements associated with the investment held at fair value and discussions with the Company's Independent Valuer. Valuation of investments is discussed in more detail below given its significance.

### VALUATION OF INVESTMENTS

As outlined in notes 10 to the financial statements, the total carrying value of the investments at fair value as at 31 December 2023 was \$254.7 million (2022: \$317.6 million). Market quotations are not available for these financial assets, and as such, their valuation is undertaken using a discounted cash flow methodology. This requires a series of material judgements to be made, as further explained in Note 3 to the financial statements.

The valuation process and methodology were discussed by the Audit Committee with the Investment Manager at the time of the interim review, prior to the year-end valuation process, and again in March 2024 as part of the year-end sign-off process. The Independent Valuer, KPMG, carries out a valuation semi-annually, including a review of the valuation discount rates as at 31 December 2023. In September 2023, NESM, the Investment Manager of the Company up to 30 November 2023, provided a report to the Audit Committee that supported the valuation of the portfolio at 30 June 2023. The Independent Valuer also provided a report to the Audit Committee in March 2024 confirming that the discount rates adopted as at 31 December 2023 were reasonable.

### KEY FORECAST ASSUMPTIONS

The Audit Committee considered in detail those assumptions that are subject to judgement that have a material impact on the valuation. A significant proportion of the solar projects' income streams are power income under long-term PPAs; some of which have fixed price mechanisms. However, over time the proportion of power income that is fixed reduces and the proportion where the Company has exposure to wholesale electricity prices increases. The Investment Manager considers the forecasts provided by two expert energy advisers and adopts a profile of assumed future power prices by location of the solar assets.

The Investment Manager's valuation methodology is set out on pages 28 to 30 and other key macroeconomic, asset life and cost assumptions and sensitivities considered by the Audit Committee are included in Note 10 to the Financial Statements.

# AUDIT COMMITTEE REPORT CONTINUED

## AUDITOR INTERACTION

The Independent Auditor explained the results of their review of the valuation, including their consideration of the Company's underlying cash flow projections, the macroeconomic assumptions and discount rates to the Audit Committee. Based on their audit work there were no adjustments proposed that were material in the context of the 31 December 2023 financial statements as presented.

## INTERNAL AUDIT

The Committee considers at least once a year whether there is a need for an internal audit function. Currently it does not consider there to be a need for an internal audit function, given that there are no employees in the Company and all outsourced functions are with parties who have their own internal controls and procedures.

## EXTERNAL AUDIT

Deloitte LLP has performed the role of Independent Auditor since the Company's inception and was retained by the Board during the year as the Independent Auditor.

## EFFECTIVENESS OF THE AUDIT PROCESS

To fulfil its responsibility regarding the independence of the Auditor, the Committee has considered:

- Discussions with or reports from the Auditor describing its arrangements to identify, report and manage any conflicts of interest
- The extent of non-audit services provided by the Auditor and arrangements for ensuring the independence and objectivity and robustness and perceptiveness of the Auditor and their handling of key accounting and audit judgements

To assess the effectiveness of the Auditor, the Committee has reviewed and challenged:

- The Auditor's fulfilment of the agreed audit plan and variations from it
- Discussions or reports highlighting the major issues that arose during the course of the audit
- Feedback from other service providers evaluating the performance of the audit team
- Arrangements for ensuring independence and objectivity
- Robustness of the Auditor in handling key accounting and audit judgements

The Committee is satisfied with Deloitte's effectiveness and independence as Auditor, having considered the degree of diligence and professional scepticism demonstrated by them.

## FAIR, BALANCED AND UNDERSTANDABLE

As a result of its review of the Annual Report and accounts, underpinned by its discussions with operating and finance management regarding the Strategic Report, and with the finance team regarding the financial statements, the Committee advised the Board that, in the Committee's view, the Annual Report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

## NON-AUDIT SERVICES

Details of audit and non-audit fees paid to the Independent Auditor Deloitte LLP during the year are disclosed in Note 7 to the financial statements. The Committee approved these fees after a review of the level and nature of work to be performed and are satisfied that they are appropriate for the scope of the work required.

The objectivity of the Auditor is reviewed by the Committee which also reviews the terms under which the Independent Auditor may be appointed to perform non audit services. The Committee reviews the scope and results of the audit, its cost effectiveness and the independence and objectivity of the Auditor, with regard to any non-audit work that the Auditor may undertake. In order to safeguard Auditor independence and objectivity, the Committee ensures that any other advisory and/or consulting services provided by the Independent Auditor do not conflict with its statutory audit responsibilities. Advisory and/or consulting services will generally only cover reviews of interim financial statements, specific and relevant assurance engagements and reporting accountant related work. Any non-audit services conducted by the Auditor outside of these areas will require detailed consideration and the consent of the Committee before being initiated.

## INDEPENDENCE

The Committee is required to consider the independence of the Independent Auditor. In fulfilling this requirement, the Committee has considered a report from Deloitte describing its arrangements to identify, report and manage any conflict of interest and the extent of non-audit services provided by them. The Committee has concluded that it considers Deloitte to be independent of the Company and that the provision of the non-audit services described above is not a threat to the objectivity and independence of the conduct of the audit.

## AUDITOR'S TENURE

The Auditor is required to rotate the audit partner every five years. The current partner is in his fifth year of tenure having been engaged on an uninterrupted basis since 30 June 2019. There are no contractual obligations restricting the choice of external auditor and the Company will consider putting the audit services contract out to tender at least every ten years. In line with the FRC's recommendations on audit tendering, this will be considered further when the audit partner rotates every five years. Under the Companies Law, the reappointment of the Independent Auditor is subject to shareholder approval at the AGM.

Having carried out the review described above and having satisfied itself that the Auditor remains independent and effective, the Audit Committee has recommended to the Board that Deloitte be reappointed as Auditor for the year ending 31 December 2023.

## AGM

The Chair of the Committee will be present at the Company's AGM to answer questions on the Audit Committee's activity and matters within the scope of the Audit Committee's responsibilities.

## JAMIE RICHARDS

CHAIR OF THE AUDIT COMMITTEE  
22 March 2024



# DIRECTORS' REMUNERATION REPORT

The Board has prepared this report in line with the AIC Code as well as the requirements of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI2008/410) and the Companies Act 2006.

Under the requirements of Section 497 of the Companies Act 2006, the Company's Auditor is required to audit certain disclosures contained within the report. These disclosures have been highlighted and the audit opinion thereon is contained within the Auditor's Report on pages 74 to 80.

## CONSIDERATION BY THE DIRECTORS OF MATTERS RELATING TO DIRECTORS' REMUNERATION

The Remuneration and Nomination Committee comprises the entire Board with Rachael Nutter as Chair. This is considered appropriate as all the Board members are independent Non-Executive Directors. As Rachael Nutter will be retiring at the forthcoming AGM and whilst her replacement is being sought, Jamie Richards will Chair the Remuneration and Nomination Committee. The Committee has responsibility for reviewing the remuneration of the Directors, specifically reflecting the time commitment and responsibilities of the role and meets at least annually. The Committee also undertakes external comparisons and reviews to ensure that the levels of remuneration paid are broadly in line with industry standards and members have access to independent advice where they consider it appropriate.

During the year neither the Board nor the Committee has been provided with external advice or services by any person, but has received industry comparison information from the Company Secretary in respect of the Directors' remuneration.

The remuneration policy set by the Board is described below. Individual remuneration packages are determined by the Remuneration and Nomination Committee within the framework of this policy.

The Directors are not involved in deciding their own individual remuneration with each Director abstaining from voting on their own remuneration.

## REMUNERATION POLICY

The Company's remuneration policy is detailed below. This was initially adopted on 19 November 2019 and approved by Shareholders at the 2020 AGM. The policy was subsequently approved at the AGM held on 24 May 2023 as part of the regulatory three yearly approval process. The Company has followed the Remuneration Policy during 2023 and, having reviewed it at our 2023 meeting, concluded that it remains appropriate.

## POLICY

The Company's policy is that the remuneration of Non-Executive Directors should be determined with due regard to the experience of the Board as a whole, the time commitment required and to be fair and comparable to that of other Non-Executive Directors of similar companies. The Company may also periodically choose to benchmark Directors' fees with an independent review, to ensure they remain competitive, fair and reasonable.

The fees for the Directors are determined within the limits set out in the Company's Articles of Association which states that the Directors' remuneration for their services in the office of director shall, in the aggregate, not exceed £500,000 per annum or such higher figure as the Company, by ordinary resolution, determines. The Directors may elect to apply the cash amount equal to their annual fee to subscribe for or to purchase Ordinary Shares. Directors' fees will be reviewed at least annually.

The Directors are entitled only to their annual fee and to be reimbursed for any expenses properly and reasonably incurred by them respectively in and about the business of the Company or in the discharge of his or her duties as a director.

Any director who performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such reasonable additional remuneration to be determined by the Directors or any committee appointed by the Directors and such additional remuneration shall be in addition to any remuneration provided for by way of their annual fee and their reasonable expenses.

No element of the Directors' remuneration is performance related, nor does any director have any entitlement to pensions, share options or any long-term incentive plans from the Company.

The Directors hold their office in accordance with the Articles and their appointment letters. No director has a service contract with the Company, nor is any such contract proposed. The Directors' appointments can be terminated in accordance with the Articles and without compensation.

## RETIREMENT BY ROTATION

In accordance with the Articles of Association, the requirements of the AIC Code and the Board's policy, all the Directors will retire annually and, being eligible, will offer themselves for re-election. Gill Nott, Jamie Richards and Thomas Plagemann will offer themselves up for re-election whilst Rachael Nutter will not offer herself for re-election. Biographical notes on the Directors are given on page 59. The Board believes that each Director's skills, experience and knowledge continue to complement each other and add value to the Company and recommends the re-election of all the Directors who will stand for re-election to the Board.

## DETAILS OF DIRECTORS' REMUNERATION (AUDITED)

The emoluments in respect of qualifying services of each person who served as a Director during the period are shown below. For the period from 1 January 2023 to 30 November 2023 the Directors were paid a base annual fee of £42,000 which was pro-rated and following a review of remuneration, an increase in fees were approved with an increase of 8% increase on the Chairman's fees and 5% of the remaining Directors' fees starting from 1 December 2023. During the period, taking into consideration the fee increases from 1 December, the Directors were paid a basic annual fee of £42,175 quarterly in arrears for their services. In addition to this fee, Gill Nott was paid an additional £21,245 per annum for her role as Chair of the Board. Jamie Richards was paid an additional £10,544 per annum for serving as Chair of the Audit committee.

# DIRECTORS' REMUNERATION REPORT CONTINUED

No Director has waived or agreed to waive any emoluments from the Company in the current year. No other remuneration was paid or payable by the Company during the current period nor were any expenses claimed by or paid to them other than for expenses incurred wholly, necessarily and exclusively in furtherance of their duties as Directors of the Company.

## DIRECTORS' REMUNERATION<sup>23</sup>

Director	Current annual fee (£)	Fees paid from 1 Jan – 31 Dec 2023 (£)	Fees paid from 1 Jan – 31 Dec 2022 (£)	Fees paid from 1 Jan – 31 Dec 2021 (£)
<b>Gillian Nott</b>	68,040	*63,420	63,000	60,000
<b>Jamie Richards</b>	55,125	**52,719	52,500	50,000
<b>Rachael Nutter</b>	44,100	42,175	42,000	40,000
<b>Thomas Plagemann</b>	44,100	42,175	42,000	40,000
<b>Total</b>	211,365	200,489	199,500	190,000

\* This includes £21,245 per annum in respect of serving as Chair of the Board during the period 1 January – 31 December 2023.

\*\* This includes £10,544 per annum in respect of serving as Chair of the Audit Committee during the period 1 January – 31 December 2023.

## DIRECTORS' SHAREHOLDINGS

The Directors who held office during the year and their interests in the issued shares of 1c each of the Company were as follows:

Director	Ordinary Shares
<b>Gill Nott</b>	126,000
<b>Jamie Richards</b>	185,112
<b>Rachael Nutter</b>	39,934
<b>Thomas Plagemann</b>	–
<b>Total</b>	351,046

All of the Directors' share interests shown above were held beneficially.

## RELATIVE IMPORTANCE OF SPEND ON PAY

The difference in actual spend between 31 December 2023 and 31 December 2022 on Directors' remuneration in comparison to distributions (dividends and share buybacks) are set out in the chart below.

	Payments made from 1 Jan – 31 Dec 2023 (\$)	Payments made from 1 Jan – 31 Dec 2022 (\$)	% Change
<b>Directors' total remuneration<sup>23*</sup></b>	236,724	266,446	11
<b>Dividends declared</b>	18,735,649	18,469,890	1.4
<b>Buyback of Ordinary Shares</b>	–	–	–

\* Directors' remuneration is paid in Great Britain Pounds (GBP), however for comparison purposes the Directors' total remuneration in this table is shown in US dollars, converted at the exchange rate applicable at the date of payment.

## 2024 REMUNERATION

The remuneration levels for the forthcoming year for the Directors of US Solar Fund plc are shown in the Current Annual Fee column in the above table.

In setting the Directors' remuneration, consideration is given to the performance of the Company. The Company's performance over the reporting periods since the Company's Ordinary Shares were first listed on the London Stock Exchange, and shows share price total return and net asset value total return performance on a dividends reinvested basis can be found in the performance graph contained in the Operating Review on page 30.

## STATEMENT OF VOTING AT AGM

Shareholders considered and approved the Company's remuneration policy at the AGM on 24 May 2023. At the AGM on 24 May 2023, the votes in respect of the resolutions to approve the Director's Remuneration Report and the Remuneration Policy received 99.93% of votes in favour respectively.

## APPROVAL OF THE REMUNERATION REPORT

An ordinary resolution for the approval of this Directors' Remuneration Report will be put to Shareholders at the forthcoming Annual General Meeting.

## COMPANY-WIDE CONSIDERATIONS

There are no executive directors, nor are there any employees of the Company, so there are no statements to make on any consultations, comparisons or pay and employment conditions within the Company.

## STATEMENT OF CONSIDERATION OF SHAREHOLDER VIEWS

No comments were received in meetings held with Shareholders in 2023 in relation to Directors' fees. Following publication of the 2023 Annual Report and prior to the AGM, the Company will offer to meet virtually with Shareholders to discuss the Company's performance and prospects and give Shareholders the opportunity to ask questions about the Remuneration Policy and levels of remuneration.

This Directors' Remuneration Report was approved by the Board on 22 March 2024 and is signed on its behalf by Rachael Nutter (Director and Chair of the Remuneration and Nomination Committee).

## RACHAEL NUTTER

CHAIR OF THE REMUNERATION & NOMINATION COMMITTEE  
22 March 2024

<sup>23</sup> Payments including to HMRC were made in January 2024 relating to fees for the prior year. These are included in the Directors' Remuneration.

# DIRECTOR'S RESPONSIBILITY STATEMENT

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

As a Company listed on the London Stock Exchange, US Solar Fund plc is subject to the FCA's Listing Rules and Disclosure and Transparency Rules, as well as to all applicable laws and regulations in England and Wales where it is registered.

The financial statements have been prepared in accordance with UK-adopted international accounting standards. Under the *UK Companies Act 2006*, the Directors must not approve the financial statements unless they are satisfied they give a true and fair view of the state of affairs of the Company and of the profit or loss for the period. In preparing these financial statements, the Directors should:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable;
- specify which generally accepted accounting principles have been adopted in their preparation; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which are sufficient to show and explain the Company's transactions and are to 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 requirements of 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 are also responsible for preparing the Annual Report and financial statements and the Directors confirm that they consider that, taken as a whole, the Annual Report and financial statements are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's performance, business model and strategy. In accordance with the FCA's Disclosure and Transparency Rules, the Directors confirm to the best of their knowledge that:

- the financial statements, prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company taken as a whole;
- the Annual Report and accounts include a fair view of important events that have occurred during the financial period; and
- the Annual Report and accounts include the related parties' transactions that have taken place in the financial period and that have materially affected the financial position or the performance of the enterprise during that period.

The Directors have acknowledged their responsibilities in relation to the financial statements for the period to 31 December 2023.

Signed by order of the Board,



**GILL NOTT**  
CHAIR  
22 March 2024

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF US SOLAR FUND PLC

## Report on the audit of the financial statements

### 1. OPINION

In our opinion the financial statements of US Solar Fund plc (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of profit and loss and other comprehensive income;
- the statement of financial position;
- the statement of changes in equity;
- the statement of cash flows; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards.

### 2. BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the Company for the year are disclosed in note 7 to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the Company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 3. SUMMARY OF OUR AUDIT APPROACH

<b>Key audit matters</b>	The key audit matter that we identified in the current year was: – Fair value of investments Within this report, key audit matters are identified as follows: ⊕ Similar level of risk
<b>Materiality</b>	The materiality that we used in the current year was \$3.8m which was determined on the basis of 1.5% of total shareholders' equity.
<b>Scoping</b>	As the Company is required to measure its subsidiaries at fair value rather than consolidate on a line-by-line basis, the Company has been treated as having only one component.
<b>Significant changes in our approach</b>	There have been no significant changes to our audit approach in the current period.

### 4. 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.

Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- evaluating the Company's liquidity requirements and forecast cashflows over the assessment period;
- evaluating the Company's investment commitments and opportunities alongside the funding strategy and availability of existing facilities held by subsidiaries;
- assessing the assumptions used in the forecast cashflows, including performing sensitivity analysis in relation to key assumptions;
- assessing the amount of headroom in the forecasts;
- assessing the Board's assessment of the most likely conclusion of the discontinuation vote, the consequences of a discontinuation vote passing including the associated required actions on the Board and the associated impact on the Company over the going concern period; and
- assessing the appropriateness of the going concern disclosures in the financial statements.

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 12 months from when the financial statements are authorised for issue.

In relation to the reporting on how the Company has applied the Association of Investment Companies Code of Corporate Governance (the "AIC Code"), we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

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

## 5. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### 5.1. FAIR VALUE OF INVESTMENTS

<b>Key audit matter description</b>	<p>The Company's investments, held at fair value as required by IFRS 10, comprise of investments in an intermediate holding company and its associated debt interest. The subsidiary entity holds investments in solar power assets.</p> <p>The Company has made five investments via this subsidiary entity as at 31 December 2023. The total value of investments, including loan receivables, recognised at fair value as at the reporting date is \$254.7m (2022: \$317.6m).</p> <p>The valuation of investments in line with the requirements of IFRS 13 requires significant judgements given there is no liquid or quoted price information available for the investments made, in particular in relation to merchant price forecasts and discount rates used to derive fair value. Other key assumptions include inflation rates, forecast power generation, operational expenses, capital structures, tax rates and economic life of operational assets applied to future cashflows, as well as the potential impact of climate change.</p> <p>Due to the inherent risks described above we have identified a risk of error and a potential fraud risk relating to the possibility that investments may be valued inappropriately. In the current year additional consideration has been given to evidence arising as a result of the current market capitalisation of the Company being at a discount to the net asset value in the financial statements and the impact of changes in macro-economic factors including interest rates and energy prices.</p> <p>A breakdown of the investments and the assumptions applied to the valuation are described in note 10 of the financial statements. Detail of the accounting policy applied by the Company is set out in note 5 with details in respect of the valuation approach and methodology set out in note 10.</p>
<b>How the scope of our audit responded to the key audit matter</b>	<p>We challenged the assumptions made by the Directors and the valuation recognised through the following procedures:</p> <ul style="list-style-type: none"> <li>– obtaining an understanding of relevant controls related to the valuation process at 31 December 2023;</li> <li>– considering past legal documentation and correspondence related to the acquisition of investments to assess whether the Company has the rights and obligations to recognise the investments at the reporting date;</li> <li>– assessing the methodology applied in determining fair value and challenge of key assumptions through the use of benchmarking against third party sources and past strategic review or evidence of market practice;</li> <li>– involving valuation specialists and utilising other sources of evidence to assess and evaluate the valuation methodology applied, the financial models prepared by the directors and key assumptions adopted including discount rates, merchant price assumptions and useful economic life assumptions;</li> <li>– in conjunction with our valuation specialists, reviewing and challenging of management's benchmarking of the net asset value of the Company against market capitalisation with the offers received through the strategic review process;</li> <li>– using macroeconomic data and observable market data to challenge key assumptions including interest rates and energy prices, and the consideration of the impact of climate change on the future demand for renewable energy;</li> <li>– assessing the arithmetic accuracy of the models prepared by management;</li> <li>– assessing the sensitivity analysis over key assumptions performed by management to assess the impact of a reasonably possible change on the fair value of investments recognised; and</li> <li>– evaluating the adequacy of the disclosures made in the financial statements.</li> </ul>
<b>Key observations</b>	<p>Based on the audit procedures performed we have concluded that the valuation of investments and relevant disclosures are appropriate.</p>

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF US SOLAR FUND PLC CONTINUED

## Report on the audit of the financial statements

### 6. OUR APPLICATION OF MATERIALITY

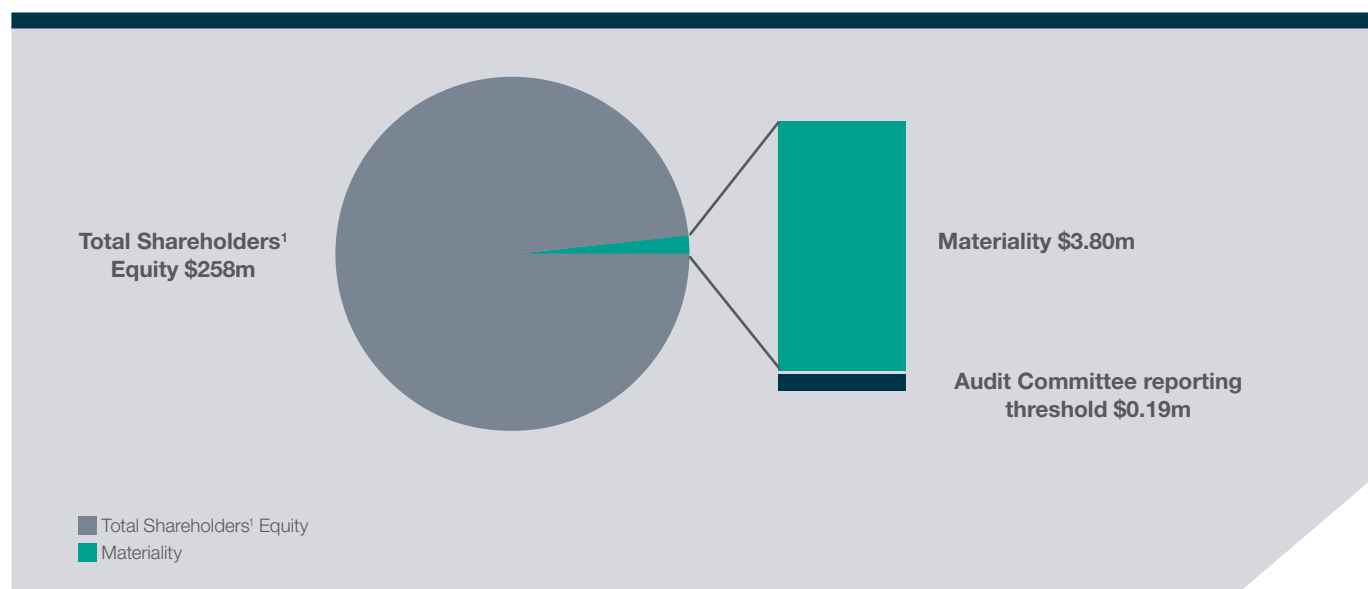
#### 6.1. MATERIALITY

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

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

<b>Materiality</b>	\$3.80m (2022: \$4.80m)
<b>Basis for determining materiality</b>	1.5% of total shareholders' equity (2022: 1.5% of total shareholders' equity)
<b>Rationale for the benchmark applied</b>	We consider total shareholders' equity to be the key benchmark used by members of the Company in assessing financial performance. Net asset value is a key metric communicated to shareholders and investors and, due to the nature of the Company as an investment entity, reflects both the performance and position of the Company.

A lower materiality threshold of \$0.35m based upon 5% of expenses (2022: \$0.22m based on 5% of expenses) has also been applied to all administrative expenses and related balances recognised within the statement of financial position at the reporting date. The use of a lower materiality threshold reflects the nature of these transactions being primarily from related parties.



#### 6.2. PERFORMANCE MATERIALITY

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. Performance materiality was set at 70% of materiality for the 2023 audit (2022: 70%). In determining performance materiality, we considered the following factors:

- our understanding of the control environment relevant to the financial reporting process;
- no significant changes in the business during the year against the expected business plan and strategy;
- historically low level of identified uncorrected misstatements; and
- relative complexity of operations and stage of investment lifecycle in the current period.

#### 6.3. ERROR REPORTING THRESHOLD

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of \$0.19 million (2022: \$0.24 million), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

## 7. AN OVERVIEW OF THE SCOPE OF OUR AUDIT

### 7.1. SCOPING

Our audit was scoped by obtaining an understanding of the entity and its environment, including internal control, and assessing the risks of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.

As the Company is required to measure its subsidiaries at fair value rather than consolidate on a line-by-line basis, the Company has been treated as having only one component and thus all of the work was carried out by one audit team.

### 7.2. OUR CONSIDERATION OF THE CONTROL ENVIRONMENT

Reflecting the limited segregation of duties and timing of control activities, we did not plan to take a controls reliance approach in the current year and we therefore adopted a non-controls reliance approach with our testing. However, we obtained an understanding of relevant controls over the fair value of investments business cycle and the financial reporting process as part of our audit procedures in these areas.

### 7.3. OUR CONSIDERATION OF CLIMATE-RELATED RISKS

Management has considered transition and physical risks when factoring in climate change as part of their risk assessment process when considering the principal risks and uncertainties facing the Company. This is set out in the strategic report on pages 6 to 57 and the principal risks set out on pages 46 to 54. From the financial statements' perspective, these risks have been focused on the valuation of investments. This is consistent with our evaluation of the climate-related risks facing the Company and is linked to the key audit matter as highlighted in section 5.1 above. In planning our audit, we have considered the potential impact of climate change on the Company's business and its financial statements.

In addition, we have:

- assessed the key financial statement line items and estimates which are more likely to be materially impacted by climate change risks given the more notable impacts of climate change on the business are expected to arise in the medium to long term.
- challenged how the Directors considered climate change in their assessment of going concern based on our understanding of the business environment and by benchmarking relevant assumptions with market data.
- with the involvement of our Environmental Social and Governance (ESG) specialist we have assessed the Task Force for Climate related Financial Disclosures (TCFD) on pages 42 to 44 against the recommendations of the TCFD framework.
- read the climate risk disclosures included throughout the strategic report section of the Annual Report to consider whether they are materially consistent with the financial statements and our knowledge obtained in the audit.

## 8. OTHER INFORMATION

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

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement 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.

## 9. 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF US SOLAR FUND PLC CONTINUED

## Report on the audit of the financial statements

### 10. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

### 11. EXTENT TO WHICH THE AUDIT WAS CONSIDERED 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.

#### 11.1. IDENTIFYING AND ASSESSING POTENTIAL RISKS RELATED TO IRREGULARITIES

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Company's remuneration policies, key drivers for Directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, the Directors and the Audit Committee about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's sector;
- any matters we identified having obtained and reviewed the Company's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and relevant internal specialists, including valuation and ESG specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the fair value of investments. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the Company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. This includes the Alternative Investment Fund Managers (AIFM) Directive and Non-Mainstream Pooled Investments regulations.

#### 11.2. AUDIT RESPONSE TO RISKS IDENTIFIED

As a result of performing the above, we identified the fair value of investments as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management and the Audit Committee concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.



## Report on other legal and regulatory requirements

### 12. OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

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 any material misstatements in the strategic report or the Directors' report.

### 13. CORPORATE GOVERNANCE STATEMENT

The Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the AIC Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on pages 60 to 61;
- the Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 55;
- the Directors' statement on fair, balanced and understandable set out on page 73;
- the Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 55;
- the section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on page 66; and
- the section describing the work of the audit committee set out on pages 68 to 70.

### 14. MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

#### 14.1. ADEQUACY OF EXPLANATIONS RECEIVED AND ACCOUNTING RECORDS

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have nothing to report in respect of these matters.

#### 14.2. DIRECTORS' REMUNERATION

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of Directors' remuneration have not been made or the part of the Directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

### 15. OTHER MATTERS WHICH WE ARE REQUIRED TO ADDRESS

#### 15.1. AUDITOR TENURE

Following the recommendation of the Audit Committee, we were appointed by the Directors on 30 June 2019 to audit the financial statements for the year ending 31 December 2019 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is five years, covering the years ending 31 December 2019 to 31 December 2023.

#### 15.2. CONSISTENCY OF THE AUDIT REPORT WITH THE ADDITIONAL REPORT TO THE AUDIT COMMITTEE

Our audit opinion is consistent with the additional report to the Audit Committee we are required to provide in accordance with ISAs (UK).

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# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF US SOLAR FUND PLC CONTINUED REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

## 16. 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.

**ANTHONY MATTHEWS FCA**  
SENIOR STATUTORY AUDITOR

For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom

22 March 2024

# STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	For the year ended 31 December 2023			For the year ended 31 December 2022		
		Revenue USD '000	Capital USD '000	Total USD '000	Revenue USD '000	Capital USD '000	Total USD '000
Net gain/(loss) on investments at fair value through profit and loss		–	(62,911)	(62,911)	–	(4,009)	(4,009)
MSA fee income		6,421	–	6,421	5,499	–	5,499
Dividends received		18,325	–	18,325	15,912	–	15,912
Intercompany interest income		1,989	–	1,989	1,989	–	1,989
Interest income	6	217	–	217	4	–	4
<b>Total income</b>		<b>26,952</b>	<b>(62,911)</b>	<b>(35,959)</b>	<b>23,404</b>	<b>(4,009)</b>	<b>19,395</b>
<b>Expenditure</b>							
Administrative and other expenses	7	(7,064)	–	(7,064)	(4,533)	–	(4,533)
<b>Operating (loss)/profit for the year</b>		<b>19,888</b>	<b>(62,911)</b>	<b>(43,023)</b>	<b>18,871</b>	<b>(4,009)</b>	<b>14,862</b>
Loss on foreign exchange		–	(33)	(33)	–	(367)	(367)
<b>(Loss)/profit before taxation</b>		<b>19,888</b>	<b>(62,944)</b>	<b>(43,056)</b>	<b>18,871</b>	<b>(4,376)</b>	<b>14,495</b>
Taxation	8	–	–	–	–	–	–
<b>(Loss)/profit and total comprehensive income for the year</b>		<b>19,888</b>	<b>(62,944)</b>	<b>(43,056)</b>	<b>18,871</b>	<b>(4,376)</b>	<b>14,495</b>
Earnings per share (basic and diluted) – cents/share	9	5.99	(18.95)	(12.96)	5.68	(1.32)	4.36

All items dealt with in arriving at the result for the year relate to continuing operations.

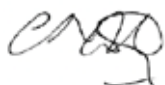
The Total column of this statement represents the Company's profit and loss account. The financial statements have been prepared in accordance with UK-adopted international accounting standards. The supplementary revenue and capital columns are presented for information purposes, in accordance with the Statement of Recommended Practice issued by the Association of Investment Companies, as further explained in note 2.

# STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	31 December 2023 USD '000	31 December 2022 USD '000
<b>Non-current assets</b>			
Investment held at fair value	10	254,723	317,634
		<b>254,723</b>	<b>317,634</b>
<b>Current assets</b>			
Trade and other receivables	11	3,088	1,215
Cash and cash equivalents		1,554	7,326
		<b>4,642</b>	<b>8,541</b>
<b>Total assets</b>		<b>259,365</b>	<b>326,175</b>
<b>Current liabilities</b>			
Trade and other payables	12	1,135	1,104
Dividends payable		–	5,049
		<b>1,135</b>	<b>6,153</b>
<b>Net current assets</b>		<b>3,507</b>	<b>2,388</b>
<b>Total net assets</b>		<b>258,230</b>	<b>320,022</b>
<b>Shareholders equity</b>			
<b>Share capital</b>	14	<b>3,322</b>	3,322
Share premium	14	128,036	128,036
Capital reduction reserve	14	175,008	175,008
Capital reserve	14	(54,473)	8,473
Retained earnings	14	6,337	5,186
<b>Total shareholders equity</b>		<b>258,230</b>	<b>320,022</b>
Net asset value per share	15	<b>0.78</b>	0.96

The financial statements of US Solar Fund plc (registered number 11761009) were approved by the Board of Directors and authorised for issue on 22 March 2024. They were signed on its behalf by:



**GILL NOTT**  
DIRECTOR  
22 March 2024

# STATEMENT OF CHANGES IN EQUITY

## For the year ended 31 December 2023

	Notes	Share capital USD '000	Share premium USD '000	Capital reduction reserve USD '000	Capital reserve USD '000	Retained earnings USD '000	Total equity USD '000
<b>Balance at 1 January 2023</b>		<b>3,322</b>	<b>128,036</b>	<b>175,008</b>	<b>8,471</b>	<b>5,185</b>	<b>320,022</b>
Dividends	14	–	–	–	–	(18,736)	(18,736)
Tax charge	8	–	–	–	–	–	–
(Loss)/profit & total comprehensive income for the year		–	–	–	(62,944)	19,888	(43,056)
<b>Balance at 31 December 2023</b>		<b>3,322</b>	<b>128,036</b>	<b>175,008</b>	<b>(54,473)</b>	<b>6,337</b>	<b>258,230</b>

## For the year ended 31 December 2022

	Notes	Share capital USD '000	Share premium USD '000	Capital reduction reserve USD '000	Capital reserve USD '000	Retained earnings USD '000	Total equity USD '000
<b>Balance at 1 January 2022</b>		<b>3,322</b>	<b>128,036</b>	<b>175,080</b>	<b>12,648</b>	<b>4,910</b>	<b>323,996</b>
Dividends	14	–	–	(72)	–	(18,397)	(18,469)
Tax charge	8	–	–	–	199	(199)	–
Profit & total comprehensive income for the year		–	–	–	(4,376)	18,871	14,495
<b>Balance at 31 December 2022</b>		<b>3,322</b>	<b>128,036</b>	<b>175,008</b>	<b>8,471</b>	<b>5,185</b>	<b>320,022</b>

The notes on pages 85 to 99 form an integral part of these financial statements.

# STATEMENT OF CASH FLOWS

## For the year ended 31 December 2023

	Notes	Year ended 31 December 2023 USD '000	Year ended 31 December 2022 USD '000
<b>Cash flows from operating activities</b>			
Profit for the year		(43,056)	14,495
Adjustments for:			
Net (gain)/loss on investments at fair value through profit and loss	10	62,911	4,009
(Gains)/loss on foreign exchange		33	367
<b>Operating cash flows before movements in working capital</b>		<b>19,888</b>	<b>18,871</b>
Increase in trade and other receivables		(1,873)	(972)
(Decrease)/increase in trade and other payables		31	(764)
<b>Net cash generated from operating activities</b>		<b>18,046</b>	<b>17,135</b>
<b>Cash flows used in investing activities</b>			
Purchases of investments	10	–	(7,200)
<b>Net cash outflow from investing activities</b>		<b>–</b>	<b>(7,200)</b>
<b>Cash flows generated from/(used in) financing activities</b>			
Dividends paid		(23,785) <sup>24</sup>	(18,403)
<b>Net cash outflow from financing activities</b>		<b>(23,785)</b>	<b>(18,403)</b>
Net decrease in cash and cash equivalents for the year		(5,739)	(8,468)
Effect of foreign exchange rate movements		(33)	(367)
Cash and cash equivalents at the beginning of the year		7,326	16,161
<b>Cash and cash equivalents at the end of the year</b>		<b>1,554</b>	<b>7,326</b>

The notes on pages 85 to 99 form an integral part of these financial statements

IAS 7 Statement of Cash Flows requires additional disclosures about changes in an entity's financing liabilities, arising from both cash flow and non-cash flow items. As at 31 December 2023 the Company has no financing liabilities and therefore no further disclosure is required.

<sup>24</sup> This includes the Q3 2023 dividend paid to shareholders of \$5.1 million, which was transferred in advance of the year end to the registrar to facilitate payment to shareholders.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

## 1. GENERAL INFORMATION

US Solar Fund plc (the **Company**) was incorporated as a Public Company, limited by shares, in England and Wales on 10 January 2019 with registered number 11761009. The registered office of the Company is The Scalpel, 18th Floor, 52 Lime Street, London EC3M 7AF. Its share capital is denominated in US Dollars and currently consists of Ordinary Shares. The Company's principal activity is to invest in a diversified portfolio of Solar Power Assets located in North America and other countries forming part of the Organisation for Economic Co-operation and Development (**OECD**) in the Americas.

## 2. BASIS OF PREPARATION

The financial statements have been prepared using accounting policies consistent with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts', issued by the Association of Investment Companies, (the **AIC SORP**) in July 2022. The financial statements have been prepared on a historical cost basis, except for the investment portfolio at fair value through the profit and loss. The principal accounting policies are set out in note 5.

In terms of the AIC SORP, the Company presents a Statement of Profit and Loss and Other Comprehensive Income, which shows amounts split between those which are revenue and capital in nature. The determination of the revenue or capital nature of a transaction is determined by giving consideration to the underlying elements of the transaction and is carried out in accordance with the recommendations and principles as set out in the AIC SORP. Capital transactions are considered to be those arising as a result of the appreciation or depreciation in the value of assets, whether due to the retranslation of assets held in foreign currency or fair value movements on investments held at fair value through profit and loss. Revenue transactions are all transactions, other than those which have been identified as capital in nature.

## FUNCTIONAL AND PRESENTATION CURRENCY

The currency of the primary economic environment in which the Company operates (the functional currency) is US Dollar (**\$** or **USD**), which is also the presentation currency.

## GOING CONCERN

In assessing the going concern basis of accounting the Directors have had regard to the guidance issued by the Financial Reporting Council. In addition, note 10 to the financial statements includes the policies and processes for managing its capital, its financial risk management, details of its financial instruments and its exposure to credit risk and liquidity risk.

As at 31 December 2023, the Company is in a net current asset position and has available cash of \$1.6 million. As of the same date, the Company's subsidiary, USF Holding Corp., has available cash of \$26.6 million, which is available to meet the obligations of the Company. The Directors and the Investment Manager have been able to ensure the operational and trading integrity of the Company and based on the aforementioned, the Company appears to have sufficient cash resources to continue its operations for a period of at least 12 months from the date of approval of the accounts. In addition, the Company (through a wholly owned US subsidiary) has access to a \$40 million revolving credit facility with Fifth Third Bank National Association (**RCF**). With an undrawn balance of \$40 million at 31 December 2023, the RCF provides additional liquidity for capital expenditures, working capital and general corporate purposes. The Directors have considered the upcoming discontinuation vote expected at the Company's AGM in this assessment. The strategic review conducted throughout 2023 demonstrated that prevailing market conditions are not conducive to the Company realising the value of its assets and the Directors unanimously recommend that shareholders vote against it. Reflecting this view and initial feedback from some shareholders (and considering the 75% threshold required) the discontinuation vote is not expected to be passed. Should the discontinuation vote be passed the Directors would be required to put forward proposals to Shareholders at a general meeting of the Company, to be held within four months of the Discontinuation Resolution being passed, to wind up or otherwise reconstruct the Company, having regard to the illiquid nature of the Company's underlying assets. Any such process given the past strategic review, and to ensure appropriate value is returned to shareholders, would be expected to ultimately conclude more than 12 months after the balance sheet date.

As such, and reflecting the Company's strong liquidity position noted above, the Board concluded that it is appropriate to adopt the going concern basis of preparation in preparing these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## For the year ended 31 December 2023

### 3. CRITICAL JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

During the year, the Directors considered the following significant judgements, estimates and assumptions:

#### JUDGEMENTS

##### Assessment as an investment entity

Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at fair value through profit or loss rather than consolidate them unless they provided investment related services to the Company. To determine that the Company continues to meet the definition of an investment entity, the Company is required to satisfy the following three criteria:

1. the Company obtains funds from one or more investors for the purpose of providing those investors with investment management services;
2. the Company commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
3. the Company measures and evaluates the performance of substantially all of its investments on a fair value basis.

The Company meets the criteria as follows:

- the Company provides investment management services and has several investors who pool their funds to gain access to infrastructure related investment opportunities that they might not have had access to individually;
- the stated strategy of the Company is to deliver stable returns to shareholders through investing in a diversified portfolio of utility-scale solar power plants and associated infrastructure, which may include transmission and storage (e.g. batteries) assets which will typically be co-located with the solar power plant (together, Solar Power Assets) located in North America and other OECD countries in the Americas; and
- the Company measures and evaluates the performance of all of its investments on a fair value basis. The fair value method is used to represent the Company's performance in its communication to the market, including investor presentations. In addition, the Company reports fair value information internally to Directors, who use fair value as the primary measurement attribute to evaluate performance.

The Directors are of the opinion that the Company has all the typical characteristics of an investment entity and continues to meet the definition in the standard. This conclusion will be reassessed on an annual basis.

In respect of the second criterion the Company's purpose is to invest funds for returns from capital appreciation and investment income. In respect of the requirement that investments should not be held indefinitely but should have an exit strategy for their realisation the Company may hold these assets until the end of their expected useful lives, unless there is an opportunity in the market to dispose of the investments at a price that is considered appropriate. There continues to be an active secondary market for renewables projects in the countries in which we operate.

As at 31 December 2023, the Company only had one subsidiary, USF Holding Corp. Being an investment entity, it is measured at fair value as opposed to being consolidated on a line-by-line basis, meaning its cash, debt and working capital balances are included in the fair value of investments rather than the Group's current assets.

#### ESTIMATES

##### Valuation of investment in subsidiary

The fair valuation of investments is the most significant estimate in the Company's financial statements. This estimate is determined by discounting expected cash flows at a discount rate appropriate to the risk profile of each investment. Refer to note 10 for further detail on the fair value measurement as at 31 December 2023 and detail on the sensitivity analysis on inputs including discount rate, electricity production, electricity prices and operational expenses.



## 4. NEW AND REVISED STANDARDS AND INTERPRETATIONS

### APPLICATION OF NEW AND REVISED STANDARDS

The accounting policies adopted in the preparation of the Annual Report and Audited Financial Statements for the year ended 31 December 2023 are consistent with those of the previous financial year. The adoption of new standards, interpretations and amendments in the current year has not had a material impact. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective at 31 December 2023.

### NEW AND REVISED STANDARDS IN ISSUE BUT NOT YET EFFECTIVE

The following standards have been issued but are not effective for this accounting period and have not been adopted early:

- IFRS 7 (amended) – Amendments regarding supplier finance arrangements – effective from 1 January 2024
- IAS 1 (amended) – Amendments regarding the classification of debt with covenants – effective from 1 January 2024.
- IAS 7 (amended) – Amendments regarding supplier finance arrangements – effective from 1 January 2024.

Adoption of the new or amended standards and relevant interpretations in future periods is not expected to have a material impact on the financial statements of the Company.

## 5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the preparation of the financial statements have been consistently applied during the year ended 31 December 2023 as well as the prior year.

The principal accounting policies applied in the preparation of the financial statements are set out below:

### SEGMENTAL INFORMATION

The Board is of the opinion that the Group is engaged in a single segment business, being the investment in Solar Power Assets located in North America and other countries forming part of the OECD in the Americas.

### INCOME

Income comprises interest income (bank interest and loan interest), Management Services Agreement (MSA) fee and dividend income. Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Loan interest income is accrued by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established. Previously, the MSA fee was included in the net fair value movement. This is now included in profit and loss on an accrual basis in order to give a true and fair view of the transaction. This has not been applied retrospectively as the effect on earlier periods is not considered material.

### EXPENSES

Operating expenses are the Company's costs incurred in connection with the on-going management of the Company's investments and administrative costs. Operating expenses are accounted for on an accruals basis.

The Company's management and administration fees, finance costs and all other expenses are charged through the Statement of Profit and Loss and Other Comprehensive Income.

Directly attributable acquisition costs of assets are capitalised on purchase of assets. Costs directly relating to the issue of Ordinary Shares are charged to share premium.

### NET GAIN OR LOSS ON INVESTMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Company recognises movements in the fair value of investments in subsidiaries through profit and loss.

No income is earned from contracts with customers and as such IFRS 15 has not been applied.

### TAXATION

The Company is approved as an Investment Trust Company under sections 1158 and 1159 of the *Corporation Tax Act 2010* and Part 2 Chapter 1 Statutory Instrument 2011/2999 for accounting periods commencing on or after 25 May 2018. The approval is subject to the Company continuing to meet the eligibility conditions of the *Corporation Tax Act 2010* and the Statutory Instrument 2011/2999. The Company intends to ensure that it complies with the Investment Trust Company regulations on an ongoing basis and regularly monitors the conditions required to maintain Investment Trust Company status.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## For the year ended 31 December 2023

### 5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

From 1 April 2023 the main rate of corporation tax rate is 25% (previously 19%). Tax is recognised in the Statement of Profit and Loss and Other Comprehensive Income except to the extent that it relates to the items recognised as direct movements in equity, in which case it is similarly recognised as a direct movement in equity. Current tax is the expected tax payable on any taxable income for the period, using tax rates enacted or substantively enacted at the end of the relevant period.

#### INVESTMENT IN SUBSIDIARIES

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

In accordance with the exception under IFRS 10 Consolidated financial statements, an investment entity is not required to consolidate its subsidiaries where certain conditions are met. The Company does not have any subsidiaries that provide investment management services and are not themselves investment entities. As a result the Company, being an investment entity, does not consolidate any of its subsidiaries.

#### CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and deposits held with the bank.

#### TRADE AND OTHER RECEIVABLES

Trade and other receivables are recognised initially at fair value and subsequently stated at amortised cost less loss allowance which is calculated using the provision matrix of the expected credit loss model, the effect of which is considered immaterial.

#### TRADE AND OTHER PAYABLES

Trade and other payables are recognised initially at fair value and subsequently stated at amortised cost.

#### EQUITY

Equity instruments issued by the Company are recorded at the amount of the proceeds received, net of directly attributable issue costs. Costs not directly attributable to the issue are immediately expensed in the Statement of Profit and Loss and Other Comprehensive Income. The Company's capital is represented by the Ordinary Shares, Share Premium (until cancellation), Accumulated losses and Capital Reduction Reserve.

#### FINANCIAL INSTRUMENTS

In accordance with IFRS 9, the Company classifies its financial assets and financial liabilities at initial recognition into the categories of amortised cost or fair value through profit or loss. None of the financial instruments are classified as fair value through other comprehensive income.

#### FINANCIAL ASSETS

The Company classifies its financial assets at amortised cost or fair value through profit or loss on the basis of both:

- The entity's business model for managing the financial assets
- The contractual cash flow characteristics of the financial asset

#### FINANCIAL ASSETS MEASURED AT AMORTISED COST

A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company includes in this category short-term non-financing receivables including cash and financial instruments classified as trade and other receivables.

#### FINANCIAL ASSET MEASURED AT FAIR VALUE THROUGH PROFIT LOSS

A financial asset is measured at fair value through profit or loss if:

- its contractual terms do not give rise to cash flows on specified dates that are solely payments of principal and interest (**SPPI**) on the principal amount outstanding; or
- it is not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell; or
- it is classified as held for trading (derivative contracts in an asset position).

## 5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

The Company's investment in subsidiaries (which comprises both debt and equity) is held at fair value through profit or loss under IFRS 9 as the equity portion of the investment does not meet the SPPI test nor will the Company elect to designate the investments at fair value through other comprehensive income. The debt investment forms part of a group of assets that are managed and the performance evaluated on a fair value basis.

The Company includes in this category equity instruments including investments in subsidiaries (which comprises both debt and equity). There are no consolidated subsidiaries.

### FINANCIAL LIABILITIES MEASURED AT AMORTISED COST

This category includes all financial liabilities, other than those measured at fair value through profit or loss, including short-term payables.

### RECOGNITION AND DERECOGNITION

Financial assets are recognised on trade date, the date on which the Company commits to purchase or sell an asset. A financial asset is derecognised where the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset. The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

### IMPAIRMENT OF FINANCIAL ASSETS

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, there has been no impairment loss identified. Investment held at fair value through profit or loss is not subject to IFRS 9 impairment requirements.

The Company holds trade receivables with no financing component and which have maturities of less than 12 months at amortised cost and, as such has chosen to apply an approach similar to the simplified approach for expected credit losses (**ECL**) under IFRS 9 to all of its trade receivables.

Interest receivable on cash balances, fall within the scope of IFRS 9. The Company has completed some high-level analysis and forward looking qualitative and quantitative information, the Directors consider the interest receivable to be low credit risk as the deposits are held with reputable financial institutions.

For interest receivable that is low credit risk, IFRS 9 allows a 12-month expected credit loss to be recognised. The Directors have concluded that any ECL on the interest receivable would be immaterial to the Annual Financial Statements and therefore no impairment adjustments were accounted for.

### FAIR VALUE MEASUREMENT AND HIERARCHY

Fair value is the price that would be received on the sale of an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market. It is based on the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. A fair value measurement of a non-financial asset takes into account the best and highest value use for that asset.

The level in the fair value hierarchy within which the fair value measurement is categorised is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose significance of the inputs is assessed against the fair value measurement in its entirety. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs or any other significant unobservable inputs, that measurement is a Level 3 measurement.

The fair value hierarchy to be applied under IFRS 13 is as follows:

1. **Level 1:** Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
2. **Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
3. **Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are carried at fair value and which will be recorded in the financial information on a recurring basis, the Company will determine whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## For the year ended 31 December 2023

### 6. INTEREST INCOME

	31 December 2023 USD '000	31 December 2022 USD '000
<b>Bank interest</b>	<b>217</b>	<b>4</b>

### 7. ADMINISTRATIVE AND OTHER EXPENSES

	31 December 2023 USD '000	31 December 2022 USD '000
Administrative fees	145	157
Director & officer insurance	90	98
Directors' fees	259	267
Fees payable to the Company's Auditor for the audit of the Company's financial statements	199	144
Fees payable to the Company's Auditor for non-audit services <sup>25</sup>	22	24
Investment Management expenses	1,290	75
Investment Management fees	2,920	3,221
Legal and professional fees	1,676	212
Regulatory fees	40	27
Sundry expenses	423	308
	<b>7,064</b>	<b>4,533</b>

<sup>25</sup> The non-audit services provided relate to the review of the interim financial statements.

Administrative and other expenses includes costs associated with the strategic review of c.\$3.1 million for the current year.

The Company has no employees and therefore no employee related costs have been incurred.

## 8. TAXATION

The Company is approved as an Investment Trust Company with effect as of 16 April 2019 and is subject to tax at the UK corporation tax rate of 23.52%. An Investment Trust Company can claim a corporation tax deduction for dividends designated as interest distributions that are derived from net interest income. Therefore, no UK corporation tax charge has been recognised by the Company for the period ended 31 December 2023.

	31 December 2023 USD '000	31 December 2022 USD '000
a. Tax charge in profit or loss:		
– UK corporation tax	–	–
b. Reconciliation of the tax charge for the year		
(Loss)/profit before tax	<b>(43,056)</b>	14,495
Tax at UK main rate of 23.52% (2022: 19%)	<b>(10,127)</b>	2,754
Tax effect of:		
Fair value gains/(losses) on investments not taxable	<b>14,797</b>	564
Foreign exchange (gain)/loss not taxable	<b>8</b>	70
Non-deductible expenditure	<b>70</b>	23
Deferred tax not recognised on expenses not utilised	<b>80</b>	(11)
Non-taxable dividend income	<b>4,310</b>	(3,023)
Dividends designated as interest distributions	<b>(518)</b>	(377)
<b>Tax charge for the year</b>	<b>–</b>	<b>–</b>

The tax credit of \$518,000 (2022: \$377,000) arose as a result of dividends payable in respect of the year being designated as interest distributions in accordance with UK tax legislation specific to Investment Trust Companies. Investment trust companies which have been approved by HM Revenue & Customs are exempt from UK corporation tax on their capital gains. Due to the Company's status as an approved investment trust company, and the intention to continue meeting the conditions required to maintain that approval for the foreseeable future, the Company has not provided for deferred tax in respect of any gains or losses arising on the revaluation of its investments. The Company has an unrecognised deferred tax asset of \$107,000 (2022: \$36,000) in respect of tax losses which are available to be carried forward and offset against future taxable profits. A deferred tax asset has not been recognised as it is considered unlikely that the Company will generate taxable profits in excess of deductible expenses in future periods. The unrecognised deferred tax asset has been calculated using a corporation tax rate of 25% (2022: 25%).

## 9. EARNINGS PER SHARE

Earnings per share amounts are calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company by the weighted average number of Ordinary Shares in issue during the year. As there are no dilutive instruments outstanding, basic and diluted earnings per share are identical.

	31 December 2023 USD '000	31 December 2022 USD '000
Net profit attributable to ordinary shareholders	<b>(43,056)</b>	14,495
Weighted average number of Ordinary Shares for the year	<b>332,192</b>	332,192
<b>Earnings per share – Basic and diluted (cents per share)</b>	<b>(12.96)</b>	<b>4.36</b>

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## For the year ended 31 December 2023

### 10. FINANCIAL INSTRUMENTS

#### 10.1 FINANCIAL ASSETS

	31 December 2023 USD '000	31 December 2022 USD '000
<b>Financial asset</b>		
Financial assets at fair value through profit and loss:		
Investment in subsidiary	254,723	317,634
<i>Financial assets at amortised cost:</i>		
Cash at bank	1,554	7,326
<b>Total financial assets</b>	<b>256,277</b>	<b>324,960</b>

#### 10.2 FINANCIAL LIABILITIES

	31 December 2023 USD '000	31 December 2022 USD '000
<b>Financial liabilities</b>		
Financial liabilities at amortised cost: Trade and other payables	1,135	1,104
<b>Total financial liabilities</b>	<b>1,135</b>	<b>1,104</b>

At the balance sheet date, all financial assets and liabilities were measured at amortised cost except for the investment in subsidiary which is measured at fair value.

#### 10.3 FINANCIAL RISK MANAGEMENT

The Company is exposed to certain risks through the ordinary course of business and the Company's financial risk management objective is to minimise the effect of these risks. The management of risks is performed by the Directors of the Company and the exposure to each financial risk considered potentially material to the Company, how it arises and the policy for managing it is summarised below.

##### **Credit risk**

The Company is exposed to third-party credit risk in several instances and the possibility that counterparties with which the Company and its subsidiaries, together the Group, contracts may fail to perform their obligations in the manner anticipated by the Group.

Counterparty credit risk exposure limits are determined based on the credit rating of the counterparty. Counterparties are assessed and monitored on the basis of their ratings from Standard & Poor's and/or Moody's. No financial transactions are permitted with counterparties with a credit rating of less than BBB- from Standard & Poor's or Baa3 from Moody's unless specifically approved by the Board.

Cash and other assets that are required to be held in custody will be held at bank. Cash and other assets may not be treated as segregated assets and will therefore not be segregated from the banks own assets in the event of the insolvency of a custodian. Cash held with the bank will not be treated as client money subject to the rules of the FCA and may be used by the bank in the ordinary course of its own business. The Company will therefore be subject to the creditworthiness of the bank. In the event of the insolvency of the bank, the Company will rank as a general creditor in relation thereto and may not be able to recover such cash in full, or at all.

Credit risk is mainly at subsidiary level where the capital commitments are being made and is managed by diversifying exposures among a portfolio of counterparties and through applying credit limits to those counterparties with lower credit standing.

Credit exposures may also be managed using credit derivatives. No credit derivatives were in place as at 31 December 2023.

Cash and bank deposits are held with major international financial institutions who each hold a Moody's credit rating of Baa2 or higher.

##### **Liquidity risk**

The objective of liquidity management is to ensure that all commitments which are required to be funded can be met out of readily available and secure sources of funding. The Company's only financial liabilities are trade and other payables. The Company intends to hold sufficient cash across the Company and Subsidiary's operating accounts to meet the working capital needs over a horizon of at least the next six months. Cash held at subsidiary level is available to meet the obligations of the Company. As at 31 December 2023 USF Holding Corp. held free cash at bank of \$26.6 million. Cash flow forecasts are prepared on a monthly basis for a rolling two-year period to assist in the ongoing analysis of short term cash flow.

## 10 FINANCIAL INSTRUMENTS CONTINUED

The following table reflects the maturity analysis of financial assets and liabilities.

	<1 year USD '000	1 to 2 years USD '000	2 to 5 years USD '000	>5 years USD '000	Total USD '000
<b>As at 31 December 2023</b>					
<b>Financial assets</b>					
<i>Financial assets at fair value through profit and loss:</i>					
Cash at bank	1,554	–	–	–	1,554
<b>Total financial assets</b>	<b>1,554</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1,554</b>

	<1 year USD '000	1 to 2 years USD '000	2 to 5 years USD '000	>5 years USD '000	Total USD '000
<b>As at 31 December 2023</b>					
<b>Financial liabilities</b>					
<i>Financial liabilities at amortised cost:</i>					
Trade and other payables	1,135	–	–	–	1,135
<b>Total financial liabilities</b>	<b>1,135</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1,135</b>

	<1 year USD '000	1 to 2 years USD '000	2 to 5 years USD '000	>5 years USD '000	Total USD '000
<b>As at 31 December 2022</b>					
<b>Financial assets</b>					
<i>Financial assets at amortised cost:</i>					
Cash at bank	7,326	–	–	–	7,326
<b>Total financial assets</b>	<b>7,326</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>7,326</b>

	<1 year USD '000	1 to 2 years USD '000	2 to 5 years USD '000	>5 years USD '000	Total USD '000
<b>As at 31 December 2022</b>					
<b>Financial liabilities</b>					
<i>Financial liabilities at amortised cost:</i>					
Trade and other payables	1,104	–	–	–	1,104
<b>Total financial liabilities</b>	<b>1,104</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1,104</b>

### Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as changes in inflation, merchant power price curves, foreign exchange rates and interest rates.

### Inflation risk

The Group cash flows are positively correlated to inflation over the useful life of the investment portfolio. However, as the Group's revenue is fixed in the short to medium term through PPA executed with credit worth counterparties, the cash flows are negatively correlated to inflation over the short to medium terms. The Group manages its exposure to this risk by carrying out detailed cash forecasting and holding sufficient cash reserves, thereby mitigating the cash flow impacts.

### Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows from underlying investments therefore impacting the value of investments at fair value through profit or loss. The Group has limited exposure to interest rate risk as the underlying borrowings within the unconsolidated investee entities are largely hedged through interest rate swap arrangements. The Group's corporate debt facility is unhedged on the basis it is utilised as an investment bridging facility and therefore drawn for a relatively short period of time. The facility was fully undrawn at 31 December 2023.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## For the year ended 31 December 2023

### 10 FINANCIAL INSTRUMENTS CONTINUED

#### Foreign currency risk

The Group has limited exposure to non USD transactions therefore the foreign currency risk is minimal.

#### Capital risk management

The capital structure of the Company at year end consists of equity attributable to equity holders of the Company, comprising issued capital, reserves and accumulated loss. The Company has no return on capital benchmark, but the Board continues to monitor the balance of the overall capital structure so as to maintain investor and market confidence. The Company is not subject to any external capital requirements.

#### 10.4 FAIR VALUE MEASUREMENT

The following table analyses within the fair value hierarchy the Company's assets and liabilities measured at fair value at 31 December 2023:

	Level 1 USD '000	Level 2 USD '000	Level 3 USD '000
<b>Investment in subsidiary</b>	–	–	<b>254,723</b>

The following table analyses within the fair value hierarchy the Company's assets and liabilities measured at fair value at 31 December 2022:

	Level 1 USD '000	Level 2 USD '000	Level 3 USD '000
<b>Investment in subsidiary</b>	–	–	<b>317,634</b>

The investments recognised at fair value through profit and loss are classified as Level 3 in the fair value hierarchy and the reconciliation in the movement of this Level 3 investment is presented below. No transfers between levels took place during the year.

	<b>31 December 2023</b> USD '000	31 December 2022 USD '000
Opening balance	<b>317,634</b>	314,443
Add: purchases during the year	–	7,200
Total fair value movement through the profit or loss (capital)	<b>(62,911)</b>	(4,009)
<b>Closing balance</b>	<b>254,723</b>	<b>317,634</b>

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

In accordance with the guidelines of the Company's valuation policy, all assets held as at 31 December 2023 have been valued by an external valuation expert, as they are now fully operational.



## 10 FINANCIAL INSTRUMENTS CONTINUED

Subsidiary information	Place of Business	Percentage Ownership			
USF Holding Corp	USA	100%			
Opening balance	Equity acquisitions	Loans: principal	Net fair value movement	Closing balance:	
USD	during the year	advanced during the year	during the year	equity and loans	
'000	USD	USD	USD	USD	
'000	'000	'000	'000	'000	
<b>USF Holding Corp.</b>	<b>317,634</b>	<b>–</b>	<b>–</b>	<b>(62,911)</b>	<b>254,723</b>

From establishment to 31 December 2023, the Company has funded USF Holding Corp. with equity and debt, with the total amount of debt funding based on several criteria, including an arm's length gearing test satisfying thin capitalisation rules. Fair value relates to USF's share of the underlying Solar Asset investment and cash flows only (i.e. balances exclude tax equity investment amounts) and expected returns and fair values are modelled after allowing for distributions to tax equity investors. Included in the total fair value movement of (\$63.0m) are dividends paid to USF from underlying US entities of \$18.7m.

On 28 June 2019, the Company entered into a Management Services Agreement (**MSA**) with its subsidiary USF Holding Corp. The Board of the Company, with further assistance by delegation of its duties to the Investment Manager, provides strategic management services to USF Holding Corp relating to its current portfolio of US Solar Assets and potential acquisitions.

A list of the significant investments in unconsolidated subsidiaries, including the name, country of incorporation and proportion of ownership is shown below:

Subsidiary information	Place of Business	Percentage Ownership
USF Avon LLC	USA	100%
USF Bristol LLC	USA	100%
USF Surry LLC	USA	100%
USF Essex LLC	USA	100%
USF Cheshire LLC	USA	100%
USF Dorset Holding LLC	USA	100%

### VALUATION METHODOLOGY

#### VALUATION PROCESS

The NAV approved by the USF Board takes into account the overall valuations of portfolio assets assessed by the Independent Valuer on a semi-annual basis as at 30 June and 31 December 2023. These valuations form part of the NAV calculation of the Company, which is subject to review/audit.

The Company engaged KPMG as the Independent Valuer to calculate the fair value of its assets. KPMG is one of the largest valuation firms in the US with significant experience in estimating the fair value of solar and other renewable energy assets. In line with USF policy, all of its operating assets were externally valued at 31 December 2023.

Based on the valuation range provided by the Independent Valuer, the Administrator, in conjunction with the Investment Manager, calculates the NAV and the NAV per Ordinary Share, and submits the same to the Board for its approval. The valuation has been calculated in accordance with Uniform Standards of Professional Appraisal Practice (USPAP) as applied to PV electricity generation systems in the US.

Fair value for operational Solar Assets is derived from a discounted cash flow (**DCF**) methodology using pre-tax cash flows and a pre-tax discount rate. In a DCF analysis, the fair value of the Solar Power Asset is the present value of the asset's expected future cash flows, based on a range of operating assumptions for revenues and costs and an appropriate discount rate range.

The Independent Valuer has reviewed a range of sources in determining the fair market valuation of the Solar Assets, including but not limited to:

- discount rates publicly disclosed by the Company's global peers;
- discount rates applicable to comparable infrastructure asset classes;
- quality of cash flow forecasts in terms of operations;
- the level of gearing at each investment level; and
- capital asset price model outputs and implied risk premium over relevant risk-free rates.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## For the year ended 31 December 2023

### 10 FINANCIAL INSTRUMENTS CONTINUED

A broad range of assumptions are used in valuation models. Where possible, assumptions are based on observable long-term historical market or market observations. The budgeted operational costs are based on technical data and the implicit financing costs for leveraged investments are based on market data. The Company also engages technical experts to provide long-term electricity price forecast which is a critical datapoint used to forecast revenues.

#### DISCOUNT RATES

Discount rates used in the valuation of the portfolio are derived from long term government bond yields, plus an investment specific risk premium, reflecting the risk of investing in that particular investment. The discount rate also reflects the Independent Valuer's view of the transactional activity in the relevant market along with implied execution discount rates.

As at 31 December 2023, the weighted average discount rate was 8.8% (December 2022: 7.8%<sup>26</sup>). The discount rates are presented on a pre-tax basis.

#### 10.5 SENSITIVITY ANALYSIS

Set out below are the initial indications of the key assumptions the Directors believe would have a material impact upon the fair value of the investments should they change. In the absence of an operating business model for each underlying renewable energy asset, the sensitivities have been conducted on the acquisition models of these assets. The following sensitivities assume the relevant input is changed over the entire useful life of each of the underlying renewable energy assets, while all other variables remain constant. All sensitivities have been calculated independently of each other.

The Directors consider the changes in inputs to be within a reasonable expected range based on their understanding of market transactions. This is not intended to imply that the likelihood of change or that possible changes in value would be restricted to this range.

	Change in input	Change in NAV USD (m)	Change in NAV per share USD (c)
Discount rate	+1%	-24.41	-7.35
	-1%	+29.65	+8.93
Electricity production (change from P50)	P90	-32.05	-9.65
	P10	+32.46	+9.77
Merchant period electricity prices	-10%	-21.84	-6.58
	+10%	+21.87	+6.58
Operations and maintenance expenses	+10%	-18.79	-5.66
	-10%	+18.92	+5.69
Operating life	-3 years	-9.12	-5.66
	+3 years	+7.35	+5.69
Tax rate	+5%	-3.54	-1.06
	-5%	+3.54	+1.06
Inflation rate	+1%	+27.41	+8.25
	-1%	-21.90	-6.59
Operating expenses inflation rate	+1%	-16.20	-4.88
	-1%	+13.65	+4.11

<sup>26</sup> The weighted average pre-tax cost of equity used for levered assets was 7.8%, and the pre-tax weighted average cost of capital (WACC) for unlevered assets was 7.0%.

**11. TRADE AND OTHER RECEIVABLES**

	31 December 2023 USD '000	31 December 2022 USD '000
Amounts receivable from subsidiary	2,888	1,071
Prepayments	67	82
VAT receivable	133	62
	<b>3,088</b>	<b>1,215</b>

**12. TRADE AND OTHER PAYABLES**

	31 December 2023 USD '000	31 December 2022 USD '000
Creditors and operating accruals	916	214
Investment management fee accrual	219	890
	<b>1,135</b>	<b>1,104</b>

**13. SHARE CAPITAL**

	Ordinary shares NUMBER '000	Share capital USD '000	Share premium USD '000	Capital reduction reserve USD '000	Total share capital reserves USD '000
As at 31 December 2021	332,192	3,322	128,036	175,080	306,438
Dividends	–	–	–	(72)	(72)
<b>As at 31 December 2022</b>	<b>332,192</b>	<b>3,322</b>	<b>128,036</b>	<b>175,008</b>	<b>306,366</b>
Dividends	–	–	–	–	–
<b>As at 31 December 2023</b>	<b>332,192</b>	<b>3,322</b>	<b>128,036</b>	<b>175,008</b>	<b>306,366</b>

The Company has an authorised share capital of 500,000,000 Ordinary Shares.

On incorporation the Company issued one Ordinary Share of \$0.01 which was fully paid up.

Following a successful application to the High Court and lodgement of the Company's statement of capital with the Registrar of Companies, the Company was permitted to cancel its share premium account. This was effected on 21 June 2019 by a transfer of the balance of \$194 million from the share premium account to the capital reduction reserve. The capital reduction reserve is classed as a distributable reserve and dividends to be paid by the Company are able to be offset against this reserve.

In line with its target dividend, the Company declared a dividend of 1.54 cents per share, totalling \$5.1m for the period ending 30 September 2023.

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## For the year ended 31 December 2023

### 14. RESERVES

The nature and purpose of each of the reserves included within equity at 31 December 2023 are as follows:

- Share premium reserve: represents the surplus of the gross proceeds of share issues over the nominal value of the shares, net of the direct costs of equity issues and net of conversion amount. As at 31 December 2023 the share premium account has a balance of \$128.0 million (2022: \$128.0 million).
- Capital reduction reserve: represents a distributable reserve (which may be utilised in respect of dividend payouts) created following a court approved reduction in capital. As at 31 December 2023 the capital reduction reserve has a balance of \$175.0 million (2022: \$175.0 million).
- Capital reserve: represents cumulative net gains and losses, of a capital nature, recognised in the Statement of Profit and Loss and Other Comprehensive Income and associated tax allocations arising from the MSA fee income and interest distributions. As at 31 December 2023 the capital reserve reflects a profit of (\$54.5 million) (2022: \$8.5 million).
- Retained earnings represent cumulative net gains and losses, of an income nature, recognised in the Statement of Profit and Loss and Other Comprehensive Income and associated tax allocations arising from the MSA fee income and interest distributions. As at 31 December 2023 retained earnings reflects a profit of \$6.3 million (2022: \$5.2 million).
- During the year, the Company declared dividends totalling \$18.7 million (31 December 2022: \$18.5 million) of which \$18.7 million (31 December 2022: \$13.4) has been paid as at 31 December 2023. The Company declared a dividend of 1.54 cents per share, totalling \$5.1 million for the period ending 30 September 2023, which was transferred from the Company balance sheet to the registrar to facilitate payment on 29 December 2023.

The only movements in these reserves during the year are disclosed in the statement of changes in equity.

### 15. NET ASSET VALUE PER SHARE

Basic NAV per share is calculated by dividing the Company's net assets as shown in the statement of financial position that are attributable to the ordinary equity holders of the Company by the number of Ordinary Shares outstanding at the end of the period. As there are no dilutive instruments outstanding, basic and diluted NAV per share are identical.

	31 December 2023 USD '000	31 December 2022 USD '000
Net assets per Statement of Financial Position	258,230	320,022
Ordinary Shares in issue as at 31 December	332,192	332,192
<b>NAV per share – Basic and diluted</b>	<b>0.78</b>	<b>0.96</b>

## 16. TRANSACTIONS WITH RELATED PARTIES

The Company and the Directors are not aware of any person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company. The Company does not have an ultimate controlling party.

Details of related parties are set out below:

### NON-EXECUTIVE DIRECTORS

Directors are paid fees of £42,175 per annum. In addition to this, Gillian Nott receives £21,245 per annum in respect of serving as Chair of the Board and Jamie Richards receives £10,544 per annum in respect of serving as Chair of the Audit committee.

Total Directors' fees of \$0.3 million (2022: \$0.3 million) were incurred in respect of the year with none being outstanding and payable at the year-end (2022: \$nil).

### SUBSIDIARY

The Company previously issued loans totalling \$43 million to its subsidiary USF Holding Corp. The principal portions of the loans are repayable in seven years from issuance. The loans bear interest at rates of 5% and 4.1% respectively, payable semi-annually in arrears.

### INVESTMENT MANAGER

The Investment Manager is entitled to management fees under the terms of the Investment Management Agreement. The Company shall pay to the Investment Manager an annual fee (exclusive of value added tax, which shall be added where applicable) payable quarterly in arrears calculated at the rate of:

Assets under management	Fee based on NAV
< \$500 million	1.0% per annum
\$500 million to \$1 billion	0.9% per annum
> \$1 billion	0.8% per annum

Fees are based on the Net Asset Value of the Company on the last business day of the relevant quarter. The Investment Manager may at its discretion elect that up to 10 per cent of the management fee shall be paid in the form of Ordinary Shares in the Company.

A management fee of \$3.0 million (2022: \$3.2 million) was incurred during the year, of which \$0.2 million (2022: \$0.9 million) remained payable at 31 December 2023. In addition to the management fee, the Manager shall also be entitled to payment of the following:

- no later than 10 Business Days after the Payment Date, 90% of the Management Fee shall be paid to the Manager in cash to such bank account as the Manager may nominate for this purpose; and
- 10% of the Management Fee shall be paid to the Manager or an Associate (as directed by the Manager) in the form of Ordinary Shares in accordance with the provisions stated in the Investment Management Agreement.

The Manager provides debt arranging services to the Fund, including contacting and liaising with capital providers, negotiating borrowing terms, obtaining credit ratings, implementing interest rate hedging strategies and executing documentation. The Manager was successful in securing debt, interest rate hedging and letter of credit facilities at competitive terms for the Fund, providing diversification to the Fund's capital sources.

For this service, the Manager receives debt arranging fees of 0.5% of the face value of new third-party debt and letter of credit facilities.

Debt arrangement fees totalling \$nil (\$nil accrued; \$nil paid) were incurred during the year (2022: \$nil). Asset management and construction services fees totalling \$1.1 million (\$0.3 million accrued; \$0.8 million paid) were incurred during the year (2022: \$0.3 m accrued, \$1.3 million paid).

In addition to the investment management fees as described above, amounts totalling \$1.1 million were agreed to be paid to the outgoing Investment Manager, NESM in relation to the finalisation of the strategic review and termination of their role as Investment Manager. Amounts of \$0.7 million were paid in the year, with a final amount of \$0.4 million falling due and being paid in 2024.

## 17. CAPITAL COMMITMENTS

Other than disclosed in the post balance date events note, the Company had no contingencies and no other significant capital commitments at the reporting date.

## 18. POST BALANCE SHEET EVENTS

On 22 March 2023, the Company declared a dividend of 1.54 cents per Ordinary Share for the period ending 31 December 2023.

# GLOSSARY

## Including Alternative Performance Measures

AGM	The Company's Annual General Meeting
AIC	Association of Investment Companies
AIFM	Alternative investment fund manager
AIIA	The Company's Investment Manager, Amber Infrastructure Investment Advisor, LLC, a member of the Amber Infrastructure Group
Amber	Amber Infrastructure Group
Amber Infrastructure Group	Amber Infrastructure Group Holdings Limited and its subsidiaries
APMs	In accordance with ESMA Guidelines on Alternative Performance Measures (APMs) the Board has considered what APMs are included in the Annual Report and financial statements which require further clarification. An APM is defined as a financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework. APMs included in the Annual Report and financial statements are identified as non-GAAP measures and are defined within this glossary
Articles	The articles of association of the Company from time to time
Average NAV	Average of published NAVs for the relevant periods
Cash Dividend Cover	Non-GAAP measure. Cash dividend payments to investors covered by the net cash flows generation from the portfolio. This measure shows the sustainability of the cash dividend payments made by the Company. As this measure is presented on a portfolio basis, there is no near comparable in the financial statements. Dividends paid can be found disclosed in the financial statements and notes to the financial statements.
COD	Commercial Operations Date
Company	US Solar Fund plc (USF) or <b>"the Group"</b> when referring to the Company and its investment portfolio subsidiaries.
CSRD	Corporate Sustainability Reporting Directive
Dividend paid	Non-GAAP measure. Represents dividends paid, as disclosed in the financial statements. This measure provides information on the Company's dividend performance. Dividends paid can be found disclosed in the financial statements and notes to the financial statements.
Dividend per share	Non-GAAP measure. Represents dividends paid per Ordinary Share issued, as disclosed in the financial statements. This measure provides information on the Company's dividend performance. Dividends paid and number of issued shares can be found disclosed in the financial statements and notes to the financial statements.
ESG	Environmental, Social and Governance
EFRAG	European Financial Reporting Advisory Group
EU Taxonomy	EU Taxonomy for Sustainable Activities
FCA	Financial Conduct Authority
FRC	The Financial Reporting Council
GAV	Gross asset value
Gearing	Non-GAAP measure. The face value of drawn debt as a percentage of the Gross Asset Value (GAV – calculated as NAV plus outstanding debt). This measure shows the portfolio's debt ratio. As this measure is presented on a portfolio basis, there is no near comparable in the financial statements.
GHG	Greenhouse gas emissions
Hunt	Amber's long-term investor, US-based, Hunt Companies, Inc.
IFRS	International Financial Reporting Standards
IMA	Investment Management Agreement
Investment Manager	Amber Infrastructure Investment Advisor LLC, a member of the Amber Infrastructure Group appointed as the Company's Investment Manager on 1 December 2023. Prior to 1 December 2023, the Company was managed by New Energy Solar Manager, Pty Ltd.
IOU	Investor-owned utility (a private company acting as a public utility)
IPO	The Company's initial public offering completed on 11 April 2019 made pursuant to a prospectus dated 26 February 2019

<b>KID</b>	Key Information Document
<b>KPIs</b>	Key performance indicators
<b>LSE</b>	London Stock Exchange
<b>MS2</b>	Mount Signal 2 Project: a 200MW solar farm located in southern California. The Company sold its 50% interest in MS2 in June 2023.
<b>NESM</b>	New Energy Solar Manager Pty Limited, the Company's Investment Manager up to and including 30 November 2023.
<b>NAV</b>	Net Asset Value. Non-GAAP measure. This is a measure of Net Asset Value (or NAV) per ordinary share in the Company and is calculated as the NAV divided by the total number of shares in issue at the balance sheet date. Represents the equity attributable to equity holders of the parent in the Balance Sheet. This terminology is used as it is common investment sector terminology and so is the most understandable to the users of the Annual Report. Components of NAV are further discussed throughout the Annual Report, including from page 26.
<b>NAV per Share</b>	Non-GAAP measure. This is a measure of Net Asset Value (or NAV) per Ordinary Share in the Company and is calculated as the NAV divided by the total number of shares in issue at the balance sheet date. Represents the equity attributable per share to equity holders of the parent in the Balance Sheet. This terminology is used as it is common investment sector terminology and so is the most understandable to the users of the Annual Report.
<b>NAV total return</b>	Non-GAAP measure. This is a measure of Net Asset Value (or NAV) total return. NAV total return is based on dividends paid throughout the period and NAV movement since inception. There is no direct reconciliation to the financial statements, being a calculation instead derived from the Company's NAV. However a nearest comparison were this measure based on a figure in the financial statements is provided in the Strategic Report, Investor Relations, Total Shareholder Return and NAV total return paragraph.
<b>Net zero</b>	Net zero refers to balancing the amount of emitted greenhouse gases with the equivalent emissions that are either offset or sequestered. This should primarily be achieved through a rapid reduction in carbon emissions, but where zero carbon cannot be achieved, offsetting through carbon credits or sequestration through rewilding or carbon capture and storage needs to be utilised
<b>O&amp;M</b>	Operations and Maintenance
<b>OECD</b>	Organisation for Economic Co-operation and Development
<b>Offtaker</b>	Purchaser of electricity and/or RECs under a PPA and/or a REC Agreement (as defined in Part XI (Glossary of Terms) of the Prospectus)
<b>Operational dividend cover</b>	Non-GAAP measure. Operational dividend cover excludes certain components to reflect the coverage from operational revenue generation in the period. As this measure is presented on a portfolio basis, there is no near comparable in the financial statements. Dividends paid can be found disclosed in the financial statements and notes to the financial statements.
<b>Ordinary Share</b>	Ordinary shares with a nominal value of \$0.01 each in the capital of the Company issued and designated as 'Ordinary Shares' of such class (denominated in such currency) as the Directors may determine in accordance with the Articles and having such rights and being subject to such restrictions as are contained in the Articles.
<b>PAI</b>	Principal Adverse Impact
<b>PCAF</b>	Partnership for Carbon Accounting Financials
<b>Portfolio cash flows</b>	Non-GAAP measure. Calculated as total project revenue after deducting project operating expenses, payments to tax equity and portfolio debt expenses as set out in the Operating Review: Financial Management section. As this measure is presented on a portfolio basis, there is no near comparable in the financial statements. Dividends paid can be found disclosed in the financial statements and notes to the financial statements.
<b>PPA</b>	Power purchase agreement (as defined in Part XI (Glossary of Terms) of the Prospectus)
<b>Premium/(discount) to NAV</b>	Non-GAAP measure. The percentage by which the closing share price on comparable dates exceeds/ (falls short of) the NAV per share. There is no direct reconciliation to the financial statements, being a calculation instead derived from the Company's share price.
<b>PRI</b>	The UN-backed Principles for Responsible Investment
<b>PRIIPS</b>	Packaged Retail and Insurance-based Investment Product

# GLOSSARY CONTINUED

## Including Alternative Performance Measures

<b>Project revenue</b>	Non-GAAP measure. Defined as revenue derived from the Company's portfolio, excluding proceeds from the sale of Mount Signal 2. As this measure is presented on a portfolio basis, there is no near comparable in the financial statements. Dividends paid can be found disclosed in the financial statements and notes to the financial statements.
<b>Prospectus</b>	US Solar Fund Prospectus dated April 2021
<b>PURPA</b>	Public Utility Regulatory Policies Act
<b>QF</b>	Qualifying facility, as defined under PURPA. QFs are a special class of generating facility defined by law and categorised as either a cogeneration facility or small power production facility.
<b>REC</b>	Renewable energy certificate (as defined in Part XI (Glossary of Terms) of the Prospectus)
<b>REC Agreement</b>	An agreement to purchase RECs (as defined in Part XI (Glossary of Terms) of the Prospectus)
<b>RNS</b>	Regulatory news service
<b>RPS</b>	Portfolio standards — regulatory mandates to increase energy production from renewable sources other than fossil fuels and nuclear energy
<b>RTS</b>	EU Commission's Regulatory Technical Standards relating to the SFDR
<b>Scope 1 Emissions</b>	Direct emissions from owned or controlled sources
<b>Scope 2 Emissions</b>	Indirect emissions from the generation of purchased energy
<b>Scope 3 Emissions</b>	All indirect emissions (not included in Scope 2) that occur in the value chain of the reporting company, including both upstream and downstream emissions
<b>SDGs</b>	Sustainable Development Goals
<b>SDR</b>	The proposed UK Sustainability Disclosure Requirements
<b>SEC</b>	US Securities and Exchange Commission (SEC)
<b>SFDR</b>	The EU Sustainable Finance Disclosure Regulation
<b>Solar Power Assets</b>	Utility-scale solar power plants and associated infrastructure, which may include transmission and co-located or remotely located energy storage systems such as batteries (as defined in Part XI (Glossary of Terms) of the Prospectus)
<b>SPV</b>	Special Purpose Vehicle
<b>TCFD</b>	Taskforce on Climate-related Financial Disclosures
<b>Total dividend cover</b>	Non-GAAP measure. Total dividend cover is calculated as net portfolio cash generation divided by dividends paid in the year, with an adjustment for items such as cash flow reserves carried forward from operating cash flows generated in prior periods. As this measure is presented on a portfolio basis, there is no near comparable in the financial statements. Dividends paid can be found disclosed in the financial statements and notes to the financial statements.
<b>TNFD</b>	Taskforce on Nature-related Financial Disclosures
<b>TSR</b>	Total Shareholder Return. Non-GAAP measure. Share price appreciation plus dividends assumed to be reinvested since IPO. The total return based on the NAV appreciation plus dividends paid since the IPO. There is no direct reconciliation to the financial statements, being a calculation instead derived from the Company's share price. However a nearest comparison were this measure based on a figure in the financial statements is provided in the Strategic Report, Investor Relations, Total Shareholder Return and NAV total return paragraph.
<b>Transition Risk</b>	Transition risks include policy changes, reputational impacts, and shifts in market preferences, norms and technology. Transition opportunities include those driven by resource efficiency and the development of new technologies, products and services, which could capture new markets and sources of funding.
<b>UNGC</b>	UN Global Compact
<b>Utility Scale Solar Power Plants</b>	Large-scale grid connected solar power plants, being solar photovoltaic generation power plants with capacity of at least 1MW but typically in a range of 20MW to 200MW (as defined in Part XI (Glossary of Terms) of the Prospectus)
<b>WACI</b>	Weighted Average Carbon Intensity



# KEY CONTACTS

## DIRECTORS

Gill Nott  
Jamie Richards  
Rachael Nutter  
Thomas Plagemann

## INVESTMENT MANAGER

Amber Infrastructure Investment Advisor LLC  
1330 Avenue of the Americas, New York, NY 10019

## REGISTERED OFFICE

The Scalpel, 18th Floor  
52 Lime Street, London, EC3M 7AF

## ADMINISTRATOR AND COMPANY SECRETARY

JTC (UK) Limited  
The Scalpel, 18th Floor  
52 Lime Street, London, EC3M 7AF

## INDEPENDENT AUDITOR

Deloitte LLP  
2 New Street Square, London, EC4A 3BZ

## INDEPENDENT VALUER

KPMG LLP  
Suite 1000,  
620 South Tryon Street, Charlotte, North Carolina, 28202-1842

## LEGAL ADVISER

Herbert Smith Freehills LLP  
Exchange House, Primrose Street, London, EC2A 2EG

## CORPORATE BROKER

Cavendish Capital Markets Limited  
One Bartholomew Close, London, EC1A 7BL

## PUBLIC RELATIONS

Kaso Legg Communications  
40 Queen Street London, EC4R 1DD

# NOTICE OF AGM

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are not resident in the United Kingdom, from another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your shares in US Solar Fund plc, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

## **NOTICE OF THE ANNUAL GENERAL MEETING OF US SOLAR FUND PLC**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of US Solar Fund plc (Company) will be held, at the offices of JTC, The Scalpel, 18th Floor, 52 Lime Street, London EC3M 7AF on Tuesday, 21 May 2024 at 3:00 p.m.

**You will be asked to consider and vote on the resolutions below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 13 will be proposed as special resolutions. The Board unanimously recommends that Shareholders vote in favour of all resolutions, except in the case of resolution 13, which the Board unanimously recommends that Shareholders vote AGAINST.**

### **Ordinary Resolutions:**

1. THAT the Annual Report and Financial Statements for the year to 31 December 2023, together with the Directors' reports and Auditors' report on those accounts, be received.
2. THAT the Directors' Remuneration Report (excluding the Director's Remuneration Policy), as set out on pages 71 to 72 of the Company's Annual Report and Financial Statements for the year to 31 December 2023 be approved.
3. THAT Deloitte LLP be re-appointed as the Company's Auditor from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which the accounts and reports of the Directors and Auditors are laid.
4. THAT the Directors be authorised to determine the Auditor's remuneration.
5. THAT Gillian Nott be re-elected as a Director of the Company.
6. THAT Jamie Richards be re-elected as a Director of the Company.
7. THAT Thomas Plagemann be re-elected as a Director of the Company.
8. THAT the Company's dividend policy be approved.
9. THAT the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act'), and in substitution for all existing authorities, to exercise all the powers of the Company to allot Ordinary Shares in the Company up to a maximum aggregate nominal amount of US\$332,200 (representing approximately 10% of the Company's issued ordinary share capital as at 22 March 2024 (being the latest practicable date prior to the publication of this Notice) or, if different, the number representing 10% of the aggregate nominal value of issued share capital (excluding treasury shares) as at the date of the passing of this resolution provided that this authority shall expire at the conclusion of the Company's next annual general meeting or, if earlier, the date occurring 15 months from the date on which this resolution is passed, unless renewed at a general meeting prior to such time, save that the Company may before such expiry make offers, agreements or arrangements which would or might require relevant securities to be allotted after such expiry and so that the Directors of the Company may allot relevant securities in pursuance of such offers, agreements or arrangements as if the authority conferred hereby had not expired.

### **Special Resolutions:**

10. THAT, subject to the passing of resolution 9, set out above, the Directors of the Company be and they are hereby empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the authority conferred by resolution 9 and/or by way of sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash at a price of not less than the net asset value per share up to an aggregate nominal amount of US\$332,200 (representing approximately 10% of the Company's issued ordinary share capital as at 22 March 2024 (being the latest practicable date prior to the publication of this Notice)) or, if different, the number representing 10% of the aggregate nominal value of issued share capital (excluding treasury shares) as at the date of the passing of this resolution and shall expire at the conclusion of the Company's next annual general meeting or, if earlier, the date occurring 15 months from the date on which this resolution is passed, unless renewed at a general meeting prior to such time, save that the Company may

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before such expiry make offers, agreements or arrangements which would or might require equity securities to be allotted after such expiry and so that the Directors of the Company may allot equity securities in pursuant of such offers, agreements or arrangements as if the power conferred hereby had not expired.

11. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of \$0.01 each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- a) the maximum aggregate number of Ordinary Shares which may be purchased is 49,795,646 (being approximately) 14.99% of the issued ordinary share capital of the Company immediately prior to the passing of this resolution (excluding treasury shares) as at 22 March 2024 (being the latest practicable date prior to the publication of this Notice);
  - b) the minimum price (excluding expenses) which may be paid for each Ordinary Share or is \$0.01;
  - c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
    - a. an amount equal to 105% of the average of the middle market value of quotations for an Ordinary Share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately before the day on which the purchase is made; and
    - b. the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out ;
  - d) the authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on 21 August 2025, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase its Ordinary Shares which may be executed wholly or partly after the expiry of such authority.
12. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the Company's next annual general meeting.
13. THAT the Company ceases to continue as an investment trust.

By order of the Board

**JTC (UK) Limited**  
Company Secretary

Registered office:  
The Scalpel, 18th Floor  
52 Lime Street  
London EC3M 7AF

Company number: 04301763

Date: 22 March 2024

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- (a) Any member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Annual General Meeting in order to represent his or her appointor. A member entitled to attend and vote at the Annual General Meeting may appoint the Chair of the meeting or another person as his or her proxy, although the Chair will not speak for the member. A member who wishes his or her proxy to speak for him or her should appoint his or her own choice of proxy (not the Chair of the meeting) and give instructions directly to that person.
- (b) A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies this notice. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Computershare Investor Services PLC ("**Computershare**") with the contact details found in Note (e). As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with Note (e) below.
- (c) To be valid, a Form of Proxy and (if required) the power of attorney or other written authority, if any, under which it is signed or a certified copy of any such authority, must be delivered to the Company's Registrar, Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 3:00 p.m. on 17 May 2024 or, if the Annual General Meeting is adjourned, not less than 48 hours (excluding any part of a day which is not a working day) prior to the adjourned meeting.
- To change your proxy instructions you may return a new proxy appointment as set out above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Computershare. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last received shall be treated as replacing and revoking the other or others.
- In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Computershare at the address specified above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- The deadline for receipt of proxy appointments (see above) also applies in relation to a revocation notice. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified, then subject to Note (f) below, the proxy appointment will remain valid.
- (d) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- (e) You may submit your proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To do this, please register your proxy vote electronically by accessing our Registrar's website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), using control number 918388, Shareholder Reference Number (SRN) and PIN, all of which are available on the front of your Form of Proxy or within the email received from Computershare (if applicable). If you need help with voting, please contact Computershare on +44 (0)370 703 6253. Calls from outside the United Kingdom will be charged at the applicable international rate. Computershare can be contacted by phone 8:30 am to 5:30 pm (UK time), Monday to Friday (excluding public bank holidays in England and Wales) or via email at [webqueries@computershare.co.uk](mailto:webqueries@computershare.co.uk).
- (f) If you are a person who has been nominated under section 146 of the Companies Act 2006 (the "**Companies Act**") to enjoy information rights ("**Nominated Person**"), you do not have a right to appoint any proxies under the procedures set out in these Notes. However:
- you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("**Relevant Member**") to be appointed or to have someone else appointed as a proxy for the Annual General Meeting; or
  - if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or perhaps your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
- (g) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Computershare Investor Services PLC (under CREST ID number 3RA50), no later than 3:00 pm on 17 May 2024, or, if the Annual General Meeting is adjourned, not less than 48 hours (excluding any part of a day which is not a working day) prior to the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Group may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (h) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- (i) Only those holders of the Company's shares registered on the Register of Members of the Company as at 6:00 pm (UK time) on 17 May 2024 or, in the event that the Annual General Meeting is adjourned, on the Register of Members 48 hours (excluding any part of a day which is not a working day) before the time of any adjourned meeting, shall be entitled to attend and vote at the Annual General Meeting. Changes to entries on the Register of Members after this time shall be disregarded in determining the right of any person to attend and vote at the Annual General Meeting.
- (j) Voting on resolutions 1 to 13 will be conducted by way of a poll. As soon as practicable following the Annual General Meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.
- (k) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- (l) Under section 319A of the Companies Act, the Company must answer any question a member asks relating to the business being dealt with at the Annual General Meeting unless:
  - answering the question would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.
- (m) Except as provided above, members who have general queries about the Annual General Meeting should write to the Company Secretary at the registered office set out above.
- (n) As at 22 March 2024 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 332,192,361 Ordinary Shares and the total number of voting rights in the Company was 332,192,361. Information regarding the number of shares and voting rights and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website, <http://www.ussolarfund.co.uk>.
- (o) Members may not use any electronic address provided either in this Notice of Annual General Meeting, or any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.
- (p) Under section 338 of the Companies Act, members meeting the threshold requirements set out in that section have the right to require the Company to give notice of a resolution which may properly be moved at the Annual General Meeting. Any such request, which must comply with section 338(4) of the Companies Act, must be received by the Company no later than six weeks before the date fixed for the Annual General Meeting.
- (q) Under section 338A of the Companies Act, members meeting the threshold requirements set out in that section have the right to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the Annual General Meeting. Any such request, which must comply with section 338A(4) of the Companies Act, must be received by the Company no later than six weeks before the date fixed for the Annual General Meeting.
- (r) Members satisfying the thresholds in section 527 of the Companies Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at this Annual General Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's Auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Annual General Meeting includes any such statement that the Company has been required to publish on its website.

# EXPLANATORY NOTES TO RESOLUTIONS

## ORDINARY RESOLUTIONS

### RESOLUTION 1: RECEIVE THE ANNUAL REPORT AND FINANCIAL STATEMENTS

The Companies Act requires the Directors of a public company to lay before the Company in general meeting copies of the Annual Report, Directors' Reports and its Auditor's Report in respect of each financial year. These are contained in the Company's Annual Report and financial statements for the financial year ended 31 December 2023 (the "2023 Annual Report"). Accordingly, a resolution to receive the 2023 Annual Report is included as an ordinary resolution.

### RESOLUTION 2: APPROVE THE DIRECTORS' REMUNERATION REPORT

The Directors' remuneration report can be found on pages 71 to 72 of the 2023 Annual Report and is subject to an advisory vote by Shareholders, which is proposed as an ordinary resolution. It details the payments that have been made to Directors during the year, in accordance with the current remuneration policy. The remuneration report will be presented to Shareholders on an annual basis.

At the annual general meeting held in 2023, the Directors' remuneration policy was approved by Shareholders and is not therefore required to be approved at this year's Annual General Meeting. The policy will be put to Shareholders again no later than the Company's annual general meeting in 2026.

### RESOLUTIONS 3 AND 4: RE-APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION

Resolution 3 relates to the re-appointment of Deloitte LLP as the Company's Auditor to hold office until the conclusion of the next general meeting of the Company at which the accounts and reports of the Directors and Auditor are laid. This resolution is recommended by the Company's Audit Committee and endorsed by the Board. Accordingly, it is proposed, as an ordinary resolution, to re-appoint Deloitte LLP as the Company's Auditor. Resolution 4 authorises the Directors, upon recommendation from the Company's Audit Committee, to fix the Auditor's remuneration.

The Directors, having regard to the Audit Committee's recommendation, consider that the level of consultancy-related non-audit fees to audit fees paid to Deloitte LLP is appropriate for the advisory work required to be undertaken for the year to 31 December 2023 and that these do not create a conflict of interest on the part of the independent Auditor.

### RESOLUTIONS 5 TO 7: RE-ELECTION OF DIRECTORS

The Company's articles of association (the "Articles") specify that at each annual general meeting all of the Directors shall retire from office. Accordingly, each of the existing Directors will retire from office with effect from the conclusion of this Annual General Meeting and Gillian Nott, Jamie Richards and Thomas Plagemann will stand for re-election by the Shareholders. Rachael Nutter is not seeking re-election at the Annual General Meeting and will cease to be a Director of the Company from conclusion of the meeting.

Biographies of each member of the Board standing for re-election can be found on page 59 of the 2023 Annual Report.

The Directors believe that the Board has an appropriate balance of skills, experience, independence and knowledge of the Company and the sector in which it operates to enable it to provide effective strategic leadership and proper guidance of the Company. The Board confirms that, following the evaluation process set out in the Corporate Governance Report on pages 62 to 66 of the 2023 Annual Report, the performance of each of the Directors is, and continues to be, effective and demonstrates their respective commitment to the role. The Board believes, therefore, that it is in the interests of Shareholders that Gillian Nott, Jamie Richards and Thomas Plagemann be re-elected.

### RESOLUTION 8: APPROVAL OF THE DIVIDEND POLICY

Resolution 8 concerns the approval of the Company's dividend policy which is to pay interim quarterly dividends to the holders of Ordinary Shares, in US Dollars.

### RESOLUTION 9: AUTHORITY TO ALLOT SHARES

This resolution deals with the Directors authority to allot Ordinary Shares generally and unconditionally in accordance with section 551 of the Companies Act up to an aggregate nominal value of US\$ 332,200, or 10% of the Company's issued ordinary share capital.

Resolution 9 along with Special Resolution 10 as described below, intends to authorise the Board to allot shares in the capital of the Company and to grant rights to subscribe to, or to convert any security into shares on a non pre-emptive basis.

## SPECIAL RESOLUTIONS

### RESOLUTION 10: DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

Resolution 10 will be proposed as a special resolution, which require a majority of at least 75% to be passed. The Resolution seeks to provide the Directors the authority to allot shares or sell shares held in treasury under Resolution 9, on a non-pre-emptive basis for cash up to an aggregate nominal amount of US\$ 332,200, or 10% of the issued ordinary share capital (excluding treasury shares) as at the date the resolution would have passed.

### RESOLUTION 11: MARKET PURCHASES OF OWN SHARES

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 49,795,646 of its Ordinary Shares, being approximately 14.99% of the Company's issued ordinary share capital (excluding treasury shares) as at 22 March 2024 (being the latest practicable date prior to the publication of this Notice).

The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The authority will expire on the earlier of 15 months from the passing of the resolution and the Company's next annual general meeting.

The Directors believe that it is prudent to obtain the flexibility that this resolution provides; and will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of Shareholders generally and will result in an increase in earnings per Ordinary Share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). The Directors currently intend to cancel all shares purchased under this authority.

As at 22 March 2024, there are no outstanding options or warrants to subscribe for Ordinary Shares in the capital of the Company.

### RESOLUTION 12: NOTICE PERIOD FOR GENERAL MEETINGS

Resolution 12 is to be proposed as a special resolution to allow the Company to hold general meetings (other than annual general meetings) on at least 14 clear days' notice.

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for annual general meetings) provided that two conditions are met. The first condition is that the Company offers a facility for Shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all Shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of Shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

If approved, the resolution will be effective until the end of the Company's next annual general meeting, when it is intended that the approval be renewed. The Board will consider on a case-by-case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive.

### RESOLUTION 13: DISCONTINUATION RESOLUTION

The Company's Articles require the Directors to propose to Shareholders a special resolution that the Company ceases to continue in its present form ("**Discontinuation Resolution**") if over the course of a complete financial year, the Ordinary Shares of the Company have, on average, traded at a discount in excess of 10 percent to the Net Asset Value per Ordinary Share.

During the period, the Company's average price per Ordinary Share was 65.55 cents, trading at a 28.13 percent discount to the Company's average Net Asset Value as at 31 December 2023, triggering the requirement to propose the Discontinuation Resolution to Shareholders.

Accordingly, the Discontinuation Resolution will be put to Shareholders at the upcoming Annual General Meeting. If the Discontinuation Resolution is passed, the Board will put forward proposals to Shareholders at a general meeting of the Company, to be held within four months of the Discontinuation Resolution being passed, to wind up or otherwise reconstruct the Company, having regard to the illiquid nature of the Company's underlying assets.

Notwithstanding the obligation on the Board to propose the Discontinuation Resolution pursuant to the Company's Articles, the Board firmly believes that the passing of the Discontinuation Resolution would have a significant adverse impact on Shareholder value for the reasons set out below.

The Company underwent an extensive strategic review process during the period to consider the options available to protect Shareholder value (the "**Strategic Review**"). As a result of the Strategic Review, the Company made amendments to its investment policy and appointed a new Investment Manager, Amber Infrastructure Investment Advisor, LLC (a member of the Amber Infrastructure Group) ("**Amber**"), with effect from 1 December 2023. The Board believes that the appointment of Amber, with its extensive expertise, will be able to maximise Shareholder value and place the Company in a stronger position in future. The Strategic Review conducted throughout 2023, demonstrated that prevailing market conditions are not conducive to the Company realising the value of its assets. The Board therefore strongly recommends that Shareholders allow the Company to continue, so as to allow the investment strategy under Amber's management to deliver results.

In light of the severity of the possible consequences for Shareholder value, the Directors are unanimously recommending that Shareholders vote **AGAINST** the Discontinuation Resolution.

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# EXPLANATORY NOTES TO RESOLUTIONS CONTINUED

## RECOMMENDATION ON RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING

The Board is of the opinion that all resolutions being proposed at the upcoming Annual General Meeting, with the exception of resolution 13, are in the best interests of the Company and its Shareholders and therefore unanimously recommends that you vote in favour of resolutions 1 to 12 (inclusive).

The Directors intend to vote in favour of these resolutions in respect of all shares in respect of which they have voting control, which amount in aggregate to 351,046 shares representing approximately 0.11% of the existing issued ordinary share capital of the Company (excluding treasury shares) as at 22 March 2024 (being the latest practicable date prior to the publication of this Notice).

## RESOLUTION 13 (DISCONTINUATION RESOLUTION) – RECOMMENDATION TO VOTE AGAINST

The Board unanimously recommends that Shareholders vote against resolution 13, as it would have a significant adverse impact on Shareholder value. The Directors intend to vote **AGAINST** this resolution in respect of all shares in respect of which they have voting control.

## ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders are strongly advised to vote on the resolutions to be proposed at the Annual General Meeting in advance. To do this, you can appoint a proxy by using one of the methods set out in the notes to the Notice of Annual General Meeting on pages 106 to 107 of this document.

Shareholders who hold their shares through an investment platform or other nominee service are encouraged to contact their investment platform provider or nominee as soon as possible to arrange for votes to be lodged on their behalf.



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