GREATER GABBARD OFTO

Greater Gabbard OFTO Holdings Limited

Annual Report and Group Financial Statements

For the year ended 31st March 2022

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Operating and financial review

For the year ended 31 March 2022

Introduction

This Operating and Financial Review explains the operations of Greater Gabbard OFTO Plc ('the Subsidiary') and the main trends and factors underlying the development and performance of the Company during the year ended 31 March 2022, as well as those matters which are likely to affect its future development and performance.

Greater Gabbard OFTO Holdings Limited ("GGOHL" or "Company") is a private company limited by shares and an investment holding company whose sole business is the holdings of investments in its wholly owned subsidiaries, Greater Gabbard OFTO Intermediate Limited and Greater Gabbard OFTO Plc, which together form the Greater Gabbard OFTO Group ("the Group")

GGOHL's subsidiary Greater Gabbard OFTO Plc ("the Subsidiary" and "the licensee"), is a holder of an Offshore Electricity Transmission Licence ("the Licence") granted under the Electricity Act 1989. The Licence was awarded to the Subsidiary on 26 November 2013 by The Gas and Electricity Markets Authority ("the Authority").

The ultimate controlling parties of the Group are Equitix Transmission 2 Ltd and Equitix Capital Investors UK Cable Limited. The Group companies are registered in England and Wales, United Kingdom.

The Subsidiary's principal activity is to provide an electricity transmission service to National Grid Electricity Transmission plc ("NGET") - the electricity transmission system operator for Great Britain. The Subsidiary owns and operates a transmission system that electrically connects an offshore wind farm generator to the onshore transmission system operated by NGET.

Background

The Office of Gas and Electricity Markets ("Ofgem"), in partnership with the Department of Energy and Climate Change ("DECC"), has developed a regulatory regime for electricity transmission networks connecting offshore wind farms to the onshore electricity system. A key feature of this regime is that the transmission assets required by offshore generators should be owned and operated by offshore transmission owners ("OFTOs"). OFTOs are subject to the conditions of a transmission licence.

The subsidary holds the Licence, awarded by the Authority on 26 November 2013. The asset was purchased by the use of bonds and subordinated debt. This Licence, amongst other matters, permits and requires the subsidary to maintain and operate the Greater Gabbard offshore electricity transmission assets in perpetuity with a revenue entitlement period of 20 years from the date funds were drawn on 29 November 2013. The subsidary's offshore electricity transmission system exports the output of the Greater Gabbard wind farm owned by Greater Gabbard Offshore Winds Limited ("GGOWL") to NGET's onshore electricity transmission system.

The Electricity and Gas (Internal Markets) Regulations 2011 require all transmission system operators such as the subsidary to be certified as complying with the unbundling requirements of European Parliament Directive concerning common rules for the internal market in electricity ("the third package"). This is essentially a separation of control between the electricity generators and transmission owners. On 2 August 2013, the subsidary was issued a certificate pursuant to section 10D of the Electricity Act 1989 by the Authority confirming its compliance with the third package requirements. The subsidary has on-going obligations and is required to make certain on-going declarations to the Authority to ensure compliance with the terms of the certificate which it has met through to the date of this report.

The subsidary's offshore electricity transmission system

The subsidary transmits the electrical power of the Greater Gabbard wind farm from the offshore connection point of the subsidary's electrical assets with the electrical assets owned by GGOWL to the onshore connection point of the subsidary's assets with the electricity transmission system of NGET. The roles and responsibilities of parties at electrical connection points are dealt with through Interface Agreements and industry codes.

The Greater Gabbard offshore wind farm comprises 140 turbines, with a combined capacity of around 504 megawatts ("MW"), and is located off the Suffolk coast in two zones approximately 40km east of Harwich in the Thames Estuary. The power that is generated by the wind farm is transported to shore by the subsidary and connects into the NGET system at Sizewell in Suffolk.

The wind farm turbines are interconnected in "strings" by medium voltage (33kV) submarine cables that act as a power collection and transport system. The medium voltage cables are owned by GGOWL and run to the offshore electricity substations that are owned by the Subsidiary. At the Inner Gabbard offshore electricity substation the voltage is "stepped up" to 132kV by an electrical transformer and then transported to land by three 45.5km high voltage submarine cables buried in the sea bed. There is a further high voltage submarine cable, 16km in length, which connects the Galloper OSP (off shore platform) to the Inner Gabbard OSP. At landfall the submarine cable is joined to a buried land cable that runs for 0.59km to the Subsidiary's onshore electricity substation at Sizewell. At the Leiston substation the power factor of the electricity is corrected using reactive compensation equipment and the transported power is then connected into NGET's electricity transmission system.

The subsidary's long term business objectives

The Subsidiary is a special purpose vehicle formed to hold the Licence. Its non-financial objectives are, therefore, consistent with the objectives of the Licence. The Subsidiary will achieve these objectives by ensuring its compliance with the Licence, industry codes and legislation and by operating and maintaining its transmission system in accordance with good industry practice.

The Subsidiary's financial objective is to provide financial returns to shareholders consistent with, or in excess of, the business plan that supported its tender offer for the Greater Gabbard offshore transmission system. The Subsidiary will achieve this objective by:

- meeting its revenue targets by operating the transmission system at availability levels equal to, or higher than, the Licence target;
- adopting and maintaining a financing structure that is, as a minimum, as efficient as that contemplated by the business plan; and
- controlling costs and seeking efficiency improvements.

The subsidary's operating model

The Subsidiary's operating model is to outsource all operational and maintenance ("O&M") activities including asset management capability. O&M activities are outsourced to EDS HV Management Limited ("EDS"). Equitix Management Services Limited ("EMS") performs certain financial and management services to the Subsidiary through a Professional Services Agreement ("PSA"). As part of its general asset management responsibilities EMS fulfils the role of an 'informed buyer' to ensure that the outsourced O&M services are of the required quality to ensure that the Subsidiary meets its Licence obligations and complies with good industry practice. The Subsidiary has mitigated the performance risk of its outsourced service providers through the O&M and PSA contract.

Operating and financial review (continued)

For the year ended 31 March 2022

The subsidary's approach to managing the business

The Subsidiary's general approach to the management and operation of its business is based on ensuring that the right balance is achieved between cost, quality, performance, innovation and financial returns so as to optimise the cost of its services to the end consumer. In doing so the Subsidiary:

• has a relentless focus on transmission system availability;
• recognises that the inherently hazardous nature of the Subsidiary's assets and operations requires an extraordinary focus on Health, Safety and the Environment ("HS&E");
• has the right contractors / subcontractors working safely to standards using the right processes, technology and systems;
• has implemented a risk management approach that ensures that risks are assessed, managed and reported appropriately; and
• has adopted a governance framework that enforces compliance with law, regulations and licence conditions.

Principal regulatory, industry contracts and industry code matters

The Subsidiary enjoys benefits and is subject to a number of regulatory and contractual obligations arising from and including: the Licence; the Transmission Owner Construction Agreement ("TOCA") with NGET and the System Operator – Transmission Owner Code ("STC"). The Subsidiary's operations are also subject to a range of industry specific legal requirements.

A summary of some of the major features of the Licence, industry contracts and electricity code matters are described below.

Licence obligations

Under the terms of the Licence the Subsidiary is required to carry out its licenced activities and have in place governance arrangements that ensure (amongst other obligations) that the Subsidiary does not provide cross-subsidies to, or receive cross-subsidies from any other business of the Licensee or of any affiliate. In addition, the Licence places restrictions on the Subsidiary's activities and how it conducts its transmission activities. In carrying out its transmission activities it must do so in a manner that does not confer upon it an unfair commercial advantage, in particular, in relation to any activity that does not relate to the operation of the offshore transmission business.

A failure by the Subsidiary to materially comply with the terms of the Licence could ultimately lead to the revocation of the Licence. The Board of Directors take very seriously its obligations to comply with the terms of the Licence and has processes, procedures and controls in place to ensure compliance.

Regulated revenue and incentives

The Licence awarded by the Authority to the Subsidiary determines how much the Subsidiary may charge for the OFTO services that it provides to NGET in any relevant charging year in accordance with a regulatory formula. The charging year is from 1 April to 31 March. The Licence also provides the Subsidiary with an incentive to ensure that the offshore transmission assets are available to transmit electricity by reference to the actual availability of the Subsidiary's transmission system in any given calendar year versus the regulatory target. The regulatory target availability is 98% of the total megawatt hour capacity of the Subsidiary's electricity transmission system (as determined by the Subsidiary's System Capability Statement) in any given calendar year, or part thereof.

Principal regulatory, industry contracts and industry code matters (continued)

Transmission charges are based on the target transmission system availability of 98%, and increase on 1 April following any given year by reference to the average rate of increase in the UK retail price index ("RPI") in the year to the previous December. The revenue derived from charges based on this target availability represents the Subsidiary's "base revenue". For the avoidance of doubt, the Subsidiary's transmission charges are not exposed to commodity risk and are not exposed to any generation risk.

As previously noted, the Licence contains mechanisms to incentivise the Subsidiary to provide the maximum possible electricity transmission system availability, having regard to the safe running of the system. The Subsidiary is incentivised on a monthly basis with higher targets, and higher potential penalties or credits, in the winter months, and lower targets, and lower potential penalties or credits, in the summer months. These incentive mechanisms help drive the management of the Subsidiary to manage proactively the transmission system availability across the year by focusing maintenance activities, which could lower transmission system availability, into those months with the lowest targets and related penalties or credits.

If the achieved transmission system availability is different to the target availability then there is a mechanism contained within the Licence that could potentially affect the Subsidiary's charges and hence its revenue in future periods. The Licence provides for adjustments to "base revenue" where the OFTO's system availability performance is different to the target system availability. If transmission system availability in any given year is in excess of the target availability level then credits are "earned" and if availability is less than target then penalties accrue. The Subsidiary is then permitted or required to change its prices to reflect the credits earned or penalties accrued as necessary. The maximum credit which the Subsidiary can "earn" and collect in charges amounts to around 5% of base revenue for that year and the maximum penalty that can be reflected in charges is around 10% of base revenue for that year. The detailed mechanism that is used to adjust charges to reflect these credits and penalties in charges is described below.

The penalties and credits are recorded on a monthly, but notional basis, during each calendar year. Individual net monthly penalties are first offset against any brought forward net cumulative credits from the previous calendar year. Thereafter, individual monthly net penalties are eligible for offset against credits arising in the current calendar year. If at the end of any calendar year there is a cumulative net credit, this net credit is eligible for collection in charges as an adjustment to charges at the beginning of the sixth financial year following the end of the calendar year in which the first credit arose. The maximum amount of credit that is eligible to be reflected in charges in the sixth financial year is the lesser of the credit that arose in the first calendar year and the cumulative net credit outstanding at the end of the preceding calendar year.

In respect of net penalties which are outstanding at the end of the calendar year then, in principle, the charges in respect of the following financial year are lowered by an amount that would reduce the charges for that financial year by the amount of the net penalty. However, the reduction in charges can never exceed 10% of the base revenue for that year.

Principal regulatory, industry contracts and industry code matters (continued)

To the extent that the cumulative net penalty, if applied, to the Subsidiary's charges would result in those charges being reduced by more than 10% of the base revenue for that year, the excess net penalty is carried forward on a cumulative and notional basis and aggregated with additional credits and penalties arising in the subsequent period. The maximum period that penalties relating to a particular calendar year can be carried forward is five years.

As a result of the arrangements described above, there are a number of risks that the Subsidiary faces that affect the level of transmission system availability and therefore affect potential incentive credits and penalties. The principal risks associated with transmission system availability stem from the following:

1) The inherent design of the transmission system e.g. system redundancy;

2) The management of maintenance activities so that the assets are maintained to good industry practice, and where possible, the Subsidiary seeks to carry out such maintenance without the need for planned outages whilst having regard to the safe operation of those assets; and

3) The management of planned outages of the transmission system having regard to the activities of other interested parties and to bias such outages towards those periods during the year with the lowest system availability targets and related penalties or credits.

As the end of the 20 year Licence period approaches the agreed regulatory formula relating to the Subsidiary's ability to collect credits as explained above changes. There is an acceleration of the Subsidiary's ability to collect such credits in its invoicing.

In certain circumstances, and in respect of certain costs, such as non-domestic rates relating to the Subsidiary's onshore electricity network and costs charged by the Authority associated with running the OFTO tender regime, the Subsidiary is permitted under the terms of its Licence to pass these costs to its customer by altering charges as required.

Transmission system capability (capacity)

As described above, the Subsidiary is incentivised to provide the maximum transmission system availability as is possible having regard to the safe running of the system. The maximum availability of the system is defined in the Licence and is expressed in megawatt hours (MWhr).

Under the terms of the TOCA with NGET, the Subsidiary provides a transmission service on the basis of a declared maximum capacity of the transmission system. The declared maximum capacity for Performance Year ended 31 December 2021 was 500 MW. The practical significance of the declared maximum capacity is that the maximum declared capacity of the transmission system determines the maximum MWhr availability of the transmission system for the purpose of comparing with the Subsidiary's actual transmission availability during any performance year – which in turn determines the Subsidiary's performance credits or penalties as described under Regulated revenue and incentives earlier in this Operating and Financial Review.

The Subsidiary has provided 99.98% transmission capacity based on the declared maximum capacity of the transmission system during the performance year ended 31 December 2021– see Transmission System Availability below. In the incentive period January to March 2022 the transmission capacity was 100.00%. The Subsidiary minimises the risk of unexpected outages (and incurring related performance penalties) or incurring unexpected repair costs by carrying out appropriate maintenance in accordance with good industry practice.

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Operating and financial review (continued)

For the year ended 31 March 2022

Transmission system quality of supply

The STC sets out the minimum technical, design and operational and performance criteria that Offshore Transmission Owners must ensure that their transmission system can satisfy. For the Subsidiary's transmission system the most significant requirements are in respect of the reactive power capability, voltage control and the quality of the power (as measured by harmonic performance) deliverable at the connection point of the Subsidiary's transmission system with NGET's transmission system.

The Subsidiary has met its requirements to transmit electricity in accordance with the parameters agreed with NGET during the year under review.

Key performance indicators ("KPIs")
The Subsidiary has identified the following KPIs as being instrumental to the management of the transmission business. Such KPIs include financial and non-financial KPIs:

	Definition	Objective
	Financial KPI's	
Profit before taxation	Profit before taxation: £2,637k (2021: £2,040k)	To increase.
Cash available for debt service	Net cash outflow from operating activities less net cash inflow from investing activities £15,650k (2021: £12,527k).	To increase.
	Non-Financial KPI's	
Maximise transmission availability	Making the transmission system available to transmit electricity over the performance year 1 January 2021 to 31 December 2021: 99.98% (year from 1 January 2020 to 31 December 2020: 100%).	To exceed the Licence target availability 98%.
Ensure that the quality of electricity at the export connection point is compliant with SQSS and the STC	To meet the standards set by the SQSS and the STC in relation to voltage control, reactive power and harmonic distortion.	To be compliant. This has been achieved for the year ended March 2022.
HS&E	1) Zero lost time accidents ("LTIs") for contractors; 2) Zero reportable environmental incidents; 3) Compliance with transferred obligations under GGOWL's Marine Management Organisation ("MMO") Licence.	1) Zero LTIs; 2) Zero reportable environmental incidents; 3) Compliance with MMO Licence All of the above objectives have been met for the year ended March 2022.

Where appropriate adjustments will be made where events give rise to unusual patterns of income, expenditure and/or one-off events.

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Operating and financial review (continued)

For the year ended 31 March 2022

The Subsidiary's operational performance

The Company's prime operational objectives are to maximise transmission system availability and to ensure that the quality of electricity at the onshore connection point is compliant with the SQSS and the STC having regard in all respects to the safety of employees, contractors and the general public.

The OFTO has a fully wrapped O&M contract with EDS HV Management Limited that contains requirements to effectively operate and maintain the assets in accordance with the OFTO Operating Approvals. Maintenance is required to be delivered taking into account Statutory obligations, the requirements and recommendations of the Original Equipment manufacturer (OEM) plus condition, age and service duty of the asset. The OFTO regularly monitors O&M delivery performance.

Greater Gabbard OFTO achieved 99.98% availability during the year to 31 March 2022 (2021 : 9.76%)

Transmission system availability

The performance of the Subsidiary's transmission system for the performance year ended 31 December 2021 and 2020 were as tabulated below:

MW Hours	Note	Performance Year ended 31 December 2021	Performance Year ended 31 December 2020
Maximum system availability (capability - MWhrs)	(a)	4,383,000	4,383,000
Actual system availability (MWhrs)		4,382,001	4,373,357
Actual system availability (%)		99.98%	99.78%
Regulatory target system availability (%)		98%	98%
Availability credits (MWhrs)			
Availability credits at 1 January		630,474	535,328
Net availability / credits for the performance year		87,995	95,146
Net availability credits at 31 December		718,469	630,474

The performance of the Subsidiary's transmission system for the performance quarter ended 31 March 2022 and 2021 were as tabulated below:

MW Hours	Note	Performance Period 1 January 2022 to 31 March 2022	Performance Period 1 January 2021 to 31 March 2021
Maximum system availability (capability - MWhrs)	(a)	1,083,000	1,083,000
Actual system availability (MWhrs)		1,083,000	1,083,000
Actual system availability (%)		100.00%	100.00%
Regulatory target system availability (%)		98%	98%
Availability credits (MWhrs)			
Availability credits at 1 January		718,469	630,474
Net availability / credits for the performance quarter		25,124	25,124
Net availability credits at 31 March		743,593	655,598

(a) The maximum system availability of the Subsidiary's transmission system as declared to NGET during the performance year.

Quality of supply

The quality of supply constraints agreed with NGET (see "Transmission system quality of supply" above) requires the Subsidiary to transmit electricity within certain parameters in relation to: voltage control; reactive power; and harmonic distortion. A failure to meet these qualities of supply constraints could result in NGET requiring the Subsidiary's transmission system to be disconnected from NGET's electricity transmission system, resulting in loss of transmission availability and reduced incentive credits or performance penalties. The Subsidiary closely monitors compliance with these qualities of supply constraints and carries out appropriate maintenance activities consistent with good industry practice to allow the Subsidiary to meet these qualities of supply obligations.

During the financial year the Subsidiary has met its obligations to transmit electricity compliant with these operational obligations. The Subsidiary has continued to comply with these obligations through to the date of this report.

Health, safety, and environmental performance

The Board recognises that the nature of its business requires an exceptional focus on health, safety, and the environment. Safety is critical both to business performance and to the culture of the Subsidiary. The operation of the Subsidiary's assets gives rise to the potential risk that they could injure people and/or damage property if these risks are not properly controlled. Our objective is to eliminate or minimise those risks to achieve zero injuries or harm, and to safeguard members of the general public.

During the year under review there were no health or safety incidents that required reporting under applicable legislation and that contractor "lost days" arising from safety incidents that required reporting under the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 1995 were zero.

The Subsidiary is committed to reducing the environmental impact of its operations to as low as practically possible. The Subsidiary will do so by reducing the effect its activities have on the environment by: respecting the environmental status and biodiversity of the area where the Subsidiary's assets are installed; considering whole life environmental costs and benefits in making business decisions; looking for ways to use resources more efficiently through good design, use of sustainable materials, responsibly refurbishing existing assets, and reducing and recycling waste; and continually improving management systems to prevent pollution and to reduce the risk of environmental incidents.

The Board is pleased to report that during the year under review there were no environmental incidents or matters that required reporting to any relevant competent authority and that it had complied with the Marine licence obligations transferred under the Sale and Purchase Agreement ("SPA") by GGOWL when the transmission assets were acquired by the Subsidiary.

Stakeholder relationships

The potentially hazardous nature of Subsidiary's operations and the environmentally sensitive nature of the locations where its assets are located require the Subsidiary to engage and communicate with a wide audience of stakeholders and to establish good relationships with them. As well as industry participants and local and national government bodies this audience includes: Port Authorities; the emergency services; the maritime community; environmental agencies and organisations; landowners and the general public. Accordingly the Subsidiary has established a shareholder matrix and implemented a stakeholder engagement and communications plan. The Directors consider that stakeholder relationships are satisfactory.

Principal risks and uncertainties

The principal risks and uncertainties faced by the Subsidiary have been discussed and referenced in this Operating and Financial Review, alongside a discussion of the operational and financial performance of the Subsidiary.

The Group' s financial performance

Summary

The financial performance of the Group for the year ended 31 March 2022, and its financial position as at 31 March 2022, was satisfactory and is summarised below. In this report all numbers have been rounded to the nearest £1,000 where each £1,000 is represented by the symbol £k.

The Company reports its results in accordance with International Financial Reporting Standards ("IFRS") in conformity with the requirements of the Companies Act 2006.

	2022	2021
	£'000	£'000
Operating profit/(loss)	**231**	(327)
Net finance income	**2,406**	2,367
Profit before taxation	**2,637**	2,040
Taxation	**(1,847)**	(365)
Profit after taxation	**790**	1,675

	2022	2021
	£'000	£'000
Net cash inflow from operating activities and investing activities	**15,650**	12,528

Operating and finance income

Operating and finance income is derived from the Group's activities as a provider of transmission services. The vast majority of the Group's income is derived from NGET.

Finance income for the year amounted to £17,446k (2021: £18,122k), and represents the finance income that would have been generated from an efficient stand-alone "transmission owner".

The finance income has been recorded in accordance with the principal accounting policies adopted by the Group. A discussion of the critical accounting policies adopted by the Group is shown in the accounting policies section of the financial statements commencing on page 35.

Operating income for the year amounted to £3,346k (2021: £3,196k), and primarily represents the operating income that would be generated by an efficient provider of operating services to NGET, our principal customer.

Such services include those activities that result in the efficient and safe operation of the transmission assets, and are reflective of the costs incurred in providing those services, including the cost of insuring those assets on behalf of a stand-alone transmission owner. Operating income has been recorded in accordance with the principal accounting policies adopted by the Group.

Operating costs

Operating costs for the year amounted to £ £3,115k (2021: £3,523k)

The most significant costs included within operating costs for the year were those costs associated with:

	2022	2021
operations and maintenance	1,130	1,635
insurance	1,060	980
professional service fees	276	269
non-domestic rates	573	573

Operating profit / (loss)

Operating profit / (loss) being the net of operating income and operating costs amounted to a profit of £231k (2021: loss £327k).

Interest income

Interest income relates to interest on bank deposit of £87k (2021: £139k) and notional interest of £17,446k (2021: £18,122k).

Finance costs

Finance costs amounted to £15,127k (2021: £15,894k). Funding was required to acquire the transmission system Transmission owner asset from GGOWL and the acquisition of the Transmission owner asset took place on 29 November 2013.

The vast majority of the finance costs relates to the interest cost of servicing senior debt holders £9,566k (2021: £5,186k) and holders of subordinated debt £5,249k (2021: £5,186k). Interest expense and other financial costs arise from the cost of debt used to finance the acquisition of the Transmission owner asset.

Operating and financial review (continued)

For the year ended 31 March 2022

Taxation

The net taxation charge on profit before taxation for the year is £1,847k (2021: £365k) and relates solely to deferred taxation. There was no current taxation arising in the year (2021: £nil) as the Group incurred taxable losses. The taxation charge for the year has been computed at 25% (2021: 19%).

A taxation credit of £5,342k (2021: £202k) has been recognised in other comprehensive income relating to pre-taxation gains arising on marking the Group's cash flow hedges to market at 31 March 2022.

The taxation charge relates solely to deferred taxation as the Group incurred taxable losses during the year. This taxation credit has been computed at 25% (2021: 19%).

Profit after taxation

Profit for the year after taxation amounted to £790k (2021: £1,675k.)

Cash flows

Net cash flow used in operating activities amounted to £16,899k (2021: £19,257k) primarily reflecting the cash outflows relating to operating activities incurred during the year to 31 March 2022.

Net cash inflows from investing activities amounted to £32,549k (2021: £31,785k).

Cash available for debt servicing defined as net cash flows from operations less (or add) net cash flows used in (or generated from) investing activities (after adjustment for the exclusion of the cost of acquiring the Transmission owner asset) and includes interest income received of £87k (2021: £139k) amounted to £15,650k (2021: £12,527k).

Net cash outflows from financing activities amounted to £13,849k (2021: outflow £12,914k).

Payments to service senior debt holders during the year amounted to £23,409k (2021: £23,032k.) Payments to subordinated debt holders during the year amounted to £4,540k (2021: £5,093k).

No corporation tax was paid in the year (2021: £nil.).

No dividend was paid in the year (2021: £nil.)

There were no undisclosed dividends proposed between the year end and the date of the approval of the financial statements.

Operating and financial review (continued)

For the year ended 31 March 2022

Statement of Financial Position and consideration of financial management

Going concern

We are operating our offshore transmission system at a time of unprecedented disruption and change as a result of the Covid-19 pandemic. The health and safety of contractors and other third parties who manage our operations are our top priority. The Board has proactively executed a plan to identify the potential key impact areas and put in place measures to address and manage those risks as necessary, while following all governmental requirements and guidelines. We have engaged closely with the O&M service provider, Ofgem and other parties that are critical to the management and successful operation of our operations - focussing on the actions we need to take to protect the health and wellbeing of those people working on our assets with a view to minimising the impact on our operations.

Through to the date of this report, there have been no adverse incidents or disruption to the availability of the offshore transmission system, our operations or finances as a result of the Covid-19 pandemic. Additionally, the current economic uncertainty will not have any material impact as the revenue is contracted to be indexed annually which will offset any increase in costs. Income has been received on a monthly basis with no issues. A risk-based approach has been taken to scheduled work such that statutory inspections and essential works have been undertaken however non-essential maintenance has been deferred until a later date. Having made enquiries, the Directors consider that the Group has adequate resources to continue in business for the foreseeable future, and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements of the Group. More details of the Group's funding and liquidity position are provided under the headings "Current funding structure" and "Going concern, Liquidity and treasury management"

Statement of Financial Position

The Group's Statement of Financial Position as at 31 March 2022 is summarised below:

	Assets	Liabilities	Net assets
	£'000	**£'000**	**£'000**
Non-current Transmission owner assets	259,761	-	259,761
Non-current deferred taxation	-	(3,357)	(3,357)
Decommissioning provision	-	(4,821)	(4,821)
Current assets and liabilities [1]	44,687	(4,161)	40,526
	304,448	(12,340)	292,108
Borrowings	-	(275,000)	(275,000)
Derivatives financial assets	0	(9,913)	(9,913)
Totals at 31 March 2022	304,448	(297,253)	7,195
Totals at 31 March 2021	329,722	(303,673)	26,050

(1) Excluding borrowing

Transmission owner asset and decommissioning

The Transmission owner asset is a financial asset and is carried at the costs incurred, and directly attributable to the acquisition of the Greater Gabbard offshore transmission system at the date of acquisition, plus finance income less receipts attributable to the carrying value of that asset and is carried at amortised cost. The net result being that the carrying value of the Transmission owner asset reflects the application of the effective interest rate method, and is determined in accordance with the principal accounting policies adopted by the Group. A discussion of the critical accounting policies adopted by the Group that give rise to this balance is shown in the accounting policies section of the financial statements commencing on page 35.

Transmission owner asset and decommissioning (continued)

The Transmission owner asset was acquired on 29 November 2013 from Greater Gabbard Offshore Winds Limited. The total costs of acquisition of this asset amounted to £317.1m. The estimate of the costs of decommissioning the Transmission owner asset at the end of its economic useful life in 2033 amounted to £9,978k (2021: £9,430k). These costs will be incurred from year 18 onwards.

Deferred taxation

The Group has recognised a deferred taxation liability of £5,835k (2021: £3,988k) which reflects the recognition, in full, of the deferred taxation impact of all temporary differences arising to March 2022, including taxable losses. This is increased by a deferred tax asset of £2,478k (2021: liability of £2,864k) relating to pre-taxation gains arising on marking the Group's cash flow hedges to market at 31 March 2022, which gives a total deferred tax liability of £3,357k (2021: £6,852k).

Net debt

Net debt is defined as all borrowings (senior and subordinated debt) less the carrying value of all financial derivative contracts that are marked to market (UK Retail Price Index (RPI) related swaps).

At 31 March 2022 net debt stood at £252,458k (2021: £242,868k) and included £9,913k liability (2021: asset of £15,073k). relating to the carrying value of financial derivatives that were marked to market at that date.

A discussion of the capital structure and the use of financial derivatives is provided below.

Current funding structure

The Subsidiary is funded through a combination of senior debt, subordinated debt and equity in accordance with the Directors' objectives of establishing an appropriately funded business consistent with that of a prudent offshore electricity transmission operator, and the terms of all legal and regulatory obligations including those of the Licence and the Utilities Act 2000.

Senior debt is comprised of fixed rate bonds credit enhanced by the European Investment Bank's ("EIB") Project Bond Credit Enhancement ("PBCE") instrument at a level of 15% of senior bonds outstanding. All senior debt is serviced on a six monthly basis and is expected to amortise over the life of the project through to November 2032. The total carrying value of the bonds outstanding at 31 March 2022 amounted to £220,793k (2021: £234,642k). The bonds carry a fixed rate coupon which requires servicing on a half yearly basis.

The subordinated loan ranks behind the senior debt and is held by the Company's subsidiary, Greater Gabbard OFTO Intermediate Limited ("GGOIL"). The subordinated loan was issued by GGOIL on a commercially priced basis, and carries a fixed rate coupon. At 31 March 2022 the total principal carrying value of the subordinated loan outstanding amounted to £45,989k (2021: £45,989k).

Ordinary equity share capital amounted to £51k at 31 March 2022 (2021: £51k).

Operating and financial review (continued)

For the year ended 31 March 2022

Current funding structure (continued)

Going concern, liquidity, and treasury management

As indicated previously, the Directors have confirmed that after due enquiry they have sufficient evidence to support their conclusion that the Group is a going concern, and has adequate resources in the foreseeable future to meet its ongoing obligations, including the servicing of bond holders, as those obligations fall due. This conclusion is based on a number of factors which are summarised below.

The expected cash in-flows that are likely to accrue to the Subsidiary over the foreseeable future from its electricity transmission operations are highly predictable, and will not fall below a certain level as explained above under "Regulated revenue and incentives". In addition, NGET, as a condition of its regulatory ring-fence, is required to use its reasonable endeavours to maintain an investment grade credit rating and, therefore, the likelihood of payment default by NGET is very low. As at 31 March 2022 there were no sums outstanding from NGET (2021: £nil) and from 31 March to the date of this report all amounts due from NGET had been received on time.

The Group enjoys certain protections afforded under the Licence granted to the Subsidiary. In particular, provided that the Group can demonstrate that it has applied good industry practice in the management of the Group and its assets, then in the event that an unforeseen incident results in the Group suffering a loss in excess of £1,000k (in so far as it relates to its activities under the Licence) it can apply to the Authority for an income adjusting event and recover the lost amount.

The Group has also put in place prudent insurance arrangements primarily in relation to property damage such that it can make claims in the event that an insurable event takes place and thereby continue in business.

The Licence protections together with the insurance arrangements reduce uncertainties and address certain risks regarding loss/destruction of assets that arise from remote and/or catastrophic events.

The Subsidiary has also entered into certain hedging and other contractual arrangements that have been put in place to achieve a high degree of certainty (and thereby reduce uncertainty) as to the likely cash out-flows that are expected to occur over the life of the project.

The hedging arrangements are explained in more detail below under Hedging arrangements. In summary the RPI swaps have the impact of effectively converting a proportion of the RPI variable cash flows arising from the Subsidiary's transmission services activities into a known series of cash flows over the life of the project.

Other contractual arrangements with third parties have been entered into that have a pricing mechanism that features linkages to RPI or other indices, which has the effect of reducing the uncertainty as to the quantum and frequency of cash outflows arising. As a consequence, it is the opinion of the Directors that the costs and related cash flows associated with these arrangements are more likely than not to vary in a similar manner with the principal cash inflows generated by the Subsidiary in relation to its transmission services that are not subject to the RPI swaps arrangements.

Since the balance sheet date, the outlook of the UK and Global economy has become increasingly uncertain due to the spread of the Covid-19 virus. The Board has proactively executed a plan to identify the potential key impact areas and put in place measures to address and manage those risks as necessary, while following all governmental requirements and guidelines. Through to the date of this report, there have been no adverse incidents or disruption to our operations or finances as a result of the Covid-19 pandemic and as such the Group is not anticipating any significant impact of Covid-19 on its business and operations.

Operating and financial review (continued)

For the year ended 31 March 2022

Going concern, liquidity, and treasury management (continued)

The Subsidiary also has access to a liquidity facility of £6,042k (2021: £5,950k) that the Subsidiary can access in the event that it has an insurable or income adjusting event.

The EIB has provided a letter of credit at a level of 15% of senior bonds outstanding which is £33,119k at 31 March 2022 (2021: £35,196k) as a form of subordinated credit enhancement instrument for the Subsidiary in relation to the bonds and the hedging agreements.

Under the terms of the loan note instrument, the loan notes are redeemable from 2032.

Credit rating

It is a condition of the regulatory ring-fence around the Subsidiary that it uses reasonable endeavours to maintain an investment grade credit rating in respect of its senior debt. The rating agency carries out regular and periodic reviews of the rating. The Subsidiary has maintained an investment grade credit rating of A3 in respect of its senior debt consistent with its obligations under the Licence.

During the rating agency's assessment of the Subsidiary's credit rating, amongst other matters, the rating agency will and has considered: actual and expected cash flows over the term of the project; the regulatory environment within which the Subsidiary operates; the nature of the principal contractual arrangements in place; the insurance arrangements; and the credit risk of all material counterparties in arriving at their assessment of the appropriate credit rating.

It is the Directors' assessment, that having regards to the principal risks and uncertainties regarding cash flows, the creditworthiness of counterparties, the regulatory environment, the insurance arrangements and other matters that are discussed in this Operating and Financial Review, that there are reasonable grounds to believe that the rating agency will continue to confirm that the Subsidiary's bonds are investment grade status in the foreseeable future based on the information available to the Directors at the date of this annual report.

Ongoing funding requirements

The Subsidiary does not expect to have any significant funding requirements over the expected life of the project that will require additional external funding. Debt servicing and other obligations of the Subsidiary are expected to be met by the cash inflows generated by the Subsidiary. Consequently, based on the current capacity of the existing transmission system operated by the Subsidiary, there is minimal refinancing risk.

To the extent that a requirement for significant expenditure is required in the future as a result of additional capital works being required to provide incremental transmission capacity, there is a mechanism in the Subsidiary's Licence to allow the Subsidiary to increase its charges in respect of such expenditure. The Directors would expect that such additional expenditure would be capable of being funded based on the increased cash flows arising from such additional expenditure. No such additional expenditure is planned or expected in the foreseeable future.

Surplus funds

The Subsidiary invests surplus funds in term deposits with banks that have a short term senior debt rating of at least A-1 or better issued by Standard & Poor's, or P-1 or better issued by Moody's. Of the cash and cash equivalents, £21,191k (2021: £20,853k) were held in reserve accounts, the Common Terms Agreement ("CTA") defines the requirements to transfer in and withdraw funds from these accounts. If the request is not defined in the CTA the consent of the Subsidiary's lenders is required prior to use, but are held for general corporate purposes. A description of the restrictions applied to certain deposits and other matters are referred to below under "Lending covenants and other restrictions".

The Subsidiary has some variability of cash flows in relation to the interest it earns on its investments, as typically these investments are held in deposits with a typical maturity of six months or less and earn variable rates of interest. However, in the context of the other cash flows generated by the Subsidiary these amounts are insignificant.

Hedging arrangements

General

It is the policy of the Board that the Subsidiary will only enter into derivative financial instruments for the purpose of hedging an economic risk. No derivative financial instruments will be entered into unless there is an underlying economic position to be hedged. No speculative positions are entered into.

RPI swaps

The Subsidiary has entered into arrangements with third parties for the purpose of exchanging the majority (approximately 63.5%) of variable cash inflows arising from the electricity transmission service it provides to NGET in exchange for a pre-determined stream of cash inflows with the final payment date expected on 29 November 2032. This arrangement meets the definition of a derivative financial instrument. The period covered by these arrangements closely matches the period over which the Subsidiary enjoys exclusive rights to operate the offshore transmission system under the Licence, and closely reflects the period over which the vast majority of cash flows from the project are expected to be generated.

As previously described (see "Regulated revenue and incentives"), under the terms of the Licence, regulatory and other contractual agreements, the Subsidiary is permitted to charge its customer, NGET, an agreed amount for the transmission services it provides, the price of which is uplifted each year commencing 1 April by a sum equivalent to the average increase in RPI over the previous 12-month period measured from January to December. Where there is a reduction or no increase in RPI over the relevant period, then the charges remain unchanged from the previous year. These derivative arrangements ("RPI swaps") have the effect of exchanging the vast majority of variable cash inflows derived from the Subsidiary's transmission services (impacted by changes in actual RPI) in exchange for a known and predetermined stream of rising cash flows over the same period.

Operating and financial review (continued)

For the year ended 31 March 2022

Hedging arrangements (continued)

The Directors believe that the use of these RPI swaps is consistent with the Subsidiary's risk management objective and strategy for undertaking the hedge. The majority of the Subsidiary’s cash outflows relate to borrowings that effectively carry a fixed coupon so that both the resultant principal repayments and coupon payments are predetermined. The purpose of the RPI swap arrangements is to generate highly certain cash inflows (thereby reducing uncertainty) so that the Subsidiary can meet its obligations under the terms of the Subsidiary’s borrowing arrangements and therefore reduce the risk of default. The Directors believe that RPI swaps have a highly effective hedging relationship with the forecast cash inflows that are considered to be highly probable, and as a consequence have concluded that these derivatives meets the definition of a cash flow hedge and have formally designated them as such.

The carrying value of the RPI swaps asset at 31 March 2022 was a charge of £9,913k (2021: credit £15,073k). A corresponding entry has been recorded in other comprehensive income.

Lending covenants and other restrictions

The Subsidiary is subject to certain covenants and conditions under lending agreements with the senior debt holders. The Subsidiary entered into the lending agreements to allow it to fund the acquisition of the Transmission owner asset. Under these lending agreements, a Security and Bond Trustee has been appointed to represent the senior debt holders and to monitor compliance by the Subsidiary with the conditions of the lending agreements it has entered into. In addition, a Technical Adviser and an Insurance Adviser have also been appointed under the terms of the lending agreements to support the Security and Bond Trustee in the discharge of their duties. The covenants and conditions of the lending agreements include (but are not limited to) the following:

1) The Subsidiary is required to operate on the basis of a financial plan while the lending agreements are in place (19 years) which the Security and Bond Trustee has approved and subject to certain allowances; any deviation from that plan requires the approval of the Security and Bond Trustee. The financial plan is refreshed on a six monthly basis and revised on an annual basis as required;

2) The Subsidiary is required to deliver financial and other information at specified intervals (typically six monthly) to the Security and Bond Trustee;

3) The lending agreements specify the bank accounts that the Subsidiary is permitted to operate and in addition, restrict the way in which those accounts should be operated – this includes, in respect of certain accounts, requiring those accounts to be funded for specific purposes and only allowing access to those accounts for that specified purpose. With the exception of one bank account, all withdrawals from bank accounts require the consent of the Security and Bond Trustee;

4) The Subsidiary is required to maintain certain financial ratios (both historical and forward looking) in respect of debt service cover; loan life cover; and in respect of incremental investments it cannot exceed a specified gearing ratio;

5) The Subsidiary is restricted under the lending agreements as to its ability to invest its surplus funds such that it is only permitted to invest those surplus funds in investments with maturities that are allowed under the terms of those agreements. Typically this results in the Subsidiary investing in term deposits with maturities not exceeding six months;

6) The Subsidiary is required to maintain adequate insurances at all times; and

Lending covenants and other restrictions (continued)

7) The Subsidiary is required to meet all the conditions contained within the lending agreements before any servicing of the subordinated debt holders can take place or any distributions can be made to shareholders.

There is a risk that if the Subsidiary materially fails to comply with the terms of the lending agreements, or has failed to apply one of the specified remedies, the Subsidiary would be in default of the lending agreements. In these circumstances the amounts due under the lending agreements are immediately due and payable or are repayable on demand. The Subsidiary monitors and has put in place controls and procedures to ensure material compliance with the terms of the lending agreement at all times.

Since entering into the lending agreements the Subsidiary has complied with all of the lending covenants and conditions and has continued to do so through to the date of this report.

Accounting policies

The financial statements present the results of the Group using the accounting policies outlined in the financial statements and are in accordance with International Financial Reporting Standards (IFRS) in conformity with the requirements of the Companies Act 2006. IFRS permits certain choices and the following material choices have been made as follows:

Presentation of financial statements

The Group uses the nature of expense method for the presentation of its Income Statement and presents its Statement of Financial Position showing net assets and total equity.

In the Income Statement the Group presents a sub-total of operating loss being the total of operating income and operating costs.

Financial Instruments

The Group has elected to apply hedge accounting to its stand-alone derivative financial instruments.

Critical accounting policies

The application of accounting principles requires the Directors of the Group to make estimates, judgements, and assumptions that are likely to affect the reported amounts of assets, liabilities, revenue, and expenses, and the disclosure of contingent assets and liabilities in the financial statements. Better information, or the impact of an actual outcome, may give rise to a change as compared with any estimates used, and consequently the actual results may differ significantly from those estimates. The impact of revised estimates, or the impact of actual outcomes, will be reflected in the period when the better information or actual outcome is known.

A discussion of critical accounting policies is contained within the accounting policies section of the financial statements together with a discussion of those policies that require particularly complex or subjective decisions or assessments. The accounting policies section of the financial statements commences on page 35.

Group Strategic Report

For the year ended 31 March 2022

The Directors, in preparing this strategic report, have complied with s414C of the Companies Act 2006.

Principal activities and business review

A full description of the Group's principal activities, business, and principal risks, and uncertainties is contained in the Operating and Financial Review on pages 3 to 20, which are incorporated by reference into this report.

Material interests in shares

Greater Gabbard OFTO Plc and Greater Gabbard OFTO Intermediate Limited are wholly-owned subsidiary undertakings of Greater Gabbard OFTO Holdings Limited.

Review of the business

The Directors have performed a full review of the Group's results for the year as part of the Operating and Financial review section on pages 3 to 20.

Future developments of the business

No change in the Group's future developments is anticipated.

The Directors do not anticipate any adverse incidents or disruption to the availability of the offshore transmission system, operations or finances as a result of the Covid-19 pandemic.

Key Financial Performance Indicators

The Group has set specific business objectives, which are monitored using key performance indicators ("KPIs"). The relevant KPIs for this report are detailed below.

	31 March 2022	31 March 2021
	£'000	£'000
Profit before taxation	**2,637**	2,040
Cash available for debt service	**15,650**	12,527

Further discussion of the Company's financial and non-financial KPI's can be found on page 8.

Principal risks and uncertainties

The Group recognises that effective risk management is fundamental to achieving its business objectives in order to meet its commitments in fulfilling the contract and in delivering a safe and efficient service. Risk management contributes to the success of the business by identifying opportunities and anticipating risks in order to enable the business to improve performance and fulfil its contractual obligations.

Licence obligations

The Subsidiary has ongoing obligations and is required to make certain ongoing declarations to the Authority to ensure compliance with the terms of the certificate issued in relation to the European Parliament Directive.

Financial risks

Credit and cash flow risks to the Group arise from the Subsidiary's client, NGET. NGET operates a low risk monopoly business within the UK, and the regulatory regime under which they operate results in a highly predictable, and stable, revenue stream.

Contractual relationships

The Subsidiary operates within a contractual relationship with its principal customer, NGET. A significant impairment of this relationship could have a direct and detrimental effect on the Group's results and could ultimately result in termination of the concession. To manage this risk the Subsidiary has regular meetings with NGET.

Section 172 statement

The Board of Directors, in line with their duties under s172 of the Companies Act 2006, act in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term. Key decisions and matters that are of strategic importance to the Company are appropriately informed by s172 factors.

Through an open and transparent dialogue with our key stakeholders, we have been able to develop a clear understanding of their needs, assess their perspectives and monitor their impact on our strategic ambition and culture. As part of the Board's decision-making process, the Board and its Committees consider the potential impact of decisions on relevant stakeholders whilst also having regard to a number of broader factors, including the impact of the Company's operations on the community and environment, responsible business practices and the likely consequences of decisions in the long term.

- Information on how the Company managing its business and compliance with regulatory requirement can be found on pages 4-7;
- Details on how the Company has considered the impact of its operations on the community and environment see page 10;
- Non-Financial KPIs information on page 8;
- The Company has anti bribery and corporate criminal act policies as part of its commitment to ethical business practice to maintain high standards of business conduct; and
- Information on page 11 sets out how the Company engaged with key stakeholder groups, throughout the and the effectiveness of the engagement.

Other

At the date of this report the directors of the Group included 1 male and 1 female.

This report was approved by the Board on 20 July 2022 and signed by its order by:

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E Jespere
Company Secretary

Directors' Report

For the year ended 31 March 2022

The Directors present their annual report together with the audited consolidated financial statements for the year ended 31 March 2022.

The following information has been disclosed in the strategic report:

• Principal activities and business review
• Key performance indicators
• Indication of likely future developments in the business

Returns and dividends

The Group recorded a profit for the year after taxation of £790k (2021: £1,675k).

There was no dividend paid in the year (2021: £nil)

Share Capital

The issued share capital of the Company at 31 March 2022 was £50,999 (2021: £50,999) consisting of 50,999 ordinary shares of £1 each.

Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

Rebecca Collins- resigned 07 October 2021
Richard Daniel Knight- resigned 07 October 2021
Ben Burgess
Paul Ellis Gill - resigned 1 April 2022
Jemma Louise Sherman - appointed 1 April 2022

No Director has any interest in the issued, called up share capital of the Company or the Company's subsidiary undertakings.

Donations and research and development

No charitable or political donations were made during the year (2021: £nil) and expenditure on research and development activities was £nil (2021: £nil).

Financial instruments and risk management

Details on the use of financial instruments are included on page 3 to 20 in the Operating and Financial Review and details of financial risk management included in Note 18 of the Notes to the Financial statements.

Internal Controls and Corporate Governance

The Directors are responsible for the Group's system of internal control and for reviewing its effectiveness. They recognise the importance of a robust control environment to mitigate the key risks of the Group and whilst they consider that the material risks are managed adequately, they have elected to appoint an Audit committee as part of its corporate governance. The responsibilities of the audit committee are mentioned in the Corporate Governance Statement on page 25.

There are no significant issues for the year ended 31 March 2022 that have required the Board to deal with any related material internal control issues.

The Directors confirm that the Board has reviewed the effectiveness of the system of internal control as described during the year and confirm that the system of internal controls that are currently in place are considered sufficient that all key risks to the business are adequately managed and mitigated.

Going concern

Having made enquiries, the Directors consider that the Group has adequate resources to continue in business for the foreseeable future, and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements of the Group. More details of the Group's funding and liquidity position are provided in the Operating and Financial Review under the headings "Current funding structure" and "Going concern, liquidity and treasury management". The Directors have considered the future financial impact to the Group the Covid-19 pandemic as disclosed in the Directors' Report, and based on the information available to the Directors through to the date of this report, the impact of the Covid-19 pandemic and the current economic uncertainty is not expected to materially impact on the future operations or financial position of the Group.

The Group's strategy, long term business objectives and operating model

The Group's strategy, long term business objectives and operating model are set out in the Operating and Financial Review and includes an explanation of how the Group will generate value over the longer term.

Employee involvement

The Group does not have any employees, and does not expect to engage any employees in the foreseeable future – see "The Subsidiary's operating model" in the Operating and Financial Review on page 4.

Supplier payment policy

The Group's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of and abide by the terms of the payment. Trade creditors of the Group at 31 March 2022 were equivalent to 19 (2021: 3) days' purchases, based on the average daily amount invoiced by suppliers during the year.

Subsidiary Information

Greater Gabbard OFTO Plc and Greater Gabbard OFTO Intermediate Limited are incorporated in the United Kingdom, registered in England and Wales and domiciled in the United Kingdom.

Group Secretary and Registered Office

The Company Secretary is E Jespere. The registered address is 3rd Floor (South Building), 200 Aldersgate Street, London, England, EC1A 4HD.

Statement of disclosure of information to Auditor

Having made the requisite enquiries, so far as the Directors in office at the date of the signing of this report are aware, there is no relevant audit information of which the auditors are unaware, and each Director has taken all reasonable steps to make themselves aware of any relevant audit information, and to establish that the auditors are aware of that information. The confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

MHA MacIntyre Hudson have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors at the forthcoming Annual General Meeting. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

DocuSigned by:

Approved by order of the Board

E Jespere
Group Secretary
20 July 2022
Greater Gabbard OFTO Plc
EMS - 3rd Floor (South Building), 200 Aldersgate Street,
London, EC1A 4HD, UK

GREATER GABBARD
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Corporate governance statement

The Group does not have a premium listing of equity share and is therefore not subject to the UK Corporate Governance Code but seeks to apply the principles of the Code.

Appointments to the Board of Directors of GGOHL and its Subsidiary undertakings are governed by a shareholders' agreement ("the Agreement") between the shareholders of GGOHL that jointly control this Group through a common class of ordinary shares, Equitix Transmission 2 Limited and Equitix Capital Investors UK Cable Limited. The Directors receive no emoluments from the Group, consequently there is no link to the service standards of the Group. The Agreement requires that all Boards within the Group must comprise two Directors appointed by each shareholder. Consequent upon these arrangements between the shareholders, no Group company has a nomination committee and the performance of the Boards is not evaluated.

The Agreement ensures that Boards are balanced, with no one shareholder having majority representation, and allows the Group to draw on the respective financial and operational expertise of each of its shareholders. Accordingly, the Directors have the relevant expertise and experience, drawn from their involvement in a wide range of infrastructure companies, to define and to develop the strategy of the Group so as to meet its objectives and to generate or preserve value over the longer term. The Directors regularly review the effectiveness of the Group's risk management and internal control framework and are satisfied that they are effective.

GGOHL

Meetings of the Board of GGOHL

GGOHL is governed by a Board of four executive Directors. There are no non-executive or independent Directors. The GGOHL Board does not have a separately appointed chairman. Meetings are chaired by a member of the GGOHL Board and are convened as required, but usually not less than four times per annum. The GGOHL Board is accountable to the shareholders of GGOHL for the good conduct of the Group's affairs, including those of the Company.

Audit committee

The Group does not have an internal audit function. The Directors have concluded that the Group is far too small to have such a function and assessment of internal controls are via an Audit Committee. The purpose of the Audit Committee is to assist the Board in the effective discharge of its responsibilities for the consideration of financial and regulatory reporting and for internal control principles in order to ensure high standards of probity and transparency. The Audit Committee acts to safeguard the interests of its shareholders by:

• monitoring the integrity of financial and financial regulatory reports issued by GGOHL and its two Subsidiary undertakings with the objective of ensuring that these reports present a fair, clear, and balanced assessment of the position and prospects of the Group, as the case may be;

GGOHL (continued)

Audit committee (continued)

- reviewing the economy, efficiency and effectiveness of the Group's operations and internal controls, the reliability and integrity of information and accounting systems, and the implementation of established policies and procedures;
- reviewing and approving the internal control and risk management policies applicable to the Group;
- maintaining an appropriate relationship with the external auditors.

The Subsidiary

Board and management meetings

The Subsidiary is governed by a Board of four executive Directors, none of whom are independent. The Board does not have a separately appointed chairman. Meetings are chaired by a member of the Board and are convened as required, but usually not less than four times per annum. The Board is responsible for monitoring the effectiveness of the day-to-day operation and management of the Subsidiary's regulated transmission business.

The Subsidiary's operating model is to outsource all O&M activities and asset management capability. EMS provides certain financial and management services to the Subsidiary through a PSA. Additional technical, accounting and administration support is provided to the Subsidiary by EMS through the PSA.

Directors and their attendance at Group Board meetings

The Directors of the Company are as shown below. Board meetings were held on four occasions during the year under review. Attendance by the Directors at Board meetings, expressed as a number of meetings attended out of a number eligible to attend is shown below.

Rebecca Collins	2 of 2
Richard Daniel Knight	1 of 2
Paul Gill	4 of 4
Ben Burgess	4 of 4

Compliance committee

The Subsidiary has a Compliance Committee. The Compliance Committee is a permanent internal body having an informative and consultative role to fulfil the compliance requirements of the Licence, without executive functions, with powers of information, assessment, and presentations to the Board. Following consultation with the Gas and Electricity Markets Authority, on 25 November 2013 the Board appointed Henderson Loggie as Compliance Officer. Henderson Loggie is not engaged in the management or operation of the Group's Licensed transmission business system, or the activities of any associated business. The Compliance Officer is required to report to the Compliance Committee and the Boards of the Group at least once annually.

The principal role of the Compliance Officer is to provide relevant advice and information to Directors of the Subsidiary, the Compliance Committee and consultants and other third parties providing services to the Subsidiary. The Compliance Officer is required to facilitate compliance with the Licence as regards: the prohibition of cross subsidies; restriction of activities and financial ring fencing; the conduct of the transmission business and restriction on the use of certain information. In addition, the Compliance Officer is required to monitor the effectiveness of the practices, procedures and systems adopted by the Subsidiary in accordance with the compliance statement required by amended standard condition E12 - C2 of the Licence (Separation and Independence of the Transmission Business).

Members of the Compliance Committee and their attendance, expressed as a number of meetings attended out of a number eligible to attend during the year under review was as follows:

Paul Gill	1 of 1
Ben Burgess	1 of 1

The Compliance Committee met in July 2022 to receive the compliance report for the year ended 31 March 2022 from the Compliance Officer and in turn produced a report approved by the Board.

Compliance statement

The Subsidiary has published a compliance statement and code of conduct "Separation and Independence of the Transmission Business Compliance Statement" (copy available from www.ggofto.co.uk) that addresses how the Group has addressed its Licence obligations.

Health, Safety and Environment

The Board recognises that the nature of the Group's business requires an exceptional focus on health, safety and the environment (HSE). The OFTO General Manager provides the Board with a monthly report that shows HSE performance through the month and year to date.

The OFTO Board has a Health and Safety Committee that meets at least bi-annually and comprises the Director Responsible for Health and Safety, the "OFTO Representative", OFTO General Manager and co-opted members as appropriate, with the following objectives:

- Ensure the OFTO achieves the highest possible levels of HSE performance through the use of leading and lagging indicators
- Ensure that the OFTO incorporates best practice
- Create a culture of innovation to promote and develop new ways of working that will transform operational practice in the pursuit of excellence in HSE
- Oversee HSE management to ensure that:
- Appropriate levels of Assurance and reporting are provided by the various parties with accountability in the area of HSE
- All Accidents, HSE Incidents and Near Misses are reviewed and actions implemented

There have been no RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurences Regulations 2013) reportable incidents or accidents to date.

GREATER GABBARD
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Statement of Directors' responsibilities in respect of the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) in conformity with the requirements of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted in conformity with the requirements of the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

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

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

Directors' confirmations

Each of the Directors, whose names and functions are listed in the Directors Report confirm that, to the best of their knowledge:

- the Group and Company financial statements, which have been prepared in accordance with IFRSs in conformity with the requirements of the Companies Act 2006, give a true and fair view of the assets, liabilities, financial position Company; and
- the Directors' Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors’ Report is approved:

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

By order of the Board

DocuSigned by:

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E Jespere
Company Secretary
20 July 2022

Independent Auditors' Report to the Members of Greater Gabbard OFTO Holdings Limited

Independent auditors' report to the members of Greater Gabbard OFTO Holdings Limited

For the purpose of this report, the terms "we" and "our" denote MHA MacIntyre Hudson in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Greater Gabbard OFTO Holdings Limited. For the purposes of the table on pages 30 to 31 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA MacIntyre Hudson and/or our component teams. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Greater Gabbard OFTO Holdings Limited.

The financial statements that we have audited comprise:

- Group and Company Statement of Financial Position as at 31 March 2022
- Consolidated Income Statement for the year then ended.
- Consolidated Statement of Comprehensive Income for the year then ended.
- Group and Company Statement of Changes In Equity for the year then ended.
- Group and Company Statement of Cash Flows for the year then ended.
- Notes to the financial statements 1 to 20, including the accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and Company's affairs as at 31 March 2022 and the Group's and Company's result for the year then ended.
- have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006, and International Financial Reporting Standards (IFRS) as adopted by the United Kingdom.
- have been prepared in accordance with the requirements of the Companies Act 2006 including those applicable to companies reporting under international accounting standards.

Our opinion is consistent with our reporting to the Directors.

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 FRC's Ethical Standard as applied to listed entities, and we have fulfilled our ethical responsibilities in accordance with those requirements. We confirm that the non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company.

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

Conclusions relating to going concern

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 entity's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the company's operations and specifically its business model.

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- The evaluation of how those risks might impact on the company's available financial resources.
- Where additional resources may be required the reasonableness and practicality of the assumptions made by the Directors when assessing the probability and likelihood of those resources becoming available.
- Liquidity considerations including examination of cash flow projections.
- Solvency considerations including examination of budgets and forecasts and their basis of preparation.
- Viability assessment including consideration of reserve levels and business plans.

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

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

Overview of our audit approach

Materiality	2022	2021	
Group	£215,880	£521,000	3% of net assets (2021: 2% of net assets)
Parent Company	£1,530	£1,000	3% of net assets (2021: 2% of net assets)

Key Audit Matters
• Valuation of derivatives

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 matters 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 and, as required for public interest entities, our results from those procedures. 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.

Valuation of derivatives

Key audit matter description	The company has entered into an arrangement with third parties that is designed to hedge future cash receipts arising from its activities as a provider of transmission availability services (RPI swaps). The company has designated that this arrangement is a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Company's net cash flows. We focused on this area as valuation, specifically in respect of derivatives, as this is an area which requires the use of judgement by the Directors and the involvement of valuation experts. Derivatives require judgement because, for some instruments, quoted prices are not readily available. As such, management use models to estimate their

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	fair value. The key judgements for derivative models is to estimate their fair value. The key judgements for derivate valuations is whether appropriate valuation methodology and judgements around input assumptions have been made and whether there are any changes required to the methodology of these models as a result of market practice, accounting or regulatory updates.
How the scope of our audit responded to the key audit matter	Our audit work in respect of the valuation of derivative assets and liabilities included: • An understanding and assessing the methodology used for the derivative instruments. • Engaging independent valuation specialists who have reviewed the valuation of the derivatives. • Our independent valuation specialists recalculated the valuations using independent models and reviewed sourced input data from recognised independent market data and investigated any differences found that were greater than predefined thresholds.
Key Observations	The financial derivative is recognised as an asset and comprises the mid market value, CVA and bank margin. We determined that the assumptions used, and the resultant valuations of derivatives were within the ranges that we consider to be acceptable.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Group

Materiality in respect of the Group was set at £215,880 (2021: £521,000) which was determined on the basis of 3% of net assets (2021: 2% of net assets). Net assets was chosen as the appropriate benchmark as the primary measure used by the shareholders in assessing the performance of the Group.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Performance materiality for the Group was set at £183,498 (2021: £364,700) which represents 85% (2021 – 70%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

We agreed to report any corrected or uncorrected adjustments exceeding £10,794 as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

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Parent Company

Materiality in respect of the parent was set at £1,530 (2021: £1,000) which was determined on the basis of 3% of net assts (2021: 2% of net assets). The entity is a holding company for the Group's investments and total assets is therefore considered to be the primary measure used by shareholders in assessing the performance of the entity, and is a generally accepted auditing benchmark.

Performance materiality for the Parent Company was set at £1,301 (2021: £700) which represents 85% (2021: 75%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the adequacy of the Group's systems and controls, the impact of there being a number of components and locations, and our knowledge of the number, size and nature of misstatements identified in previous audits.

Reporting on other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Strategic report and directors report

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

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

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

Matters on which we are required to report by exception

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

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

Responsibilities of directors

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

GREATER GABBARD OFTO

Independent Auditors' Report to the Members of Greater Gabbard OFTO Holdings Limited (continued)

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

- Obtaining an understanding of the legal and regulatory frameworks that the company operates in, focusing on those laws and regulations that had a direct effect on the financial statements.
- Enquiry of management to identify any instances of non-compliance with laws and regulations.
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- Enquiry of management around actual and potential litigation and claims.
- Enquiry of management to identify any instances of known or suspected instances of fraud.
- Discussing among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.
- Reviewing minutes of meetings of those charged with governance.
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias; and
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular with respect to provisions for claims incurred but not reported.

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

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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.

Other matters which we are required to address

Following the recommendation of the Directors, we were reappointed auditor to audit the financial statements for the year ending 31 March 2022. The period of total uninterrupted engagement is 2 years, covering the years ending 31 March 2021 and 31 March 2022.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or parent company and we remain independent of the group and the company in conducting our audit.

Our audit opinion is consistent with the additional report to the Directors.

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Atul Kariya FCCA
(Senior Statutory Auditor)
for and on behalf of MHA MacIntyre Hudson

Statutory Auditor
London

20July 2022

Accounting policies

For the year ended 31 March 2022

A. Basis of preparation and consolidation of financial statements under IFRS

These financial statements have been prepared on a going concern basis in accordance with IFRS in conformity with the requirements of the Companies Act 2006 and interpretations issued by the IFRS Interpretations Committee (IFRS IC). They are prepared on the basis of all IFRS accounting standards and interpretations that are mandatory for the year ended 31 March 2022, and in accordance with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared on an historical cost basis except for the revaluation of derivative financial instruments. The accounting policies have been applied consistently, other than where new policies have been adopted. The financial statements are presented in "GBP", which is the functional currency of the Group and are rounded to the nearest £1,000.

The Directors consider that the Company has adequate resources to continue in business for the foreseeable future, and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements of the Company. More details of the Company’s funding and liquidity position are provided in the Operating and Financial Review under the headings “Current funding structure” and “Going concern, liquidity and treasury management”.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates as referred in section J. "Critical accounting judgements, key assumptions and sources of estimation uncertainty" on page 38.

The consolidated financial statements present the results of the Company and its own subsidiaries ('the Group') as if they form a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full. The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained.

As permitted by s408 Companies Act 2006, the Company has not presented its own profit and loss account and related notes. The Company 's profit for the year was £nil (2021 : £nil).

B. Transmission availability arrangements - income and related recognition

The Subsidiary owns and operates an electricity transmission network that is principally offshore based. This network electrically connects a wind farm generator to the onshore electricity transmission operator (NGET). The ownership of this transmission network is subject to regulatory and contractual arrangements that permit it to charge for making its transmission network available (“transmission availability charges”) to the wind farm generator thereby allowing the wind farm generator to transmit its electricity.

The characteristics of the regulatory, legal and contractual arrangements that give rise to the transmission availability charges referred to above are consistent with the principles contained within IFRIC 12, an interpretation issued by the IFRS Interpretations Committee. Consequently, the accounting for charges made by the Subsidiary for transmission network availability is consistent with that interpretation.

The major characteristics that result in the application of IFRIC 12 include the following:

- the regulatory arrangements determine the price charged by the Company for its transmission availability services; and
- the regulator has granted a licence to operate the transmission system for an exclusive period of around 20 years and retains the rights to grant a transmission licence to a future operator.

A Transmission owner asset has been recognised at cost in accordance with the principles of IFRIC 12. The Transmission owner asset includes: the cost of acquiring the Transmission network asset from the constructor of the network; and those costs incurred that are directly attributable to the acquisition of the transmission network. The Transmission Owner asset has been classified as a financial asset and is accounted for as described below – see C. "Financial Instruments".

B. Transmission availability arrangements - income and related recognition (continued)

In accordance with IFRIC 12 and IFRS 15, transmission availability charges are recognised in the financial statements in three ways:

• as an adjustment to the carrying value of the Transmission owner asset – see C. "Financial Instruments" below;
• as finance income - see G. "Operating and finance income" below;
• as operating income - see G. "Operating and finance income" below.

Transmission availability payments are recognised at the time the transmission service is provided.

The value of amounts invoiced for transmission availability services in any one year is determined by a regulatory agreement that allows the transmission system operator to invoice an amount primarily relating to the expected availability of the transmission system during that year, together with the recovery of certain costs. Where the level of availability of the transmission system or the costs that are permitted to be recovered is different to that expected this might result in an adjustment to charges in a subsequent accounting period. Such potential adjustments to future charges are not recognised in the financial statements as assets or liabilities, until as such time as prices are changed to reflect these adjustments and, consequently, there is no impact on the Income Statement until such time as prices are changed.

C. Financial instruments

Financial assets, liabilities, and equity instruments are classified according to the substance of the contractual arrangements entered into, and recognised on the trade date.

Trade and loan receivables, including time deposits and demand deposits, are initially recognised at fair value and subsequently measured at amortised cost, less any appropriate allowances for estimated irrecoverable amounts. Expected credit losses are considered at each reporting date. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Indications that the trade or loan receivable may become irrecoverable would include financial difficulties of the debtor, likelihood of the debtor’s insolvency, and default or significant failure of payment.

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

The Transmission owner asset is classified as a contract asset under IFRS 15 and is carried at amortised cost using the effective interest rate method reflecting adjustments to its carrying value as referenced above – see "B. Transmission availability arrangements". The annual revenue is agreed upfront with the client including the RPI uplift per the licence. The maximum credits available are 5% and penalties available are 10% of base revenue for that year which is shared. Due to the nature of the contractual arrangements the projected cash flows can be estimated with a high degree of certainty. Finance income relating to the Transmission owner asset is recognised in the Income Statement as a separate line item – “Finance income”, see G. "Operating and finance income" below.

Borrowings, which include fixed interest-bearing debt, are initally recorded at fair value under IFRS 9.

Subsequently all borrowings are stated at amortised cost, using the effective interest rate method.

C. Financial instruments (continued)

Derivative financial instruments are recorded at fair value, and where the fair value of a derivative is positive, it is carried as a derivative asset and, where negative, as a derivative liability. Gains and losses arising from the changes in fair value are included in other comprehensive income in the period they arise.

No adjustment is made with respect to derivative clauses embedded in financial instruments or other contracts that are closely related to those instruments or contracts.
There are no embedded derivatives in host contracts that are not considered to be closely related; consequently, no embedded derivatives are separately accounted for as derivative financial instruments.

D. Hedge accounting

The Subsidiary continues to apply under IFRS 9 those cash flow hedging arrangements that were originated when the Subsidiary previously applied IAS 39.

The Subsidiary has entered into an arrangement with third parties that is designed to hedge future cash receipts arising from its activities as a provider of transmission availability services (RPI swaps). The Subsidiary has designated that this arrangement is a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Subsidiary's net cash flows.

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement.

Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are in Other Comprehensive Income and any ineffective portion is recognised immediately in the Income Statement. Amounts taken to equity via other comprehensive income in respect of cash flow hedges are subsequently recognised in the Income Statement in the same period in which the hedged item affects net profit or loss.

LIBOR has been replaced by alternative risk-free rates at the end of 2021 as part of the IBOR reforms. The Company has assessed the impact of these changes on its cash flow hedging arrangements. Amendments to IFRS 7 and IFRS 9 have been issued which modify specific hedge accounting requirements and allow it to be assumed that the interest rate benchmark i.e. LIBOR is not altered as a result of the uncertainties of the IBOR reforms when performing hedge effectiveness testing. These amendments are effective from 1 April 2021 with early adoption allowed. The Company has elected to early adopt these amendments for the year ended 31 March 2021. There has been no impact on the Company's cash flow hedge accounting as a result of adopting these amendments as the Company has assumed that the LIBOR interest rate on which hedged debts are based, does not change as a result of the IBOR reforms. The Company will continue to apply the amendments to IFRS 9 until the uncertainty arising from the interest rate benchmark reforms, with respect to the timing and the amount of the underlying cash flows that the Company is exposed to ends.

E. Impairment of assets

Impairments of assets are calculated as the difference between the carrying value of the asset and its recoverable amount, if lower. Where such an asset does not generate cash flows that are independent from other assets, the recoverable amount of the cash-generating unit to which that asset belongs is estimated. Recoverable amount is defined as the higher of fair value less costs to sell and estimated value in use at the date the impairment review is undertaken. Value in use represents the present value of expected future cash flows, discounted using a pre-tax discount rate that reflects current market assessments of the time value of money, and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. Tests for impairment are carried out only if there is some indication that the carrying value of the assets may have been impaired. Impairments are recognised in the Income Statement and, where material, are disclosed separately.

F. Income taxation

Income taxation comprises current and deferred taxation. Income taxation is recognised where a taxation asset or liability arises that is permitted to be recognised under generally accepted accounting principles. All identifiable taxation assets or liabilities are recognised in the Income Statement except to the extent that the taxation arising relates to other items recognised directly in equity, in which case such taxation assets or liabilities are recognised in equity.

Taxation

Corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred taxation

Deferred taxation is provided using the Statement of Financial Position liability method, and is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements, and the corresponding tax bases used in the computation of taxable profit.

Deferred taxation liabilities are generally recognised on all taxable temporary differences, and deferred taxation assets are recognised to the extent that is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred taxation is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted, or substantively enacted, by the Statement of Financial Position date.

Unrecognised deferred taxation assets are reassessed at each Statement of Financial Position date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred taxation asset to be recovered.

Corporation tax is recognised in the profit and loss account. Deferred tax on cash flow hedges is recognised in other comprehensive income.

G. Operating and finance income

General

As indicated above, see B. "Transmission availability arrangements", amounts invoiced in respect of transmission availability charges, net of Value Added Tax, are attributed to operating income, finance income or as an adjustment to the carrying value of the Transmission owner asset in the manner described below. Finance and operating income reflect the principal revenue generating activity of the Group, that being revenue associated with the provision of transmission availability services and consequently, are presented as separate line items within the Income Statement before other costs and net interest costs.

Operating income

Operating income represents the income derived from the provision of operating services. Such services include those activities that result in the efficient and safe operation of the Group's transmission assets, and are reflective of the costs incurred in providing those services, including the cost of operations and maintenance and insuring the transmission assets on behalf of a stand-alone transmission owner. An estimate has been made as to the appropriate revenue that should be attributable to a stand-alone operator with responsibility for operations, maintenance and insurance.

G. Operating and finance income (continued)

Finance income

Finance income arising from the provision of transmission availability services represents the return that an efficient stand-alone “transmission owner” would expect to generate from the holding of the Transmission owner asset and an estimate has been made as to the appropriate return that such an owner would generate having regard to the risks associated with those arrangements. The return that is generated on this asset is allocated to each period using the effective interest rate method.

H. Cash and cash equivalents

Cash and cash equivalents include cash held at bank and in hand, together with short-term highly liquid investments with an original maturity of less than three months that are readily convertible to known amounts of cash, and subject to an insignificant change in value.

I. Decommissioning Costs

Provision is made for costs expected to be incurred at the end of the useful life of the offshore transmission network associated with the safe decommissioning of that network. Provision for these costs is based on future estimated expenditures, discounted to present values. Changes in the provision arising from revised estimates or discount rates, or changes in the expected timing of expenditures, are recognised in the income statement. The unwinding of the discount and changes arising from revisions to the discount rate are included within the income statement as a component of the service margin calculations used to calculated the operating income. Changes in estimates arising from revised cost assessments are included within operating costs.

J. Critical accounting judgements, key assumptions and sources of estimation uncertainty

The preparation of financial statements requires management to make accounting judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

Assumptions and estimates are reviewed on an ongoing basis and any revisions to them are recognised in the period the revision occurs. The following is a summary of the critical accounting policies adopted by the Group together with information about the key judgements, estimations and assumptions that have been applied.

i) Transmission availability arrangements - income and related recognition

The Directors after due enquiry have identified that the characteristics of the regulatory, legal and contractual arrangements that give rise to transmission availability charges are consistent with the principles contained within IFRIC 12 and IFRS 15. Consequently, the accounting for charges made by the Subsidiary for transmission network availability is consistent with that interpretation.

As a consequence of this decision, the following outcomes follow:

a. A Transmission owner asset has been recognised at cost in accordance with the principles of IFRIC 12 and IFRS 15; and

b. In accordance with IFRIC 12 and IFRS 15, transmission availability charges are recognised in the financial statements in three ways: as finance income, as operating income and as an adjustment to the carrying value of the Transmission owner asset.

J. Critical accounting judgements, key assumptions and sources of estimation uncertainty

i) Transmission availability arrangements – income and related asset recognition (continued)

An alternative accounting analysis could result in a significantly different accounting outcome which would affect the amounts and classification of asset and liabilities in the Statement of Financial Position and alter the income recognition and presentation of amounts included within the Income Statement.

The Subsidiary has determined that the Transmission owner asset will be recovered over a period of 20 years from the date of Licence grant (29 November 2013) – being the principal period over which the Subsidiary is permitted to levy charges for transmission availability. This assumption has the effect of determining the amount of finance income and carrying value of the Transmission owner asset that is recognised in any one year over the life of the project.

ii) Operating and finance income

Operating income

Operating income represents the income derived from the provision of operating services to our principal customer, NGET. Such services include those activities that result in the efficient and safe operation of those assets and are reflective of the costs incurred in providing those services, including the cost of insuring those assets on behalf of a stand-alone transmission owner. Upon commencement of the contract, estimates and judgements were made by management to estimate the appropriate amount of revenue that would be attributable to this income classification, as if this service were provided by an independent stand-alone operator with responsibility for operations, maintenance and insurance. To the extent that an alternative judgement or estimate was made as to the reasonable level of revenue attributable to such an operator, then in the case of the Subsidiary, the level of income attributed to finance income (see below) would be amended.

Finance income

Finance income arising from the provision of transmission availability services represents an estimate of the return that an efficient stand-alone and independent “transmission owner” would expect to generate from the holding of the Transmission owner asset. Estimates and judgements have been exercised by management to determine an appropriate return to the owner of such an asset having regard to the risks associated with those arrangements. To the extent that an alternative judgement or estimate was made as to the reasonable level of return attributable to such a transmission asset owner, then in the case of the Subsidiary, the level of income attributed to operating income (see above) would be amended.

J. Critical accounting judgements, key assumptions and sources of estimation uncertainty (continued)

iii) Hedge accounting and consideration of the fair value of derivative financial instruments

The Subsidiary uses derivative financial instruments to hedge certain economic exposures in relation to movements in RPI as compared with the position that was expected at the date the underlying transaction being hedged was entered into. The Subsidiary fair values its derivative financial instruments and records the fair value of those instruments on its Statement of Financial Position.

Movements in the fair values of the Subsidiary's derivative financial instruments may be accounted for using hedge accounting where the requirements of hedge accounting are met under IFRS including the creation of compliant documentation and meeting the effectiveness testing requirements. If a hedge does not meet the criteria for hedge accounting, or where there is some degree of ineffectiveness, then the change in fair value in relation to these items will be recorded in the Income Statement. Otherwise, in respect of the Subsidiary's derivative financial instruments, these changes in fair value are recognised in other comprehensive income.

The Subsidiary's derivative financial instruments currently meet the stringent hedge accounting criteria under IFRS and all movements in fair value of these instruments have been recognised in other comprehensive income. If these hedging criteria had not have been met these movements would have been recognised in the Income Statement.

As referred to above, the Subsidiary carries its derivative financial instruments in its Statement of Financial Position at fair value. No market prices are available for these instruments and consequently the fair values are derived using financial models developed by a third party that is independent of the Subsidiary, but use observable market data in respect of RPI and interest rates as an input to valuing those derivative financial instruments. Where observable market data is not available, as in the case of valuing the Transmission owner asset, unobservable market data is used which requires the exercise of management judgement.

iv) Income taxation

Current taxation

The taxation charge or credit arising on profit before taxation and in respect of gains or losses recognised through other comprehensive income reflect the tax rates in effect or substantially enacted at the Statement of Financial Position date as appropriate. The determination of appropriate provisions for taxation requires the Directors to take into account anticipated decisions of HM Revenue and Customs which inevitably requires the Directors to use judgements as to the appropriate estimate of taxation provisions.

J. Critical accounting judgements, key assumptions and sources of estimation uncertainty (continued)

iv) Income taxation (continued)

Deferred taxation

Deferred taxation is provided using the Statement of Financial Position liability method and is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding taxation bases used in the computation of taxable profit.

Judgements are required to be made as to the calculation and identification of temporary differences and in the case of the recognition of deferred taxation assets, the Directors have to form an opinion as to whether it is probable that the deferred taxation asset recognised is recoverable against future taxable profits arising. This exercise of judgement requires the Directors to consider forecast information over a long time horizon having regard to the risks that the forecasts may not be achieved and then form a reasonable opinion as to the recoverability of the deferred taxation asset.

v) **Decommissioning Provision**

Provisions are made for certain liabilities where the timing are amount of the liability is uncertain. The Subsidiary's only provision relates to the estimated costs of decommissioning the Subsidiary's offshore transmission system at the end of its expected economic life - being 20 years. These estimated costs have then been discounted at an appropriate rate (6.41%) and the resultant liability reflected in the balance sheet. The plan for decommissioning these assets is being reviewed compared to the plans submitted at financial close. The revised plan is due to be submitted to the Secretary of State for Business, Energy and Industrial Strategy in the upcoming year.

The estimates and judgements used in determining the carrying value of this provision include, but are not limited to, the following:

- the estimated economic useful life of the transmission system is assumed to be 20 years being the period the Subsidiary has exclusive rights to operate under the Licence and collect revenue which is expected to generate the vast majority of cash flows relating to the ownership of the system.

- estimates of costs relating to the appropriate and safe removal, disposal, recycle and making safe of the transmission system having regards to market prices and access to the appropriate level of technology; and

- discount rate appropriate to the 20 year life of the assets being decommissioned. The Subsidiary has adopted the practice (absent a significant unforeseen event taking place) of considering the appropriate discount rate to apply to be the finance interest rate applicable to the project life, reflective of the long term nature of this liability, rather than re-evaluating the discount rate over a shorter time period.

The estimates are based on management estimates with the use of technical consultants and are subject to review every five years. The initial estimated discounted cost of decommissioning the offshore transmission system is included within the carrying value of the Transmission owner asset. All subsequent changes to estimates in relation to estimated gross cost of decommissioning or the appropriate discount rate are reflected in the income statement via changes in the service margin applied to calculate the operating income.

Accounting policies (continued)

For the year ended 31 March 2022

K. Accounting developments

Accounting standards as applied to these financial statements

In preparing the financial statements the Group has complied with IFRS, International Accounting Standards (IAS) and interpretations as adopted by the United Kingdom and applicable for 2021/2022.

The below new and amended standards do not have a material quantitative effect on the Group.

Amendments to the following standards:

- IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current
- IAS 16 Property, Plant and Equipment
- IAS 37 Provisions, Contingent Liabilities and Contingent
- IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2
- IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies
- IAS 8 Definition of Accounting Estimates
- IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

L. Investments

i) Investments in subsidiaries

Non-current asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

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Consolidated Income Statement

For the year ended 31 March 2022

	Note	2022 £'000	2021 £'000
Operating income	2	**3,346**	3,196
Operating costs	3	**(3,115)**	(3,523)
Operating profit / (loss)		**231**	(327)
Bank interest	4	**87**	139
Finance Income	4	**17,446**	18,122
Finance costs	4	**(15,127)**	(15,894)
Profit before taxation		**2,637**	2,040
Income taxation charge	5	**(1,847)**	(365)
Profit attributable to equity shareholders		**790**	1,675

The notes on pages 49 to 68 form part of these financial statements.

The results reported above relate to continuing operations.

Consolidated Statement of comprehensive income

For the year ended 31 March 2022

	Note	2022 £'000	2021 £'000
Profit attributable to equity shareholders		**790**	1,675
Items in OCI that may be reclassified to profit or loss in future periods			
Net income taken to equity in respect of cash flow hedges	13	**(24,987)**	(2,272)
Deferred taxation on cash flow hedges	5	**5,342**	202
Total other comprehensive income		**(19,645)**	(2,070)
Total comprehensive (loss)/income for the year attributable to equity shareholders		**(18,855)**	(395)

GREATER GABBARD OFTO

Statements of Financial Position

As at 31 March 2022

		Group		Company	
		2022	2021	**2022**	2021
	Note	**£'000**	£'000	**£'000**	£'000
Non-current assets					
Investment in subsidiaries	6	**-**	-	**51**	51
Transmission owner asset	7	**259,761**	275,300	**-**	-
Derivative financial asset	13	**-**	15,073	**-**	-
Total non-current assets		**259,761**	290,373	**51**	51
Current assets					
Stock		**635**	551	**-**	-
Trade and other receivables	9	**9,667**	9,560	**-**	-
Transmission owner asset	7	**11,626**	8,281	**-**	-
Cash and cash equivalents	10	**22,759**	20,958	**-**	-
Total current assets		**44,687**	39,350	**-**	-
Total assets		**304,448**	329,723	**51**	51
Current liabilities					
Borrowings	11	**(24,964)**	(22,541)	**-**	-
Trade and other payables	12	**(4,161)**	(4,649)	**-**	-
Total current liabilities		**(29,125)**	(27,190)	**-**	-
Net current assets		**15,562**	12,161	**-**	-
Non-current liabilities					
Borrowings	11	**(250,036)**	(265,345)	**-**	-
Derivative financial liabilities	13	**(9,913)**	-		
Deferred taxation liability	8	**(3,357)**	(6,852)	**-**	-
Decommissioning Provision	14	**(4,821)**	(4,287)		
Total non-current liabilities		**(268,128)**	(276,484)	**-**	-
Total liabilities		**(297,253)**	(303,674)	**-**	-
Net assets		**7,195**	26,050	**51**	51
Equity					
Called-up share capital	15	**51**	51	**51**	51
Retained earnings	16	**14,579**	13,789	**-**	-
Cash flow hedge reserve	16	**-7,435**	12,210	**-**	-
Total Equity		**7,195**	26,050	**51**	51

Profit attributable to equity shareholders in GG OFTO Holdings Limited amounted to £nil (2021: £nil).

These financial statements, comprising Accounting Policies, the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Group and Company Statements of Financial Position, Group and Company Statements of Changes in Equity, Group and Company Cash Flow Statements, and Notes to the financial statements, on pages 35 to 68 for Greater Gabbard OFTO Holdings Limited, company registered number 08180558 were approved by the Board of Directors and authorised for issue on 20 July 2022 and were signed on its behalf by:

Director
Ben Burgess

DocuSigned by:
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Statements of changes in equity

For the year ended 31 March 2022

Group	Called-up share capital	Cash flow hedge reserve	Retained earnings	Total shareholders' funds
	£'000	£'000	£'000	£'000
At 1 April 2020	**51**	**14,280**	**12,115**	**26,446**
Recognised profit for the year	-	-	1,675	1,675
Net income taken to equity in respect of cash flow hedges	-	(2,272)	-	(2,272)
Deferred taxation on cash flow hedges	-	202	-	202
Total comprehensive (expense)/ income	0	(2,070)	1,675	(395)
Dividend Paid	-	-	-	-
At 31 March 2021	**51**	**12,209**	**13,789**	**26,050**
Recognised profit for the year	-	-	790	790
Net income taken to equity in respect of cash flow hedges	-	(24,987)	-	(24,987)
Deferred taxation on cash flow hedges	-	5,342	-	5,342
Total comprehensive (expense)/ income	0	(19,645)	790	(18,855)
Dividend Paid	-	-	-	-
At 31 March 2022	**51**	**(7,435)**	**14,579**	**7,195**
Note	**15**	**16**	**16**	

Company	Called-up share capital	Retained earnings	Total shareholders' funds
	£'000	£'000	£'000
At 1 April 2020	51	-	51
Issue of ordinary shares	-	-	-
Dividends Received	-	-	-
Total comprehensive income	-	-	-
Dividend Paid	-	-	-
At 31 March 2021	51	-	51
Dividends Received	-	-	-
Total comprehensive income	-	-	-
Dividend Paid	-	-	-
At 31 March 2022	**51**	**-**	**51**
Note	**15**	**16**	

The Group is prohibited from declaring a dividend or other distribution unless it has certified that it is in compliance in all material respects with certain regulatory and borrowing obligations, including a requirement to ensure it has sufficient resources and facilities to enable it to carry on its business, and a requirement to use all reasonable endeavours to maintain an investment grade credit rating.

The cash flow hedge reserve recognises the effective portion of cash flow hedges whilst any ineffectiveness is taken to the Income Statement.

There were no recognised gains or losses for the current and preceding year for the Company.

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Cash flow statements

For the year ended 31 March 2022

Group	**Note**	**2022 £'000**	**2021 £'000**
Cash flows from operating activities			
Profit before tax		**2,637**	2,040
Adjustments for:			
Net finance costs		**(2,406)**	(2,368)
		231	(328)
Income recognised in respect of financial asset		**14,673**	(2,622)
Interest paid		**(14,158)**	(15,279)
Taxation paid		**-**	-
Decrease in debtors		**(17,152)**	21
(Decrease) in creditors		**(493)**	(1,050)
		(17,130)	(18,930)
Net cash flow used in operating activities		**(16,899)**	(19,257)
Cash flows from investing activities			
Cash received on the finance asset		**32,462**	31,646
Interest received		**87**	139
Net cash flow generated from investing activities		**32,549**	31,785
Cash flows from financing activities			
Repayment of senior debt		**(13,849)**	(12,914)
Dividends paid		**-**	-
Net cash flow used in financing activities		**(13,849)**	(12,914)
Net increase in cash and cash equivalents	17	**1,801**	(387)
Cash and cash equivalents at the start of the year		**20,958**	21,345
Cash and cash equivalents at the end of the year		**22,759**	20,958

Company	**2020 £'000**	2019 £'000
Cash flow from investing activities		
Dividend Received	-	-
Net cash flow generated from investing activities	-	-
Cash flow from financing activities		
Dividend paid	-	-
Net increase in cash and cash equivalents	-	-
Cash and cash equivalents at the start of the year	-	-
Cash and cash equivalents at the end of the year	-	-

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Notes to the financial statements

For the year ended 31 March 2022

1 Operating segment

The Board of Directors is the Group's chief operating decision-making body. The Board of Directors has determined that there is only one operating segment – electricity transmission. The Board of Directors evaluates the performance of this segment on the basis of profit before and after taxation, and cash available for debt service (net cash inflows from operating activities less net cash flow used in investing activities). The Group and segmental results, Statements of Financial Position and relevant cash flows can be seen in the Consolidated Income Statement, the Statement of Financial Position and Cash Flow statements on page 44, 46 and 48 respectively. Additional notes relating to the Group and segment are shown in the notes to the financial statements on pages 49 to 68.

The electricity transmission operation of the Group comprises the transmission of electricity from a wind farm located approximately 26km off the coast of Suffolk within the Thames Estuary, and then connecting directly into the national grid at an electricity substation near Sizewell.

All of the Group's sales and operations take place in the UK.

All of the assets and liabilities of the Group arise from the activities of the segment.

2 Operating income

Operating income of £3,346k (2021: £3,196k) relates primarily to the Subsidiary's activity as a provider of electricity transmission services to the Subsidiary's principal customer – NGET. The vast majority of the Subsidiary's income is derived from NGET.

3 Operating costs

Operating costs are analysed below:

	2022	2021
	£'000	£'000
Operations and maintenance	**1,130**	1,635
Insurance costs	**1,060**	980
Non-domestic rates	**573**	573
Professional services fees	**276**	269
Auditor's remuneration	**37**	31
Other professional services	**39**	35
Total	**3,115**	3,523

Auditor's remuneration (1)	**29**	28
Other services supplied pursuant to legislation (1)	**8**	15
Total	**37**	43

(1) These represent fees payable for services in relation to engagements which are required to be carried out by the independent auditor. In particular this includes fees for audit reports on statutory and regulatory returns.

Notes to the financial statements (continued)

For the year ended 31 March 2022

3 Operating costs (continued)

The Directors received no salary, fees or other benefits in the performance of their duties during the current or preceding year. There were no Directors' fees paid by the Group to the shareholders. The Group had no employees in the current or preceding year other than the directors. All salary, fees or other benefits of the Directors and other staff are borne by the shareholders who second their employees to the Group.

4 Net interest income

Net interest income is tabulated below:

	2022	2021
	£'000	£'000
Interest income and other financial income		
Interest on bank accounts and deposits	87	139
Finance income	17,446	18,122
	17,533	18,261
Interest expense and other financial costs		
Interest on senior debt	(9,566)	(5,186)
Interest on subordinated debt	(5,249)	(5,453)
Other financial costs	(312)	(335)
	(15,127)	(10,974)
Net interest income	2,406	2,367

5 Income taxation charge

a) Taxation on items included in the Income Statement

The net taxation charge for the year is £1,847k (2021: £365k), and the composition of that charge is shown in the table below.

The taxation charge on current year profits arising in the year represents deferred taxation, and has been computed at 25% (2021: 19%). There is no current taxation included in the Income Statement (2021: nil).

The taxation charge for the year differs from the standard rate of corporation tax in the UK of 25% (2021: differs 19%) for the reasons outlined below:

	2022	2021
	£'000	£'000
Profit before taxation	2,637	2,040
Taxation at 25% (2021: 19%) on profit before taxation	659	388
Effects of:		
- non tax deductible	-	44
- effect of change of tax rate	158	-
- adjustments to tax charge in respect of previous period	1,030	(67)
Total tax charge	1,847	365

Notes to the financial statements (continued)

For the year ended 31 March 2022

5 Income taxation charge (continued)

b) Taxation on items included in other comprehensive income

The net taxation credit on items included in other comprehensive income for the year is £5,342k (£'000: £202k) and comprises a deferred tax charge on items arising in the current year computed at 25% (£'000: 19%) of £5,342k (£'000: £202k).

Factors that may affect future tax charges:

The UK Government has announced their intention to pass legislation to increase the main rate of corporation tax from 19% to 25% with effect from 1 April 2023. This legislation has been substantially enacted and the Company is required to increase its provisions for tax accordingly.

6 Investment in subsidiaries

	2022	2021
	£'000	£'000
1 April	**51**	51
Additions	**-**	-
31 March	**51**	51

The called-up share capital consists of 51,000 ordinary shares of £1.00 each

GGOHL has 100% investments in the following Subsidiary undertakings:

	Activity	**Country of Operation**	**Shareholding of ordinary shares**
Greater Gabbard OFTO Plc	Concession Company	England	100%
Greater Gabbard OFTO Intermediate Limited	Financing Company	England	100%

Both Greater Gabbard OFTO Plc and Greater Gabbard OFTO Intermediate Limited were incorporated in the United Kingdom and registered in England and Wales at EMS, 3rd Floor (South Building), 200 Aldersgate Street, London, EC1A 4HD.

7 Transmission owner asset

The movement in the carrying value of the transmission owner asset is shown in the table below:

	2022	2021
	£'000	£'000
At 1 April	**283,581**	293,805
[1] Adjustment to the carrying value	**(12,194)**	(10,225)
At 31 March	**271,387**	283,580
Comprising:		
Amounts falling due within one year	**11,626**	8,280
Amounts falling due after more than one year	**259,761**	275,300
	271,387	283,580

1 Arising from the application of the effective ineterst rate method and reflected through finance income in the income statement.

The Transmission owner asset is carried at amortised cost. The estimated fair value of the Transmission owner asset at 31 March 2022 was £337,106k (2021: £351,834k). The basis for estimating the fair value of the Transmission owner asset was to estimate the net cash flows arising over the estimated economic life of the project, and to discount those expected net cash flows at a discount rate, representing an equivalent gilt rate plus a risk premium as estimated by the Board to apply to the asset of 3.99% (2021: 3.03%) per half year.

Notes to the financial statements (continued)

For the year ended 31 March 2022

8 Deferred taxation liability

The net deferred taxation liability recognised in the Group Statement of Financial Position arises as follows:

	Fair value gains on derivatives	Accelerated capital allowances	Tax losses	Total
	£'000	£'000	£'000	£'000
At 1 April 2020	(3,066)	(23,563)	19,940	(6,689)
Additions	202	12,338	(12,703)	(163)
At 31 March 2021	(2,864)	(11,225)	7,237	(6,852)
Additions	4,747	(23,705)	20,901	1,943
Effect of change in tax rate	595	2,694	(1,737)	1,552
At 31 March 2022	**2,478**	**(32,236)**	**26,401**	**(3,357)**

The Deferred tax liability of £3,357k (2021 : £6,852k) is calculated at 25% (2021: 19%) and is due after more than 1 year.

The deferred tax asset is derived from tax losses in previous accounting years which will be used against future profits as currently forecast.

There were no unrecognised deferred tax assets in the year.

9 Trade and other receivables

	2022	2021
	£'000	£'000
Prepayments and Accrued Income	**9,667**	9,560
	9,667	9,560

Management have assessed that expected credit losses on trade debtors to be Nil.

The accrued income value reflects availability incentive of the transmission owner asset payable over a number of years, in line with the licencing agreement held with the Authority.

10 Cash and cash equivalents

Cash and cash equivalents comprise short term deposits of £nil (2021: £nil). Short-term deposits are made for various periods of between one day and six months, depending on immediate cash requirements, and earn interest at the respective short-term deposit rates.

Cash and cash equivalents include amounts of £21,191k (2021: £20,853k) that the Group can only use for specific purposes and with the consent of the Group's lenders. Of the remaining cash and cash equivalents £1,568k (2021: £105k) require the consent of the Group's lenders prior to use, but are held for general corporate purposes.

The estimated fair value of cash and cash equivalents approximates to its carrying value.

Notes to the financial statements (continued)

For the year ended 31 March 2022

11 Borrowings

The following table analyses borrowings:

	2022	2021
	£'000	£'000
Current		
Bonds – fixed rate	**15,486**	13,849
Less arrangement fees	**(217)**	(293)
Accrued interest on subordinated debt loans	**9,694**	8,985
	24,963	22,541
Non-current		
Bonds – fixed rate	**205,178**	220,664
Less arrangement fees	**(1,131)**	(1,308)
Subordinated debt loans	**45,989**	45,989
	250,036	265,345
Total borrowings	**274,999**	287,886

Total borrowings are repayable as follows:

	2022	2021
	£'000	£'000
In one year or less	**25,180**	22,834
In more than one year, but not more than two years	**15,242**	15,486
In more than two years, but not more than three years	**15,741**	15,242
In more than three years, but not more than four years	**16,952**	15,741
In more than four years, but not more than five years	**20,100**	16,952
In more than five years other than by instalments	**183,133**	203,232
Less arrangement fees	**(1,348)**	(1,601)
	275,000	287,886

£305,140,000 4.137 per cent Secured Indexed Bonds due November 2032 were issued on 29 November 2013 and listed on the Euronext Dublin Stock Exchange and are secured over all of the assets of the Subsidiary.
The secured subordinated loan stock has been subscribed by a fellow Group company, Greater Gabbard OFTO Intermediate Limited. The loan stock bears interest at 10% per annum and is repayable in instalments between 2032 and 2034.

All borrowings are carried at amortised cost. Fair value information in relation to borrowings is shown in note 19.

There have been no instances of default or other breaches of the terms of the financing agreements during the year in respect of all borrowings outstanding at 31 March 2022

The Subsidiary also has access to a liquidity facility of £6,042k (2021: £5,950k) that the Subsidiary can access in the event that it has an insurable or income adjusting event.

The EIB has provided a letter of credit at a level of 15% of senior bonds outstanding which is £33,119k at 31 March 2022 (2021: £35,196k) as a form of subordinated credit enhancement instrument for the Subsidiary in relation to the bonds and the hedging agreements.

12 Trade and other payables

Trade and other payables are as tabulated below.

	2022	2021
	£'000	£'000
Trade payables	**195**	209
VAT	**778**	759
Accrued expenses	**3,188**	3,679
	4,161	4,648

Due to their short maturities, the fair value of all financial instruments included within trade and other payables approximates to their book value. All trade and other payables are recorded at amortised cost.

13 Derivative financial asset

Derivatives are financial instruments that derive their value from the price of an underlying item, such as interest rates or other indices. The Group's use of derivative financial instruments is described below.

RPI swaps

The Subsidiary has entered into arrangements with third parties for the purpose of exchanging the majority (approximately 63.5%) of variable cash inflows arising from the operation of the Subsidiary's transmission assets in exchange for a pre-determined stream of cash inflows from these third parties. These arrangements meet the definition to be classified as derivative financial instruments. The Subsidiary entered into these derivative arrangements on 26 November 2013 with a forward start date for the calculation of the relevant rates commencing on 31 March 2012 and ending on 29 November 2032.

Under the terms of the Licence, regulatory and other contractual agreements, the Subsidiary is permitted to charge its principal customer, NGET, an agreed amount for the services it provides. This amount is uplifted each year commencing 1 April by an amount computed by reference to the average increase in RPI over the previous 12-month period measured from 1 January through to 31 December. Where there is a reduction, or no increase, in the retail price index over the relevant period, then the charges remain unaltered from the previous year. These derivative arrangements (RPI swaps) have the effect of exchanging variable cash inflows (impacted by changes in RPI) in exchange for a known and predetermined stream of cash flows expected to arise over the same period.

Carrying value of Group's derivative financial instruments

All of the Subsidiary's derivative financial instruments are carried at fair value. The carrying value of all derivative financial assets at 31 March 2022 was liability of £9,913k (2021: asset £15,073k) of this, an amount of £9,387k (2021: £10,222k) relates to the margin, payable to or receivable from the counterparty at inception of the contract as compensation in respect of the risk implicit in the contract. All of the movement in the fair value of these derivative financial instruments have been recorded in the cash flow hedge reserve amounting to a credit of £24,987k (2021: £2,272k). The change in the carrying value is a result of changes in the RPI assumptions used for valuation purposes.

Ineffective portion of cash flow hedge recognised in the income statement was £nil (2021: £nil). No amounts were reclassified to Profit on Loss from Other comprehensive income during the year (2021: Nil).

Further details regarding financial instruments and their related risks are given in note 18.

14 Decommissioning Provision

	£'000
At 1 April 2020	4,039
Unwinding of discount on provision	248
At 31 March 2021	4,287
Unwinding of discount on provision	534
At 31 March 2022	**4,821**

The provision for decommissioning relates to the decommissioning and related management costs for the necessary removal of transmission cables and equipment expected to occur at the of the 20 year licence period. The provision was approved at the start of the license period, subject to a review every 5 years.

The timing and amounts settled in respect of these provisions are uncertain and dependant on various factors that are not always within management control:

• the timing of decommissioning is contingent upon any re-powering of the offshore wind farm and therefore the potential for the transmission assets to be used beyond the initial licence revenue. In such circumstance, the cost for decommissioning would be expected to be deferred until such time as would be agreed in any subsequent term. However, current assumption is that it is too uncertain to assume the wind farm would be repowered and therefore, decommissioning costs have been assumed to be incurred a the earliest most likely date.

• the amount of costs to be incurred at the time of decommissioning have been estimated based upon expected costs of decommissioning. However, given the time frame for the incurring of such costs, the level of provision is reviewed on an annual basis. The current decommissioning provision represents the present value of expected future cash flows which are estimated to settle the entity' s future obligations in relation to decommissioning.

• if the expected nominal cost of decommissioning in 2031, 2032 or 2033 was 10% higher or lower than that reflected in the decommissioning provision at 31 March 2022, this would have the effect of increasing or decreasing the carrying value of the decommissioning provision at 31 March 2022 to £5,303k (2021: £4,716k) and £4,339k (2021: £3,858k) respectively.

15 Called-up share capital

Called-up share capital is as analysed below.

	Group		**Company**	
	No. (thousand)	**£'000**	**No. (thousand)**	**£'000**
Authorised, allotted, called-up and fully paid at 1 April 2021 and 31 March 2022	**51**	51	**51**	51

The Company has one class of Ordinary Share with a nominal value of £1 each which carries no right to fixed income. The holders of Ordinary Shares are entitled to receive dividends as declared and are entitled to one vote per share at meetings of the Company.

16 Reserves

The Group’s reserves are analysed below.

	Retained earnings	Cash flow hedge reserve	Total
Group	**£'000**	**£'000**	**£'000**
1 April 2020	12,115	14,280	26,395
Profit after tax	1,675	-	1,675
Dividends	-	-	-
Net income on cash flow hedges taken to equity	-	(2,272)	(2,272)
Deferred taxation on cash flow hedges	-	202	202
31 March 2021	13,790	12,210	26,000
Profit after tax	790	-	790
Dividends	-	-	-
Net income on cash flow hedges taken to equity	-	(24,987)	(24,987)
Deferred taxation on cash flow hedges	-	5,342	5,342
31 March 2022	**14,580**	**(7,435)**	**7,145**

The Company's reserves are analysed below.

	Retained earnings	Total
Company	**£'000**	**£'000**
31 March 2021	-	-
Profit after tax	-	-
Dividends	-	-
31 March 2022	-	-

17 Cash flow statement

(a) Reconciliation of net cash flow to movement in net debt

The reconciliation of net cash flow to movement in net debt is as analysed below:

	2022 £'000	2021 £'000
Movement in cash and cash equivalents	**1,801**	(387)
Net decrease in borrowings	**12,886**	12,288
Change in net debt resulting from cash flows	**14,687**	11,901
Non-cash net interest expense included in net debt	**710**	360
Change in fair values of derivatives	**(24,986)**	(2,272)
Movement in net debt in the year	**(9,589)**	9,989
Net debt at start of year	**(242,868)**	(252,857)
Net debt at end of year	**(252,457)**	(242,868)

(b) Analysis of changes in net debt

	Cash and cash equivalents £'000	Borrowings £'000	Derivatives £'000	Interest accruals £'000	Total £'000
1 April 2020	21,345	(300,173)	17,347	8,624	(252,857)
Cash flow	(387)	12,288	-	-	11,901
Change in fair values	-	-	(2,272)	-	(2,272)
Non-cash net interest	-	-	-	360	360
31 March 2021	20,958	(287,885)	15,075	8,984	(242,868)
Cash flow	1,801	12,886	-	-	14,687
Change in fair values	-	-	(24,987)	-	(24,987)
Non-cash net interest	-	-	-	710	710
31 March 2022	**22,759**	**(274,999)**	**(9,912)**	**9,694**	**(252,458)**

GREATER GABBARD OFTO

Notes to the financial statements (continued)

For the year ended 31 March 2022

18 Related party transactions

The following information relates to material transactions with related parties during the year. These transactions were carried out in the normal course of business.

	Parent undertakings		Other		Total	
	2022	2021	**2022**	2021	**2022**	2021
	£'000	£'000	**£'000**	£'000	**£'000**	£'000
Expenditure:						
Interest[1] (including indexation)	**5,249**	5,453	**-**	-	**5,249**	5,453
Services received[2]	**-**	-	**280**	211	**280**	211
	5,249	5,453	**280**	211	**5,529**	5,664
Outstanding balances at 31 March:						
Borrowings payable(1) (principle)	**45,989**	45,989	**-**	-	**45,989**	45,989
Interest accrual(1)	**9,694**	8,984	**-**	-	**9,694**	9,345
Other	**-**	-	**-**	-	**-**	0
	55,683	54,973	**-**	-	**55,683**	55,334

[1] Relates to funding related transactions and balances between the intermediate undertaking (GGOIL) and Greater Gabbard OFTO Plc ('the Subsidiary').

[2] The other services rendered at 31 March 2022 of £280k (2021: £211k) relate to amounts due to Equitix Management Services Limited (EMS). EMS are engaged to provide services under a Management Services Agreement.

A summary of funding transactions with the intermediate undertaking is shown below:

	2022	2021
	£'000	£'000
Borrowings from intermediate undertaking (principal and accrued interest)		
At 1 April	**54,973**	54,613
Interest	**(4,540)**	(5,093)
Non-cash interest	**5,250**	5,453
At 31 March	**55,683**	54,973

Borrowings from the intermediate undertaking (GGOIL) to the Subsidiary were negotiated on normal commercial terms and are repayable in accordance with the terms of the secured 10% loan notes 2033 ("the notes"). Payments of interest were made during the year which amounted to £4,540k (2021: £5,093k). Non-cash interest of £5,250k (2021: £5,453k) relates to accrued interest on the secured 10% loan notes. Absent to any non-compulsory repayment of the notes, the notes are contractually repayable by 28 November 2033.

18 Related party transactions (continued)

Equitix Management Services Limited ("EMS") was a related party of the Group during the year ended 31 March 2022 by virtue of it being a related party to Equitix Transmission 2 Ltd and Equitix Capital Investors UK Cable Limited through to 31 March 2022. The services provided to the Group by EMS, started on 1 February 2016, were under normal commercial terms and related to professional management and financial services as described in the amended PSA.

No amounts have been provided at 31 March 2022 (2021: £nil), and no expense was recognised during the year (2021: £nil) in respect of bad or doubtful debts for any related party transactions.

19 Information relating to financial instruments and the management of risk

a) Fair value disclosures

The following is an analysis of the Group's financial instruments at the Statement of Financial Position date comparing the carrying value included in the Statement of Financial Position with the fair value of those instruments at that date. None of the Group's financial instruments have listed prices. Consequently, the following techniques have been used to determine fair values as follows:

· Cash and cash equivalents – approximates to the carrying value because of the short maturity of these instruments;
· Transmission owner asset – based on the net present value of net discounted cash flows;
· Current borrowings – approximates to the carrying value because of the short maturity of these instruments;
· Non-current borrowings – based on the net present value of discounted cash flows in respect of the fixed rate bank bond and loans notes due 2033;
· Derivative financial asset – based on the net present value of discounted cash flows; and
· Financial instrument receivables and payables - approximates to the carrying value because of the short maturity of these instruments.
· Decommissioning provision – approximates the carrying valuye relating to the decommissioning and related management costs for the necessary removal of transmission cables and equipment expected to occur at the of the 20 year licence period.

The table below compares the carrying value of the Group's financial instruments with the fair value of those instruments at the Statement of Financial Position date, using the techniques described above. The table excludes those instruments where the carrying value of the financial instrument approximates to its fair value because the carrying value approximates to fair value as a result of the short maturity of those instruments. Consequently, no financial instruments which fall due within the next twelve months are included in this table.

19 Information relating to financial instruments and the management of risk (continued)

a) Fair value disclosures (continued)

	Carrying Value		Fair Value		Valuation Method
	2022	2021	**2022**	2021	
	£'000	£'000	**£'000**	£'000	(see as follows)
Assets					
Non-current					
Transmission owner asset	**259,761**	275,300	**337,106**	351,834	Level 3
Derivative financial instruments	**(9,913)**	15,073	**(9,913)**	15,073	Level 2
	249,848	290,373	**327,193**	366,907	
Liabilities					
Non-current					
Fixed rate bank bond	**205,178**	220,664	**226,126**	270,205	Level 2
Loan notes 2033	**45,989**	45,989	**83,981**	101,485	Level 2
Decommissioning Provision	**4,287**	4,287	**4,287**	4,287	Level 3
	255,454	270,940	**314,394**	375,977	

The best evidence of fair value is a listed price in an actively traded market; where this data is available then the instrument is classified as having been determined using a level 1 valuation. In the event that the market for a financial instrument is not active, alternative valuation techniques are used. The Group does not have any financial instruments where it is eligible to apply a level 1 valuation technique.

With the exception of the Transmission owner asset and decommissioning provision, all of the other fair values have been valued using Level 2 valuation techniques as identified in the preceding table which means that in respect of the Group's financial instruments these have been valued using models where all significant inputs are based directly or indirectly on observable market data. The valuation is sensitive to RPI changes and underlying changes in costs for decommissioning.

In the case of the Transmission owner asset and decommissioning provision, these have been valued using a valuation technique where significant inputs such as the assumed discount rate are based on unobservable market data. This means that these financial instruments have been classified as having been valued using a level 3 valuation and have been identified as such in the previous table.

The valuation categories that have been assigned to the financial instruments in the forgoing table have been applied throughout the year and there have been no reclassifications or transfers between the various valuation categories during the year.

b) Management of risk

The Board has overall responsibility for the Group's risk management framework. This risk framework is discussed further in the Operating and Financial Review.

The Group's activities expose it to a variety of financial risks, which arise in the normal course of business: market risk, credit risk, and liquidity risk. The overall risk management programme seeks to minimise the net impact of these risks on the operations of the Group by using financial instruments, including the use of derivative financial instruments – being the RPI swaps described in note 13 that are appropriate to the circumstances and economic environment within which the Group operates. The objectives and policies for holding, or issuing, financial instruments and similar contracts, and the strategies for achieving those objectives that have been followed during the year are explained below.

19 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

i) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Changes in market price are derived from: currency movements; interest rate changes; and changes in prices caused by factors other than those derived from currency or interest rate changes.

The Group operates in the UK and has no significant exposure to foreign currency, and therefore this has an immaterial impact on market risk. Short-term financial assets and liabilities, such as trade receivables and payables, are not subject to market risk. Interest rate risk arises from the use of following financial instruments: Transmission owner asset; borrowings; and cash and cash equivalents.

The Transmission owner asset is carried at amortised cost, and the carrying value is affected by the rate of interest implicit within the calculation of finance income that has a consequential effect on the carrying value of the Transmission owner asset.

The fair value of the Transmission owner financial asset is subject to price risk caused by changes in RPI.

All of the Group's borrowings have been issued at fixed rates. All borrowings are carried at amortised cost, and therefore changes in interest rates, in respect of those borrowings, do not impact the Income Statement or Statement of Financial Position.

Cash and cash equivalents all attract interest at variable rates and therefore are subject to cash flow interest rate risk as cash flows arising from these sources will fluctuate with changes in interest rates. However, the interest cash flows arising from these sources are insignificant to the Group's activities.

The cash flows arising from the Transmission owner financial asset fluctuates with positive changes in RPI. The Group has entered into a series of RPI swaps to significantly reduce this cash flow risk. Further details and an explanation of the rationale for entering into these arrangements are explained in note 13. For the reasons outlined in note 13, the Directors have designated the RPI swaps as cash flow hedging derivatives and these are carried at fair value in the Statement of Financial Position. The RPI swaps are considered to be effective cash flow hedges.

ii) Credit risk
Credit risk is the risk of financial loss to the Group if a customer or counterparty fails to meet its contractual obligations.

Credit risk primarily arises from the Group's normal commercial operations that actually, or potentially, arises from the Group's exposure to: a) NGET in respect of invoices submitted by the Group for transmission services; b) the counterparties to the RPI swaps described in note 13; and c) short term deposits. There are no other significant credit exposures to which the Group is exposed. The maximum exposure to credit risk at 31 March 2022 and 31 March 2021 is the fair value of all financial assets held by the Group. Information relating to the fair value of all financial assets is given above – note 19 (a). None of the Group's financial assets are past due or impaired.

19 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

ii) Credit risk (continued)

Through to 31 March 2022, NGET was the Group's principal customer, and income derived from NGET represents all of the Group's income. With effect from 1 April 2021, some of the functions previously carried out by NGET have been transferred to a fellow Subsidiary undertaking (NGESO) within the National Grid group of companies, in particular, NGESO is now responsible for settling the Group's transmission services invoices. Both NGET and NGESO operates low risk regulated businesses within the UK, and the regulatory regime under which they operate results in a highly predictable, and stable, revenue stream. NGET has an obligation to maintain an investment grade credit rating, which it has currently maintained. It is also subject to a regulatory financial 'ring fence' that restricts NGET's ability to undertake transactions with other National Grid subsidiaries, which includes the paying of dividends, lending or the levying of charges. Even in the very unlikely circumstance of NGET's insolvency, it is probable that any amounts outstanding would still be recovered. This arises because NGET and NGESO are also 'protected energy Companies' under the terms of the Energy Act 2004, which allows the Secretary of State to apply for an energy administration order which would give priority to the rescue of NGET and NGESO as a going concern.

The Directors consider credit quality of financial assets and other financial instruments are neither past due nor impaired.

Having considered the credit risks arising in respect of the exposures to NGET and NGESO, the Directors consider that those risks are extremely low, given the evidence available to them. At 31 March 2022 amounts due from NGET amounted to £nil (2021: £nil).

In respect of the counterparties to the cash flow derivative hedges (RPI swaps) these arrangements have been entered into with reputable banks. At 31 March 2022, the fair values attributable to these positions were liabilities amounting to £9,913k (2021: assets of £15,073k). The RPI swaps are with multiple well established counterparties and the Directors consider the credt risk exposure on these arrangements to be extremely low.

Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to cash. It is the Group's policy, and requirement under the Group's lending agreements, that such investments can only be placed with banks and other financial institutions with short term senior debt rating of at least A-1 or better issued by Standard & Poor's, or P-1 or better issued by Moody's. All of these deposits are subject to insignificant risk of change in value or credit risk.

iii) Liquidity risk and Going Concern

Liquidity risk is the risk that the Group will have insufficient funds to meet its liabilities. The Board of Directors manages this risk.

As a result of the regulatory environment under which the Group operates; the credit worthiness of the Group's principal customer (NGET); and the RPI swaps that has been put in place, the cash inflows generated by the Group are highly predictable and stable. In addition, all of the Group's senior debt carry a fixed coupon, and based on the forecasts prepared by the Group, all of these debt service costs are expected to be met from the cash inflows the Group is expected to generate over the whole period of the project. During the year ending 31 March 2022, senior debt-service costs amounted to £9,566k (2021: £5,186k). There is no contractual obligation on the Group to service the secured borrowing until 28 November 2032, although it is the Group's intention to service this borrowing when cash flows are sufficient, and it is prudent to do so. Cash outflows in respect of the secured borrowings amounted to £9,566k (2021: £5,186k).

19 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

iii) Liquidity risk and Going Concern (continued)

In accordance with the conditions of the various lending agreements, the Group is required to transfer funds to certain specified bank accounts and/or hold certain amounts on deposit for specified purposes. Access to these bank accounts by the Group is subject to the agreement of the lenders and, in particular, access to amounts held on deposit held for specified purposes is restricted under the lending agreements.

Such specific purposes include the holding of sufficient funds in restrictive bank accounts to meet senior debt servicing requirements for a period of six months in the future. The Group's use of these funds is restricted either to the specific purpose contemplated by the lending agreements, or until certain conditions are met or exceeded. Where these conditions are met or exceeded then the use of any net cash generated in excess of the minimum necessary to meet the restrictive conditions is unfettered.

At 31 March 2022, cash and cash equivalents included £21,191k (2021: £20,853k) and Financial Asset included £nil (2021: £nil) that are held for specific purposes in the manner described above and additional amounts of cash and cash deposits amounting to £1,568k (2021: £105k) which requires the consent of the Group's lenders but are available for general corporate purposes.

The Group prepares both short-term and long-term cash flow forecasts on a regular basis to assess the liquidity requirements of the Group. These forecasts also include a consideration of the lending requirements including the need to transfer funds to certain bank accounts that are restricted as to their use. It is the Group's policy to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Group's reputation.

Future costs are potentially at risk due to the cost of decommissioning. To mitigate this risk a Decommissioning Reserve Account has been opened and will start to be funded from year 11.

In addition to the existing borrowings of the Group, the Group has secured committed credit facilities with the European Investment Bank through the Project Bond Credit Enhancement amounting to £33,119k at 31 March 2022 (2021: £25,196k) which expire in 2032. These facilities were undrawn at 31 March 2022 (2021: £nil) and are available to the Group under certain conditions laid down within the Group's lending agreements.

During the year the Group has continued to meet its contractual obligations as they have fallen due and based on the forecasts prepared the Directors expect that the Group will continue to do so for the foreseeable future. The Group has complied with its financial covenants in relation to the obligations that it has to senior debt holders and the forecasts continue to support that these will continue to be complied. In addition, further liquidity is also available in the form of committed facilities, as referenced above. All of these factors have allowed the Directors to conclude that the Group has sufficient headroom to continue as a going concern. The statement of going concern is included in the Operating and Financial Review.

19 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

iii) Liquidity risk and Going Concern (continued)

The contractual cash flows shown in the table on the following page are the contractual undiscounted cash flows relating to the relevant financial instruments. Where the contractual cash flows are variable based on a price or index in the future, the contractual cash flows in the table have been determined with reference to the relevant price, interest rate or index as at the Statement of Financial Position date.

In determining the interest element of contractual cash flows in cases where the Group has a choice as to the length of interest calculation periods and the interest rate that applies varies with the period selected, the contractual cash flows have been calculated assuming the Group selects the shortest available interest calculation periods.

Where the holder of an instrument has a choice of when to redeem, the following tables are prepared on the assumption the holder redeems at the earliest opportunity.

The numbers in the following tables have been included in the Group's cash flow forecasts for the purposes of considering Liquidity Risk as noted above. The table on the following page shows the undiscounted contractual maturities of financial assets and financial liabilities, including interest.

Notes to the financial statements (continued)

For the year ended 31 March 2022

19 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

iii) Liquidity risk and Going Concern (continued)

Liquidity risk	**2022 Weighted Average Effective Interest Rate**	**Total contractual cash flows**	**2022 0-1 years**	**2022 1-2 years**	**2022 2-5 years**	**2022 >5 years**
		£'000	**£'000**	**£'000**	**£'000**	**£'000**
Non-derivative financial asset						
Transmission owner asset		512,113	31,214	31,200	99,393	350,306
Cash and cash equivalents		22,759	22,759	-	-	-
		534,872	53,973	31,200	99,393	350,306
Non-derivative financial liabilities						
Borrowings +	4.19%	(75,741)	(10,106)	(9,566)	(32,039)	(24,030)
Trade and other non-interest bearing liabilities		(4,161)	(4,161)	-	-	-
		(79,902)	(14,267)	(9,566)	(32,039)	(24,030)
Derivative financial asset						
RPI swaps		**(2,317)**	**(0)**	**480**	**419**	**(3,216)**
Net total		452,653	39,706	22,114	67,773	323,060

Liquidity risk	2021 Weighted Average Effective Interest Rate	Total contractual cash flows	2021 0-1 years	2021 1-2 years	2021 2-5 years	2021 >5 years
		£'000	£'000	£'000	£'000	£'000
Non-derivative financial asset						
Transmission owner asset		488,287	30,953	29,903	95,944	331,487
Cash and cash equivalents		20,958	20,958	-	-	-
		509,245	51,911	29,903	95,944	331,487
Non-derivative financial liabilities						
Borrowings +	4.19%	(323,299)	(23,020)	(23,415)	(95,460)	(181,404)
Trade and other non-interest bearing liabilities		(4,648)	(4,648)	-	-	-
		(327,947)	(27,668)	(23,415)	(95,460)	(181,404)
Derivative financial asset						
RPI swaps		**11,093**	**327**	**960**	**2,610**	**7,196**
Net total		192,391	24,570	7,448	3,094	157,279

+ Including interest payments.

19 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

iv) Sensitivities

Changes in RPI affect the carrying value of those financial instruments that are recorded in the Statement of Financial Position at fair value. The only financial instruments that are carried in the Statement of Financial Position at fair value are the stand-alone derivative financial instruments - RPI as described in note 13 above. As explained in note 12, the Directors believe that these derivative financial instruments have a highly effective hedging relationship with the underlying cash flow positions they are hedging, and they expect this relationship to continue into the foreseeable future. Any movement in the fair value of these derivatives would be expected to be recorded in the cash flow hedge reserve, and would not affect the Income Statement. Changes in the fair value of RPI swaps are expected to be substantially matched by changes in the fair values of the positions they are hedging, due to the highly effective hedging relationships. However, the underlying positions being hedged – in the case of RPI swaps a substantial proportion of the cash flows emanating from the Transmission owner asset are carried at amortised cost. Consequently, any change in the fair value of the underlying hedged positions would not be recorded in the financial statements. The Directors are of the opinion that the net impact of potential changes in the fair value of the derivative financial instruments held by the Group has no substantive economic impact on the Group because of the corresponding economic impact on the underlying derivative financial instruments it is hedging.

Where there is a movement in long term RPI assumptions, the following changes in valuation and equity are likely to occur with no impact on the income statement:

Sensitive	Future RPI Rate	Valuation £'000s	Movement £'000s
-	3.000%	10,255	-
0.50%	3.500%	1,529	(8,727)
(0.50%)	2.500%	18,675	17,146

Any changes in future cash flows in relation to the derivative financial instruments held by the Group, arising from future changes in RPI, are expected to be matched by substantially equal and opposite changes in cash flows arising from or relating to the underlying revenues and costs.

v) Capital management

The Group is funded by a combination of senior debt, subordinated debt and equity in accordance with the Directors' objectives of establishing an appropriately funded business consistent with that of a prudent offshore electricity transmission operator and the terms of all legal and regulatory obligations including those of the Licence and the Utilities Act 2000.

Senior debt is comprised of fixed bonds credit enhanced by the European Investment Bank through the Project Bond Credit Enhancement Instrument (PBCE) and carries an interest rate of 4.14% per annum. All of the senior debt and related interest rate derivatives is serviced on a six monthly basis and is expected to amortise over the life of the project through to November 2032. At 31 March 2022, the total carrying value of senior debt amounted to £219,316k (2021: £232,912k).

19 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

v) Capital management (continued)

Subordinated debt has been issued to the Group's intermediate undertaking, GGOIL and carries a fixed rate coupon. At 31 March 2022 the total principal value of the subordinated debt outstanding amounted to £55,683k (2021: £54,973k).

Ordinary equity share capital issued during the year amounted to £nil (2021: £nil) and at 31 March 2022 amounted to £51k (2021: £51k).

The Directors consider that the capital structure of the Group meets the Group's objectives, and is sufficient to allow the Group to continue its operations for the foreseeable future based on current projections, and consequently has no current requirement for additional funding.

20 Ultimate parent companies and controlling parties

The only Group in which the results of Greater Gabbard OFTO Holdings Limited are consolidated is Greater Gabbard OFTO Holdings Limited. Financial statements are available on the Company's website and from EMS, 3rd Floor South, 200 Aldersgate Street, London, EC1A 4HD.

The Group's ultimate parent companies and controlling parties are Equitix Transmission 2 Ltd and Equitix Capital Investors UK Cable Limited (which are incorporated in the UK and registered in England and Wales).

GREATER GABBARD OFTO

Glossary

A

Annual General Meeting (AGM)

Meeting of shareholders of the Company, held on an annual basis, to consider ordinary and special business, as detailed in the Notice of AGM.

The Authority

The Gas and Electricity Markets Authority.

B

Board

The Board of Directors of the Company.

C

called up share capital

Shares that have been issued and have been fully paid for.

carrying value

The amount at which an asset or liability is recorded in the Statement of Financial Position.

charging year

The period of time in between 1st April in one calendar year, and 31st March, in the following calendar year.

Cash Flow Hedges

A hedge of the exposure to variability in cash flows that (i) is attributable to a particular risk associated with a recognised asset or liability such as all or some future interest payments on variable rate debt or a highly probable forecast transaction and (ii) could affect profit or loss.

the Company, Greater Gabbard OFTO Plc, GGO, we, our, or us

The terms 'the Company', 'Greater Gabbard OFTO Plc', GGO, 'we', 'our', or 'us' are used to refer to Greater Gabbard OFTO Plc, depending on context.

contingent liabilities

Possible obligations or potential liabilities arising from past events, for which no provision has been recorded, but for which disclosure in the financial statements is made.

D

DECC

The Department of Energy & Climate Change, the UK Government Department responsible for those respective fields.

deferred tax

For most assets and liabilities, deferred tax is the amount of tax that will be payable or received in respect of that asset or liability in future tax returns as a result of a difference between the carrying value for accounting purposes in the Statement of Financial Position and the value for tax purposes of the same asset or liability.

derivative

A financial instrument or other contract where the value is linked to an underlying index, such as exchange rates, interest rates, RPI or commodity prices.

E

EDS

EDS HV Management Limited – supplier of Operator services to the Company

EIB

The European Investment Bank, the European Union's long term lending institution, established by the Treaty of Rome in 1958, with the aim of furthering European integration.

Equitix Transmission 2 Limited.

Equitix Capital Investors UK Cable Limited

Equitix Management Services Limited ("EMS")

GREATER GABBARD
OFTO

Glossary

equity
In financial statements, the amount of net assets attributable to shareholders.

F
financial year
For Greater Gabbard OFTO Plc this is the accounting year ending on 31st March.

G
Great Britain
The island of Great Britain comprised of its constituent parts, namely: Wales, England, and Scotland.

GGO
Greater Gabbard OFTO Plc ('the Subsidiary').

GGOHL
Greater Gabbard OFTO Holdings Limited.

GGOIL
Greater Gabbard OFTO Intermediate Limited.

IFRS
See IAS.

K
KPIs
Key performance indicators.

kV
Kilovolt – an amount of electrical force equal to 1,000 volts.

kWh
Kilowatt hours – an amount of energy equivalent to delivering 1,000 watts of power for a period of one hour.

L
LIBOR
London Interbank Offered Rate.

the Licence
The Offshore Electricity Licence held by Greater Gabbard OFTO Plc.

the Group
Greater Gabbard OFTO Holdings Limited and its Subsidiary undertakings.

GOWL
Greater Gabbard Offshore Winds Limited.

H
HS&E
Health, Safety, and the Environment.

I
IAS or IFRS
An International Accounting Standard, or International Financial Reporting Standard, as issued by the International Accounting Standards Board (IASB).
IASB
International Accounting Standards Board.

IFRIC 12
Service Concessions Arrangements.

LTIs
Lost time injury – an incident arising out of Greater Gabbard OFTO Plc's operations which leads to an injury where the employee or contractor normally has time off the following day, or shift following, the incident. It relates to one specific (acute) identifiable incident which arises as a result of Greater Gabbard OFTO Plc's premise, plant, or activities, which was reported to the supervisor at the time, and was subject to appropriate investigation.

lost time injury frequency rate
The number of lost time injuries per 100,000 hours worked, over a 12 month period.

GREATER GABBARD OFTO

Glossary

M

MMO

Marine Management Organisation.

MW

Megawatts – an amount of power equal to one million watts.

MWh

Megawatt hours – an amount of energy equivalent to delivering one million watts of power over a period of one hour.

N

NGET

National Grid Electricity Transmission plc .

the Notes (see also subordinated loan, subordinated loan agreement, subordinated debt)

Secured fixed rate Loan Notes 2033.

O

Ofgem

The UK Office of Gas and Electricity Markets, part of the UK Gas and Electricity Markets Authority (GEMA), which regulates the energy markets in the UK.

OFTO(s)

Offshore Transmission Owner (S).

O&M

Operations and Maintenance.

P

Performance year

The year or part thereof (in the case of the commencement and termination years) over which the Company's transmission availability performance is measured – 1 April through to 31 March (or part thereof).

PSA

Professional Services Agreement.

R

RPI

The UK retail price index as published by the Office for National Statistics.

RPI Swaps

A derivative financial instrument that is a binding agreement between counterparties to exchange cash flows relating to RPI on a predetermined principal amount. The Company pays variable cash flows arising from changes in RPI on a predetermined notional amount in exchange for receipt of fixed amounts.

S

Senior Debt

All borrowings except those arising under the subordinated loan agreement.

SPA

Sale and Purchase Agreement.

STC

System Operator - Transmission Owner Code.

SQSS

Security and Quality of Supply Standard Subordinated loan, subordinated loan agreement, subordinated debt (see also the Notes).

Amounts borrowed by the Company from GGOIL which ranks behind the senior debt.

T

TEC

Transmission Entry Capacity.

TOCA

Transmission Owner Construction Agreement.

U

UK

The United Kingdom of Great Britain and Northern Ireland, comprising: Wales, England, Scotland, and Northern Ireland.