

Registered No. 739725

**North Celtic Sea Offshore Windfarm
Limited**

Annual Report and Financial Statements

31 March 2025

North Celtic Sea Offshore Windfarm Limited

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North Celtic Sea Offshore Windfarm Limited

COMPANY INFORMATION

Directors

Garrett Donnellan (Irish)

Eoin McPartland (Irish)

Company Secretary

Garrett Donnellan

Registered Office

The Generali Building

Blanchardstown Retail Park

Dublin 15

D15 YT2H

Ireland

Auditors

Ernst & Young

Ernst & Young Building

Harcourt Centre

Harcourt Street

Dublin 2

D02 YA40

Ireland

Bankers

Bank of Ireland

2 College Green

Dublin 2

D02 VR66

Ireland

Solicitors

Arthur Cox

10 Earlsfort Terrace

Dublin 2

D02 T380

Ireland

Company Number

739725

North Celtic Sea Offshore Windfarm Limited

DIRECTORS' REPORT

The directors of North Celtic Sea Offshore Windfarm Limited (the Company) present their Annual Report and Financial Statements for the year ended 31 March 2025.

Principal activity

The principal activity of the Company is to act as a development company focusing on the development of its offshore windfarm development project located on the south coast of Ireland in the North Celtic Sea.

Business review

During the period, the Company continued the development of its offshore windfarm site located in the North Celtic Sea. The balance sheet at 31 March 2025 is set out on page 10 and indicates net liabilities of €1,915k.

Future developments

The directors do not expect there to be any significant changes to the Company's activities in the foreseeable future. The company is involved in the development of its offshore windfarm.

Risk management and principal risks and uncertainties

The principal risks and uncertainties that affect the Company are described below but this is not intended to be an exhaustive analysis of all the risks that may arise in the ordinary course of business or otherwise.

Regulation and legislation

The markets in which the Company operates are subject to regulatory and legislative intervention at both domestic and EU level. The Company is exposed to the impact of regulatory decisions and compliance with licence obligations as well as changes in legislation which impact its generation activities as well as its development projects. Through its senior management, the Energia Group maintains regular interaction with the Utility Regulator (UR), Commission for Regulation of Utilities (CRU), Single Electricity Market Committee (SEMC), Department for the Economy (DfE) and Department of the Environment, Climate and Communications (DECC). A pro-active approach is taken to the Regulatory Authorities' (RAs) consultations on all I-SEM related matters.

Planning risk

The offshore windfarm project is currently in the pre-planning stage of development. All development works currently in process are to inform an application for a Maritime Area Consent (MAC). Following grant of the MAC, the relevant projects will be developed in accordance with MAC planning consents. When construction is completed, an external contractor will be engaged to provide a certificate of compliance.

Health and safety

The Company is committed to ensuring a safe working environment. The risks arising from inadequate management of health and safety matters are the exposure of Group employees, contractors and third parties to the risk of injury, potential liability and/or loss of reputation. There is a strong focus on the audit of work sites and the reporting and reviewing of near miss incidents. These risks are closely managed by the Group through the employment of Health and Safety Managers, the use of the services of an external health and safety advisor, the promotion of a strong health and safety culture, training for staff and well-defined health, safety and environmental policies.

North Celtic Sea Offshore Windfarm Limited

DIRECTORS' REPORT (continued)

Risk management and principal risks and uncertainties (continued)

Environmental, Social and Governance factors and climate change

The Group has in place measures to protect against financial and reputational risk from any failure to manage Environmental, Social and Governance (ESG) factors. In general, ESG factors are managed through embedding ESG into the Group's management processes and core business activities. During the year the Group continued to implement its ESG Strategy and assessment of climate risks and opportunities. Environmental risk, in particular, is managed through business risk registers; environmental action plans; certified environmental management systems; and identification of potential environmental exposures. Furthermore, the Group has been awarded Business in the Community's Business Working Responsibly Mark, an independently audited standard for Corporate Social Responsibility (CSR) and Sustainability certification in Ireland.

Financial control

Strong financial and business controls are necessary to ensure the integrity and reliability of financial and other information on which the Company relies for day-to-day operations, external reporting and for longer-term planning. The Company exercises financial and business control through a combination of appropriately qualified and experienced personnel; rigorous business planning processes; detailed performance analysis; an integrated accounting system; and clearly defined approval limits. The internal auditors test the effectiveness of financial and business controls. Investment decisions are accompanied by detailed analysis, both short and long-term, of the markets and opportunities in which the Company operates or is considering investing in.

Going concern

The Company's business activities, together with principal risks and uncertainties likely to affect its future performance are described above.

The Company is financed by cash and intercompany loans by its parent. In accordance with treasury policy these intercompany loans are payable on demand, and as a result the Company's balance sheet shows net current liabilities of €1,915k.

The Company's forecasts and projections, taking into account possible changes in performance, show that the Company is reliant on adequate financial resources being made available by its parent North Celtic Sea Offshore Windfarm Holdings Limited to enable the Company to continue for a period of 12 months from the date of signing of the accounts.

In assessing the appropriateness of the going concern basis of accounting, a detailed monthly analysis of both the windfarm project and the parent company cashflows has been prepared by management.

The forecast was based on an analysis of the funding requirements for the Company and its parent North Celtic Sea Offshore Windfarm Holdings Limited and assessing if the funding available to the Company was sufficient to support those activities to achieve the work program for a period of 12 months from the signing of these financial statements. The Company's parent has sufficient financial headroom and was able to operate within the existing cash held by the Company. The Directors also considered various scenarios including a worse case scenario and confirmed that such scenarios are remote and do not impede the parent company's ability to provide financial support if required.

Having considered the matters above, the Directors have a reasonable expectation that the Company has adequate resources to continue in operations for a period of 12 months from the signing of the financial statements.

Accordingly, and based upon the receipt of a letter of support from North Celtic Sea Offshore Windfarm Holdings Limited, which states that North Celtic Sea Offshore Windfarm Holdings Limited will continue to provide financial support to the Company and will provide sufficient funds to the Company for these purposes for a period of 12 months from the date of approval of the balance sheet, the directors continue to adopt the going concern basis in preparing the Annual Report and Accounts.

North Celtic Sea Offshore Windfarm Limited

DIRECTORS' REPORT (continued)

Directors

The directors of the Company are as listed on page 1.

None of the Directors or the Company Secretary at 31 March 2025 had any interest in the share capital of the Company at the beginning or end of the year.

Political donations

There were no political donations during the year.

Accounting records

The measures that the directors have taken to secure compliance with the requirements of Section 281 to 285 of the Companies Act 2014 with regard to keeping of accounting records, including the provision of appropriate resources to maintain adequate accounting records, and the appointment of personnel with appropriate qualifications, experience and expertise. The Company's accounting records are maintained at The Generali Building, Blanchardstown Retail Park, Dublin 15.

Subsequent events

There have been no events between the reporting date and the date on which the accounts were approved by the directors of the Company, which would require adjustment to the accounts, or any additional disclosures.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditors in connection with preparing their report, of which the auditors are unaware. Having made enquiries of fellow directors and the Company's auditors, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Auditors

In accordance with Section 383(2) of the Companies Act 2014 Ernst & Young is deemed appointed as external auditor of the Company.

By order of the Board



Garrett Donnellan
Director

Date: 10 July 2025

Registered office:
The Generali Building
Blanchardstown Retail Park
Dublin 15
D15 YT2H
Ireland

Registered number: 739725



Eoin McPartland
Director

Date: 10 July 2025

North Celtic Sea Offshore Windfarm Limited

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Irish company law requires the directors to prepare accounts for each year. Under that law the directors have elected to prepare the accounts in accordance with accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountant in Ireland, including Financial Reporting Standard 101 'Reduced Disclosure Framework' *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (Generally Accepted Accounting Practice in Ireland).

Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the financial position of the Company as at the year end and of the profit and loss of the Company for the year and otherwise comply with the Companies Act 2014.

In preparing these accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been properly prepared in accordance with the applicable accounting standards, identify those standards and note the effect and the reasons for a material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTH CELTIC SEA OFFSHORE WINDFARM LIMITED

Opinion

We have audited the financial statements of North Celtic Sea Offshore Windfarm Limited ('the Company') for the period ended 31 March 2025, which comprise the Income Statement, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Statement of Cashflows and notes to the financial statements, including the material accounting policy information set out in note 2. The financial reporting framework that has been applied in their preparation is Irish Law and FRS '101 Reduced Disclosure Framework' issued in the United Kingdom by the Financial Reporting Council.

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 March 2025 and of its loss for the year then ended;
- have been properly prepared in accordance with FRS 101 'Reduced Disclosure Framework' and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) 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 ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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.

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 twelve months from the date 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTH CELTIC SEA OFFSHORE WINDFARM

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the 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.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

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

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on 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 directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures required by sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTH CELTIC SEA OFFSHORE WINDFARM

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

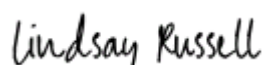
Auditor's responsibilities for the audit of the financial statements

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 (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: https://iaasa.ie/wp-content/uploads/docs/media/IAASA/Documents/audit-standards/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

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

Our report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. 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.



Lindsay Russell
for and on behalf of
Ernst & Young Chartered Accountants and Statutory Audit Firm
Dublin
Date: 10th July 2025

North Celtic Sea Offshore Windfarm Limited

INCOME STATEMENT for the year ended 31 March 2025

	Note	Year ended 31 March 2025 €'000	11 month period ended 31 March 2024 €'000
Operating costs		(1,026)	(889)
Operating loss	3	(1,026)	(889)
Loss before taxation		(1,026)	(889)
Tax charge for the year / period	3	-	-
Loss for the year / period		(1,026)	(889)

STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 March 2025

	2025 €'000	2024 €'000
Loss for the year / period	(1,026)	(889)
Total comprehensive expense for the year / period	(1,026)	(889)

BALANCE SHEET
as at 31 March 2025

	Note	2025 €'000	2024 €'000
Non-current assets			
Intangible assets	5	13,984	11,179
		13,984	11,179
Current assets			
Trade and other receivables	6	260	66
Cash and cash equivalents	7	4,158	2,699
		4,418	2,765
Creditors: amounts falling due within one year			
Trade and other payables	8	(2,195)	(867)
Financial liabilities	9	(18,122)	(13,966)
		(20,317)	(14,833)
Net current liabilities		(15,899)	(12,068)
Net liabilities		(1,915)	(889)
Capital and reserves			
Equity share capital	10	-	-
Retained losses	10	(1,915)	(889)
Total shareholder deficit		(1,915)	(889)

The accounts were approved by the Board of Directors and authorised for issue on 10 July 2025. They were signed on its behalf by:



Garrett Donnellan
Director



Eoin McPartland
Director

North Celtic Sea Offshore Windfarm Limited

STATEMENT OF CHANGES IN EQUITY for the year ended 31 March 2025

	Equity share capital	Retained earnings	Total
	€'000	€'000	€'000
At incorporation date	-	-	-
Loss for the period	-	(889)	(889)
Other comprehensive income	-	-	-
Total comprehensive expense for the period	-	(889)	(889)
At 31 March 2024	-	(889)	(889)
Loss for the year	-	(1,026)	(1,026)
Other comprehensive income	-	-	-
Total comprehensive expense for the year	-	(1,026)	(1,026)
At 31 March 2025	-	(1,915)	(1,915)

North Celtic Sea Offshore Windfarm Limited

STATEMENT OF CASHFLOWS

for the year period ended 31 March 2025

	Note	2025 €'000	2024 €'000
Cash flows generated from operating activities			
Loss for the period		(1,026)	(889)
(Increase) / decrease in receivables		(194)	2,896
Increase in payables		853	867
Cash generated from operations		659	3,763
Net cash flows (used in) / generated from operating activities		(367)	2,874
Cash flows used in investing activities			
Addition of intangible assets		(2,330)	(175)
Net cash flows used in investing activities		(2,330)	(175)
Cash flows generated from financing activities			
Drawdown of loan from parent undertaking		4,156	-
Net cash flows generated from financing activities		4,156	-
Net increase in cash at bank and in hand		1,459	2,699
Cash at bank and in hand at beginning of year		2,699	-
Cash at bank and in hand at end of year	7	4,158	2,699

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

1. General information

North Celtic Sea Offshore Windfarm Limited is a private company limited by shares incorporated and domiciled in Ireland.

The accounts have been prepared in accordance with accounting standards generally accepted in Ireland and Irish statute comprising the Companies Act 2014. Accounting standards generally accepted in Ireland in preparing the accounts giving a true and fair view are those issued by the Financial Reporting Council (Generally Accepted Accounting Practice in Ireland), including Financial Reporting Standard 101 'Reduced Disclosures Framework' (FRS 101).

The accounts are presented in Euro (€) with all values rounded to the nearest €1,000 except where otherwise indicated.

2. Material accounting policy information

Basis of preparation

The Company prepares its accounts in accordance with FRS 101 for the period presented.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: disclosures, because equivalent disclosures have been provided in the consolidated financial statements of the group in which the entity is consolidated.
- The requirements of IAS 7 Statement of Cash Flows.
- the requirements of paragraphs 91 - 99 of IFRS 13 Fair Value Measurement, because equivalent disclosures have been provided in the consolidated financial statements of the group in which the entity is consolidated.
- the requirements of paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment.
 - paragraph 79 (a)(iv) of IAS 1.
- the requirements of paragraphs 16, 134, 135 and 136 of IAS 1 Presentation of Financial Statements.
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- the requirements of paragraphs 134(d) to 134(f) of IAS 36 Impairment of Assets because equivalent disclosures have been provided in the consolidated financial statements of the group in which the entity is consolidated.
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures.
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

2. Material accounting policy information (continued)

The material accounting policy information is set out below:

Applicability of going concern basis

The Company's business activities, together with the principal risks and uncertainties likely to affect its future performance are described in the Directors' Report.

The Company is financed by cash and intercompany loans from its parent. In accordance with treasury policy these intercompany loans are payable on demand, and as a result the Company's balance sheet shows net current liabilities of €1,915k.

The Company's forecasts and projections, taking into account possible changes in performance, show that the Company is reliant on adequate financial resources being made available by North Celtic Sea Offshore Windfarm Holdings Limited to enable the Company to continue for a period of 12 months from the date of signing of the accounts.

In assessing the appropriateness of the going concern basis of accounting, a detailed monthly analysis of both the windfarm project and the parent company cashflows has been prepared by management.

The forecast was based on an analysis of the funding requirements for the Company and its parent North Celtic Sea Offshore Windfarm Holdings Limited and assessing if the funding available to the Company was sufficient to support those activities to achieve the work program for a period of 12 months from the signing of these financial statements. The Company's parent has sufficient financial headroom and was able to operate within the existing cash held by the Company. The Directors also considered various scenarios including a worst-case scenario and confirmed that such scenarios are remote and do not impede the parent company's ability to provide financial support if required.

Having considered the matters above, the Directors have a reasonable expectation that the Company has adequate resources to continue in operations for a period of 12 months from the signing of the financial statements.

Accordingly, and based upon the receipt of a letter of support from North Celtic Sea Offshore Windfarm Holdings Limited, which states that North Celtic Sea Offshore Windfarm Holdings Limited will continue to provide financial support to the Company and will provide sufficient funds to the Company for these purposes for a period of 12 months from the date of approval of the balance sheet, the directors continue to adopt the going concern basis in preparing the Annual Report and Accounts.

Intangibles – Development assets

Development costs primarily relate to the design, construction and testing of offshore renewable assets, which the company believes will generate probable future economic benefits. If the costs meet the recognition criteria, costs are capitalised as development intangibles include options over land rights, planning application costs, environmental impact studies and other costs incurred in bringing offshore windfarms to the consented stage. These may be costs incurred directly or at a cost as part of the fair value attribution on acquisition.

Following initial recognition of a development expenditure as an intangible asset, the assets are carried at cost less any cumulated impairment losses.

At the point the development reaches the consent stage and is approved for construction, the carrying value is transferred to property, plant and equipment.

At the point a project is no longer expected to reach the consented stage, the carrying amount of the project is impaired.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

2. Material accounting policy information (continued)

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through Other Comprehensive Income ('OCI'), and fair value through the profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. Except for trade receivables that do not contain a significant financing component or which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'Solely Payments of Principal and Interest' ('SPPI') on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for management of financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether the cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in four categories:

- financial assets at amortised cost (debt instruments);
- financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- financial assets at fair value through profit or loss.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

2. Material accounting policy information (continued)

Financial instruments (continued)

Financial assets at amortised cost (debt instruments)

The Company measures financial assets at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the Effective Interest Rate ('EIR') method and are subject to impairment under the expected credit loss model. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. This category generally applies to trade and other receivables and amounts due from related parties. Trade receivables do not carry any interest and are recognised and carried at the lower of their original invoiced value net of expected credit losses.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- the rights to receive cash flows from the asset has expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In the case, the Company also recognised an associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the Company has retained.

Continuing involvement that the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum of consideration that the Company could be required to repay.

Impairment of financial assets

The Company recognises an allowance for Expected Credit Losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

2. Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

ECLs are recognised in two stages. For credit exposure for which there has not been a significant increase in the credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicated that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings and amounts due to related parties.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the income statement. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS At 31 March 2025

2. Accounting policies (continued)

Financial instruments (continued)

Financial liabilities (continued)

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the income statement.

This category generally applies to interest bearing loans and borrowings. This category also applies to trade and other payables and amounts due to related parties which are not interest bearing and stated at their nominal amount.

Interest free loans receivable from or payable to the parent undertaking are recognised at fair value on initial recognition based on the market rate of interest for similar loans at the date of issue. In the case of loans received from a parent undertaking the difference on initial recognition between the fair value and the loan amount is recorded as a capital contribution in equity. The difference arising between the amount of a loan made to a parent undertaking and its fair value is treated as a distribution to the parent and reflected within equity. Subsequently, an interest expense or receivable is recognised within the income statement using the EIR method so that each loan is stated at the amount repayable or receivable at the redemption date.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the income statement.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with maturities of three months or less.

Tax

The tax charge represents the sum of tax currently payable and deferred tax. Tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes both items of income or expense that are taxable or deductible in other periods as well as items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantially enacted by the balance sheet date.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

2. Material accounting policy information (continued)

Tax (continued)

Deferred tax is the tax payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

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

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted by the balance sheet date.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Key estimates and judgements

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the balance sheet date and the amounts reported for revenues and operating costs during the period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In the process of applying the Company's accounting policies, management has made the following key judgements and estimations of uncertainty, which have the most significant effect on the amounts recognised in the financial statements.

Assessment of Impairment indicators in relation to intangible assets

The Company reviews the carrying amounts of its intangible assets to determine whether there is any indication that the value of those assets is impaired. Such assessment includes assessing the probability of the project achieving a future ORESS and MAC award and / or the value achievable for its intangible assets in a competitive sale process. This requires an estimation of the value in use of the CGUs to which the assets are allocated which includes the estimation of future cash flows and the application of a suitable discount rate. Subsequent changes to these estimates or judgements may impact the carrying value of the assets within the respective CGUs.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

3. Operating loss

Operating loss is stated after charging:

	2025 €'000	2024 €'000
Auditors' remuneration	3	2

The tax on the reported loss of €1,026,000 at 12.5% is €128,250. The Company have not recognised a deferred tax asset due to the unlikelihood that a deferred tax asset could be recovered within the next three years. Hence, a tax charge of €nil has been recorded (2024 - €nil).

4. Staff costs and directors' remuneration

The Company did not employ any persons during the current period.

The amount of remuneration for qualifying consideration attributable is deemed negligible.

5. Intangible fixed assets

	Intangible Assets €'000
Cost	
At 1 April 2024	11,179
Additions	2,805
At 31 March 2025	13,984
Net book value	
At 1 April 2024	11,179
At 31 March 2025	13,984

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS At 31 March 2025

6. Trade and other receivables

	2025 €'000	2024 €'000
Amounts falling due within one year		
VAT recoverable	260	66
	<u>260</u>	<u>66</u>

7. Cash and cash equivalents

	2025 €'000	2024 €'000
Cash at bank and in hand	4,158	2,699
	<u>4,158</u>	<u>2,699</u>

8. Trade and other payables

	2025 €'000	2024 €'000
Amounts falling due within one year		
Trade payables	219	136
Amounts owing to parent undertakings	1,327	647
Accruals	649	84
	<u>2,195</u>	<u>867</u>

Amounts owed to parent undertakings do not bear any interest and are repayable on demand.

9. Financial liabilities

	2025 €'000	2024 €'000
Current		
Amounts owed to parent undertakings	18,122	13,966
	<u>18,122</u>	<u>13,966</u>

Amounts owed to parent undertakings do not bear any interest and are repayable on demand.

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS At 31 March 2025

10. Share Capital and Reserves

	2025 Number	2024 Number	2025 €'000	2024 €'000
<i>Allotted, called up and fully paid</i>				
1 Ordinary share of €1.00 each	1	1	-	-
	<u>1</u>	<u>1</u>	<u>-</u>	<u>-</u>

Equity share capital

The balance classified as share capital presented as equity in the Balance Sheet and the Statement of Changes in Equity comprises the nominal value of the Company's share capital, consisting of €1.00 ordinary shares (2024 - €1.00 ordinary shares).

11. Related party transactions

The immediate parent undertaking of the Company is North Celtic Sea Offshore Windfarm Holdings Limited, a company incorporated in Ireland.

The ultimate parent undertakings and controlling parties of the Company are 1. Energia Group TopCo Limited (50%), a company incorporated in the Cayman Islands. Energia Group TopCo Limited is majority owned by ISQ Viridian Holdings L.P., a limited partnership incorporated in the Cayman Islands. ISQ Viridian Holdings L.P. is owned by the ISQ Global Infrastructure Fund (the Fund) and ISQ Viridian Co-Invest L.P., a co-investment vehicle for the Fund. The Fund is managed by I Squared Capital. 2. Vargronn AS, a company incorporated in Norway (50%).

Transactions between the Company and/or its subsidiaries and the balances outstanding are disclosed below:

North Celtic Sea Offshore Windfarm Limited

NOTES TO THE FINANCIAL STATEMENTS

At 31 March 2025

11. Related party transactions (continued)

	Admin expenses	Development costs	Amounts owed to related party
	€'000	€'000	€'000
2025			
Immediate parent undertaking	-	-	(18,122)
Fellow group undertaking	(883)	(1,237)	(1,327)
	(883)	(1,237)	(19,449)
2024			
Immediate parent undertaking	(75)	-	(13,966)
Fellow group undertaking	(708)	-	(647)
	(783)	-	(14,613)

12. Approval of financial statements

The financial statements were approved by the Board of Directors and authorised for issue on 10 July 2025.