Registered No. 657053

Energia Solar Holdings Limited

Annual Report and Financial Statements

31 March 2025

Energia Solar Holdings Limited

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COMPANY INFORMATION

Directors
Garrett Donnellan
Peter Baillie
Conor Keane
Peter Lyons
Brendan McGarr

Company secretary
Garrett Donnellan

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

Auditors
Ernst & Young
Ernst & Young Building
Harcourt Centre
Harcourt Street
Dublin 2
D02 YA40

Bankers
Bank of Ireland
2 College Green
Dublin 2
D02 VR66
Bank of Ireland

Solicitors
Arthur Cox
10 Earlsfort Terrace
Dublin 2
D02 T380

Registered number of incorporation
657053

DIRECTORS' REPORT

The directors of Energia Solar Holdings Limited (the Company), present their Annual Report and Financial Statements for the year ended 31 March 2025.

The Company is a member of the Energia Group which includes Energia Group Limited (EGL) and its subsidiary undertakings (the Group / the Energia Group). The parent undertaking of the smallest and largest group of which the Company is a member and for which group accounts are prepared is Energia Group Limited (EGL). A copy of the group accounts of EGL is available from the Energia Group website www.energiagroup.com under the 'Investor Relations' tab.

Principal activity
The principal activity of the Company is that of a holding Company, the development of solar projects, and the funding of development expenditure for solar development projects.

Business review
The results for the year ended 31 March 2025 show a loss after tax of €2,143k (2024 - €1,530k). The directors do not recommend the payment of a dividend (2024 - €nil).

Future developments
The directors do not expect there to be any significant changes to the Company's activities in the foreseeable future.

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 SEM related matters.

Planning risk
The project is currently being developed in accordance with planning consents and where necessary, additional planning consents are being sought before construction commences. When construction is completed, an external consulting engineer will be engaged to provide a certificate of planning compliance.

Project Construction Risk
The project is currently in the pre-construction phase. Failure of key components in this process could lead to delays, increased construction costs and subsequent loss of operational revenues. This risk will be managed by the employment of a primary third-party construction contractor, an experienced consultancy team of project engineers, and a dedicated internal construction and development teams alongside a team of trained operational staff.

DIRECTORS' REPORT (continued)

Risk management and principal risks and uncertainties (continued)

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.

Environmental, Social and Governance factors and climate change
The Company 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. The Group continues 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. During the year, the Group retained 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 the principal risks and uncertainties likely to affect its future performance are described above.

The Company is financed by intercompany loans and interest on intercompany loans funded from financing facilities within the Energia Group. In accordance with the Energia Group treasury policy these intercompany loans are payable on demand, and as a result the Company's balance sheet shows net current liabilities of €10,574k (2024 - €7,618k).

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 the Energia Group 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 the Group's forecast future cashflows has been prepared by management. The forecasts were based on key assumptions including fuel prices (applying forward curves for commodities) and market demand (applying growth factors in line with publicly available forecasts and internal assessment).

DIRECTORS' REPORT (continued)

Going concern (continued)
Sensitivity analysis was undertaken in relation to the key assumptions to reflect the impact of reduced demand together with potential delays in customers paying their bills. In all scenarios tested, the Group has sufficient financial headroom and was able to operate within the minimum EBITDA covenant contained within its Senior revolving credit facility. This analysis included a reverse stress test, the scenario for which was deemed remote and implausible.

Accordingly, and based upon the receipt of a letter of support from EGL, which states that EGL 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.

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 or the Group at the beginning or end of the year (2024 - €nil).

Political donations
There were no political donations during the year (2024 - €nil).

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, including 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 financial statements were approved by the directors of the Company, which would require adjustment to the financial statements, or any additional disclosures except as described hereunder.

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.

DIRECTORS' REPORT (continued)

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

By order of the Board

Garrett Donnellan	Peter Lyons
Director	Director
Date: 24 September 2025	Date: 24 September 2025

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

Registered number: 657053

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Irish company law requires the directors to prepare financial statements for each year. Under that law the directors have elected to prepare the financial statements 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 financial statements 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 financial statements, 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 ENERGIA SOLAR HOLDINGS LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Energia Solar Holdings Limited ('the Company') for the year ended 31 March 2025, which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity 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 at least 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.

Shape the future
with confidence

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENERGIA SOLAR HOLDINGS LIMITED

Other information

The directors are responsible for the other information. The other information comprises the information included in the accounts 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, other than those parts relating to sustainability reporting where required by Part 28 of the Companies Act 2014, 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 ENERGIA SOLAR HOLDINGS LIMITED

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 6, 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.

Alli Legge

Allison Legge
for and on behalf of
Ernst & Young Chartered Accountants and Statutory Audit Firm

Dublin

Date: 25 September 2025

INCOME STATEMENT
for the year ended 31 March 2025

	Note	**2025 €'000**	2024 €'000
Operating costs		**(2,271)**	(1,969)
Exceptional operating income	6	**124**	480
Operating loss	4	**(2,147)**	(1,489)
Interest payable and similar cost	7	**(203)**	(210)
Net finance cost		**(203)**	(210)
Loss before taxation		**(2,350)**	(1,699)
Tax credit	8	**207**	169
Loss for the year		**(2,143)**	(1,530)

All recognised gains and losses for the current and the previous year are included in the income statement and arise from continuing operations.

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 March 2025

The Company had no comprehensive income or loss other than the loss for the year of €2,143k (2024 - €1,530k).

BALANCE SHEET
as at 31 March 2025

	Note	2025 €'000	2024 €'000
Non-current assets			
Tangible fixed assets	9	**2,222**	1,333
Investments in subsidiaries	10	**5,022**	5,022
		7,244	6,355
Current assets			
Financial assets	13	**1,736**	1,587
Cash at bank and in hand	14	**15**	15
Other debtors	11	**132**	116
Income tax receivable		**216**	164
		2,099	1,882
Creditors: amounts falling due within one year			
Trade and other creditors	12	**(460)**	(634)
Financial liabilities	15	**(12,213)**	(8,866)
		(12,673)	(9,500)
Net current liabilities		**(10,574)**	(7,618)
Total assets less current liabilities		**(3,330)**	(1,263)
Creditors: amounts falling due after one year			
Financial liabilities	15	**(2,986)**	(2,910)
Net liabilities		**(6,316)**	(4,173)
Capital and reserves			
Equity share capital	16	**-**	-
Accumulated losses	16	**(6,316)**	(4,173)
Total deficit		**(6,316)**	(4,173)

The financial statements were approved by the Board of Directors and authorised for issue on 24 September 2025. They were signed on its behalf by:

Garrett Donnellan
Director

Peter Lyons
Director

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

	Equity share capital €'000	Accumulated losses €'000	Total €'000
At 1 April 2023	**-**	**(2,643)**	**(2,643)**
Loss for the year	**-**	(1,530)	(1,530)
Total comprehensive loss for the year	-	**(1,530)**	**(1,530)**
At 31 March 2024	**-**	**(4,173)**	**(4,173)**
Loss for the year	**-**	(2,143)	(2,143)
Total comprehensive loss for the year	-	**(2,143)**	**(2,143)**
At 31 March 2025	**-**	**(6,316)**	**(6,316)**

1. General information

Energia Solar Holdings Limited is a private company limited by shares, incorporated and domiciled in Ireland.

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

2. Accounting policies

Basis of preparation
The Company prepares its financial statements in accordance with FRS 101 for all years presented. The results of Energia Solar Holdings Limited are included within the consolidated financial statements of EGL which are available on the Energia Group website www.energiagroup.com under the 'Investor Relations' tab.

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 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 IAS 7 Statement of Cash Flows.
- 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 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.
- the requirement of paragraphs 110, 113, 114, 118, 119(a), 119(b), 119(c), 120-126 of IFRS 15 Revenue from Contracts with Customers.

2. Accounting policies (continued)

The principal accounting policies are 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 intercompany loans and interest on intercompany loans funded from financing facilities within the Energia Group. In accordance with the Energia Group treasury policy these intercompany loans are payable on demand, and as a result the Company's balance sheet shows net current liabilities of €10,574k (2024 - €7,618k).

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 the Energia Group 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 the Group's forecast future cashflows has been prepared by management. The forecasts were based on key assumptions including fuel prices (applying forward curves for commodities) and market demand (applying growth factors in line with publicly available forecasts and internal assessment).

Sensitivity analysis was undertaken in relation to the key assumptions to reflect the impact of reduced demand together with potential delays in customers paying their bills. In all scenarios tested, the Group has sufficient financial headroom and was able to operate within the minimum EBITDA covenant contained within its Senior revolving credit facility. This analysis included a reverse stress test, the scenario for which was deemed remote and implausible.

Accordingly, and based upon the receipt of a letter of support from EGL, which states that EGL 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.

New and amended standards and interpretations
The following amendments to standards came into effect in the financial year and had no material impact for the Company:

Amendments to standard	Details	Effective Date
IAS 1 (Amendments)	Classification of Liabilities as Current or Non-current	1 January 2024
IAS 1 (Amendments)	Non-current liabilities with Covenants	1 January 2024
IFRS 16 (Amendments)	Lease Liability in a Sale and Leaseback	1 January 2024
IAS 7 and IFRS 7 (Amendments)	Supplier finance arrangements	1 January 2024

Company's investments in subsidiaries and associate undertakings
The Company recognises its investments in subsidiaries and associates at cost less any recognised impairment loss. Income is recognised in the income statement from these investments only in relation to distributions received. The carrying values of investments in subsidiaries and associates are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable, including whether the carrying value is impaired as a result of the receipt of dividends.

2. Accounting policies (continued)

Contingent consideration
When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognised in the Income Statement in accordance with IFRS 9.

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.

2. Accounting policies (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.

2. Accounting policies (continued)

Financial instruments (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.

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.

Financial instruments (continued)

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 at bank and in hand
Cash at bank and in hand comprises cash at bank and in 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 year. 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 years 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.

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 Company has applied the mandatory exception under IAS 12 in relation to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

2. Accounting policies (continued)

Tax (continued)
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 year 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.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

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 year they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Solar farm development assets
Costs related to solar farm assets in development are recognised as tangible fixed assets in the balance sheet, where in the opinion of the directors, the related project will be successfully developed and the economic benefits arising from the future operations will at least equal the amount recognised in the balance sheet. The carrying value is cost less any provision for permanent diminution in value. Interest on funding the development of the solar farms is capitalised during the year of construction and will be written off as part of the total cost of the asset.

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 year. 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.

Impairment testing
The carrying values of investments in subsidiaries and associates are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable, including whether the carrying value is impaired as a result of the receipt of dividends.

The Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the value of those assets is impaired. 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.

3. Operating loss

Operating loss is stated after charging:

	2025 €'000	2024 €'000
Development charges	**2,271**	1,969

Development costs of €2,271k (2024 - €1,969k) relating to solar farm projects have been expensed to the income statement. These costs relate to the pre-planning consent phase of the projects and did not meet the recognition criteria for capitalisation under IAS 38 at the reporting date.

4. Auditors' remuneration

Auditors' remuneration in the current and previous years has been borne by a fellow group undertaking.

5. Staff costs and directors' remuneration

The Company did not employ any persons during the period.

Remuneration of €1,664k (2024 - €1,416k) was paid to the Company's directors by other Energia Group undertakings. The directors do not believe that it is practical to apportion this remuneration between their services as directors of the Company and their services as directors of other Energia Group undertakings.

6. Exceptional operating income

	2025 €'000	2024 €'000
Exceptional operating income	**124**	480

Exceptional operating income of €124k in 2025 (2024 - €480k) relates to fair value adjustments recognised on contingent consideration amounts due in relation to the acquisition of Solar Farmers Limited.

7. Interest payable and similar cost

	2025 €'000	2024 €'000
Unwinding of discount on contingent consideration	**203**	210
	203	210

8. Tax credit

(i) **Analysis of credit in the year**

Income statement

Current tax	**2025 €'000**	2024 €'000
Irish Corporation tax at 12.5% (2024 - 12.5%)	**216**	165
Corporation tax (under) / over provided in prior periods	**(9)**	4
Total current tax credit	**207**	169

(ii) **Reconciliation of total tax credit**
The tax credit in the income statement for the year varies from the standard rate of corporation tax in Ireland of 12.5% (2024 - 12.5%). The differences are reconciled below:

	2025 €'000	2024 €'000
Accounting loss before tax	**(2,350)**	(1,699)
Accounting loss multiplied by the Irish standard rate of corporation tax of 12.5%.	**294**	212
Non-taxable credits	**-**	34
Expenses not deductible for tax purposes	**(78)**	(81)
Tax (under) / over provided in prior years	**(9)**	4
Tax credit for the year	**207**	169

The Energia Group is within the scope of the Organisation for Economic Co-Operation and Development (OECD) 15% minimum effective tax rate Model Rules (Pillar Two), which have been enacted into legislation as part of the Irish Finance (No.2) Act 2023. The Pillar Two rules became effective for the Energia Group for the financial year ended 31 March 2025. The objective of these rules is to achieve minimum effective tax rates of 15% globally.

The Energia Group has assessed the impact of these new rules and determined that it has a Pillar 2 top-up tax liability in Ireland in relation to the implementation of the Pillar Two legislation in respect of the year ended 31 March 2025.

Energia Solar Holdings Limited has not been allocated a portion of the Pillar 2 top-up tax on the basis it does not have positive GloBE Income in respect of the year ended 31 March 2025.

The Energia Group has applied the amendment to IAS 12 Income Taxes on the mandatory temporary exemption to recognising and disclosing information about deferred tax assets and liabilities that are related to tax laws enacted, or substantively enacted, to implement Pillar Two model rules published by the OECD. The Energia Group will continue to monitor changes in law and guidance as they apply to the group.

9. Tangible fixed assets

	Solar farm development assets €'000
Cost:	
At 1 April 2024	1,333
Additions	889
At 31 March 2025	**2,222**

No depreciation has been charged as of the balance sheet date as it is the Company's policy to depreciate these assets only when commercial operation has been achieved and the assets are generating and exporting electricity.

10. Investments in subsidiaries

	Subsidiary undertakings €'000
Cost:	
At 31 March 2024 and 2025	5,022

The Company does not prepare consolidated financial statements as the results of its operations are included in the consolidated financial statements of Energia Group Limited.

Details of the Company's subsidiary undertakings at 31 March 2025 are as follows:

Subsidiary undertakings	Place of incorporation	Holding of ordinary shares	Principal activities
Solar Farmers Limited	Ireland	76%	Solar farm development

The registered office of the subsidiary is The Generali Building, Blanchardstown Retail Park, Blanchardstown, Dublin 15.

11. Other debtors

	2025 €'000	2024 €'000
Amounts falling due within one year		
Other debtors	**132**	**116**
	132	**116**

12. Trade and other creditors

	2025	2024
	€'000	€'000
Amounts falling due within one year		
Trade creditors	**21**	28
Amounts owed to group undertakings	**149**	299
Accruals	**290**	307
	460	634

13. Financial assets

	2024	2024
	€'000	€'000
Current		
Amounts owed by group undertakings	**1,739**	1,589
Allowance for expected credit loss	**(3)**	(2)
Total current financial assets	**1,736**	1,587

Amounts owed by group undertakings of €1,739k (2024 - €1,589k) are non-interest bearing and repayable on demand.

The Company's credit risk in respect of other financial assets is primarily attributable to loans made to group undertakings. Whilst the directors do not consider that the Company is exposed to significant credit risk in respect of amounts owed by group undertakings, the Company has, in accordance with IFRS 9, recognised an allowance for expected credit losses (ECLs) of €3k (2024: €2k) in relation to amounts owed by group undertakings.

14. Cash at bank and in hand

	2025	2024
	€'000	€'000
Cash at bank and in hand	**15**	15

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates.

15. Financial liabilities

	2025 €'000	2024 €'000
Current		
Amounts owed to group undertakings	**12,088**	8,743
Contingent consideration	**125**	123
Total current financial liabilities	**12,213**	8,866
Non-current		
Contingent consideration	**2,986**	2,910
Total non-current financial liabilities	**2,986**	2,910

The loan owed to group undertakings is non-interest bearing and is repayable on demand.

Contingent consideration of €3,111k in 2025 (2024 - €3,033k) relates to the acquisition of Solar Farmers Limited and represents the present value of the maximum amount payable with the minimum amount payable being €nil.

16. Share capital and reserves

Equity share capital presented as equity

	2025 Number	2024 Number	2025 €'000	2024 €'000
Allotted, called up and fully paid				
Ordinary shares of €1.00 each	**2**	2	**-**	-

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.

Accumulated losses
The balance classified as accumulated losses in the Balance Sheet and the Statement of Changes in Equity includes all current and prior period retained profits and losses.

17. Related party disclosures

The immediate parent undertaking of the Company is Energia Group ROI Holdings DAC, a company incorporated in Ireland. The parent of the smallest and largest groups of which the Company is a member and for which group accounts are prepared is Energia Group Limited, a company incorporated in the Cayman Islands. A copy of the group accounts of Energia Group Limited is available on the Energia Group website www.energiagroup.com under the 'Investor Relations' tab.

The ultimate parent undertaking and controlling party of the Company is Energia Group TopCo Limited, 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.

At 31 March 2025, a loan amount of €1,739k (2024: €1,589k) was owed by Solar Farmers Limited, in which the Company owns a 76% share. The loan was non-interest bearing therefore the Company did not receive interest on this loan throughout the year.

Terms and conditions of transactions with related parties
Outstanding balances with related parties are unsecured, non-interest-bearing, and repayable on demand. The Company has not provided or benefited from any guarantees in respect of related party balances. At 31 March 2025, the Company has recognised an expected credit loss of €3k (2024: €2k). in respect of amounts owed by related parties, as disclosed in Note 13.

18. Approval of financial statements

The financial statements were approved by the Board of Directors and authorised for issue on 24 September 2025.