

GREEN GP LIMITED

REGISTRATION NUMBER: SC 569021

**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**



GREEN GP LIMITED
GENERAL INFORMATION

DIRECTORS	E H Clarke M A Fernandes M J Lennon
REGISTERED NUMBER	SC 569021
REGISTERED OFFICE	50 Lothian Road Festival Square Edinburgh EH3 9WJ United Kingdom
INDEPENDENT AUDITOR	KPMG LLP 15 Canada Square London E14 5GL United Kingdom
LEGAL ADVISORS	BURNES PAULL 50 Lothian Road Festival Square Edinburgh EH3 9WJ United Kingdom
ADMINISTRATOR	SANNE GROUP (UK) LIMITED 21 Palmer Street London SW1H 0AD United Kingdom

GREEN GP LIMITED

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GREEN GP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors present their report and financial statements of Green GP Limited (the "Company") for the year ended 31 December 2019 ("the year").

Directors

The Directors who served for the year ended 31 December 2019 and as at the date of approving this report are:

E H Clarke
M A Fernandes
M J Lennon

Principal activity

The principal activity of the Company is to act as General Partner of Green SLP LP.

Green SLP LP (the "Partnership") is a limited partnership formed by virtue of the Limited Partnership Agreement dated 21 June 2017 (the "LPA"), as amended from time to time.

Business review and results

The result for the year was £nil (2018: £nil) and the net assets at 31 December 2019 were £1 (2018: £1). The Company had no recognised gains or losses other than those disclosed on page 8. Details of results for the year are set out in the Statement of Comprehensive Income on page 8.

The current outbreak of coronavirus COVID-19 has the potential to impact the economies in which the Company operates. The Directors have assessed the impact and concluded that the outbreak is unlikely to cause significant issues for the Company's business.

Dividends

No dividends were paid during the year (2018: £nil). The Directors do not recommend the payment of a final dividend (2018: £nil).

Change in immediate and ultimate controlling party

The immediate and ultimate controlling party of the company changed during the year with no impact on the company. This is further explained in Note 14.

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue its operations for the foreseeable future. In support of this expectation the Directors are unaware of any significant factors likely to affect the Company in the foreseeable future. Accordingly, they continue to adopt a going concern basis in preparing the annual report and financial statements.

With the recent market developments caused by COVID-19, the Directors have assessed the impact on the Company, taking into consideration of the activities of the Partnership, and have concluded that the going concern basis is still appropriate.

The Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore, have prepared the financial statements on a going concern basis.

Qualifying third party indemnities

Qualifying third-party indemnity provisions (as defined by section 234 of the Companies Act 2006) were accordingly in force during the course of the financial year ended 31 December 2019 for the benefit of the Directors and, at the date of this report, are in force for the benefit of the Director in relation to certain losses and liabilities which may occur (or have occurred) in connection with their duties, power or office.

GREEN GP LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

Statement of Directors' responsibilities in respect of the Directors' Report and the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Company has taken advantage of the exemption provided for under section 414(B) of the Companies Act 2006, and has not produced a strategic report.

Disclosure of Information to Auditor

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that each Director has taken all the steps that he ought to have taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Post Balance Sheet Events

The current outbreak of coronavirus COVID-19 has the potential to impact the economies in which the Company operates. The Directors have assessed the impact and concluded that the outbreak is unlikely to cause significant issues for the Company's business.

There have been no other significant events affecting the Company since the year end which requires adjustment for or disclosure in the financial statements.

GREEN GP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

Auditor

Pursuant to section 487(2) of the Companies Act 2006, the auditor will be deemed to be reappointed and therefore KPMG LLP will continue in office.

This report was approved by the board on 1 May 2020 and signed on its behalf.

A handwritten signature in black ink, appearing to be 'M A Fernandes', written over a horizontal line.

M A Fernandes
Director

1 May 2020

GREEN GP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF GREEN GP LIMITED FOR THE YEAR ENDED 31 DECEMBER 2019

Opinion

We have audited the financial statements of Green GP Limited (the "Company") for the year ended 31 December 2019 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 'Reduced Disclosure Framework', and
- we have not received all the information and explanations we require for our audit; or

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model, including the impact of Brexit, and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgments that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

The Directors are responsible for the Directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

GREEN GP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF GREEN GP LIMITED FOR THE YEAR ENDED 31 DECEMBER 2019 (CONTINUED)

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

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

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



Fang Fang Zhou (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
E14 5GL
London

1 May 2020

GREEN GP LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 £	2018 £
Turnover	3	100	100
Administrative expenses	1.5	(100)	(100)
Operating result		-	-
Tax charge on profit on ordinary activities	6	-	-
Result for the year		-	-
Total comprehensive income for the year		-	-

There is no other comprehensive income for the years ended 31 December 2019 and 31 December 2018 in addition to that included in the Statement of Comprehensive Income. All results and comparatives shown in the Statement of Comprehensive Income are from continuing operations.

The notes on pages 11 to 15 form part of these financial statements

GREEN GP LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
Non-current assets			
Debtors: amounts falling due after more than one year	7	<u>1</u>	<u>1</u>
Current assets			
Debtors: amounts falling due within one year	8	<u>253</u>	<u>153</u>
Current liabilities			
Creditors: amounts falling due within one year	9	<u>(253)</u>	<u>(153)</u>
Net current assets		<u>-</u>	<u>-</u>
Net assets		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	10	<u>1</u>	<u>1</u>
Shareholder's funds		<u>1</u>	<u>1</u>

The financial statements on pages 8 to 15 have been approved by the Board of Directors and signed on its behalf by:



M A Fernandes
Director



E H Clarke
Director

1 May 2020

The notes on pages 11 to 15 form part of these financial statements

GREEN GP LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019

	Share capital £	Total equity £
Balance at 1 January 2018	1	1
Total comprehensive result for the year	-	-
Balance at 31 December 2018	1	1

	Share capital £	Total equity £
Balance at 1 January 2019	1	1
Total comprehensive result for the year	-	-
Balance at 31 December 2019	1	1

The notes on pages 11 to 15 form part of these financial statements

GREEN GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1. Accounting policies

Green GP Limited (the "Company") is a company incorporated and registered in Scotland. These financial statements are prepared for the year ended 31 December 2019 ("the year").

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements.

These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent undertaking, M&G Plc, includes the Company in its consolidated financial statements. These consolidated financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are publicly available. Accordingly, the Company may adopt Financial Reporting Standard 101 'Reduced Disclosure Framework'.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies, there are no significant judgments or estimates in preparing these accounts.

1.2 Financial reporting standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79 (a)(iv) of IAS 1
- the requirements of IAS 7 Statement of Cash Flows
- 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 requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

1.3 Change in accounting policies

The Directors have assessed the impact or potential impact of all new accounting policies including IFRS 16 and IFRIC 23. In the opinion of the Directors, there are no mandatory new accounting policies applicable in the current year that are relevant and/or material to the Company. Consequently, no such mandatory new accounting policies are listed. The Company has not early adopted any new accounting policies that are mandatory.

1.4 Turnover

Turnover arises from a share of profits the Company receives in relation to its role as General Partner to Green SLP LP. The General Partner's Share is £100 per annum in accordance with the Limited Partnership Agreement and is recognised in the Statement of Comprehensive Income on an accrual basis.

GREEN GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1. Accounting policies (continued)

1.5 Administrative expenses

Management fees are payable by the Company to M&G Investment Management Limited, the appointed manager of Green SLP LP, pursuant to the Management Agreement. They are accounted for on an accrual basis.

1.6 Taxation

Tax is recognised in the Statement of Comprehensive Income, except to the extent that it is attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity, in which case it is recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

1.7 Debtors

Debtors are recognised initially at fair value. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method, less any impairment losses.

1.8 Impairment

As required by IFRS 9, all financial assets, except those carried at fair value through profit or loss, are subject to review for impairment at each reporting date. IFRS 9 specifies an "incurred loss" model in the measurement of impairment loss. At initial recognition, an impairment allowance is required for expected credit loss/losses ("ECL") resulting from possible default events within the next 12 months. If an event were to occur that significantly increased the credit risk of the counterparty, an allowance for ECL would be required for projected defaults over the term of the financial instrument. Such a change in credit risk of the counterparty would also have an impact on the recognition of income on the financial asset.

As permitted under IFRS 9, the Company has elected to utilise the practical expedient under which any necessary impairment allowance may be measured by estimating the twelve-month ECL. In the Directors' opinion, the credit risk of a default by the Company's shareholder was low at initial recognition and the Directors have assessed that such risk remains low as at the reporting date. In the opinion of the Directors, the amount receivable in respect of called up share capital unpaid and amounts due from group undertakings was fully recoverable at initial recognition and remains fully recoverable at the reporting date. Consequently, in the Directors' opinion, the ECL for the called up share capital unpaid and amounts due from group undertakings for the twelve-month period after the reporting date is approximately equal to nil.

1.9 Creditors

Creditors are recognised initially at fair value. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

1.10 Functional and presentational currency

The Company's functional and presentational currency is Pound Sterling (£).

1.11 Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue its operations for the foreseeable future. In support of this expectation the Directors are unaware of any significant factors likely to affect the Company in the foreseeable future. Accordingly, they continue to adopt a going concern basis in preparing the annual report and financial statements.

GREEN GP LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019****1. Accounting policies (continued)****1.11 Going concern (continued)**

With the recent market developments caused by COVID-19, the Directors have assessed the impact on the Company, taking into consideration of the activities of the Partnership, and have concluded that the going concern basis is still appropriate.

The Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore, have prepared the financial statements on a going concern basis.

2. Use of judgments and estimates

In preparing these financial statements, the Directors have made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

3. Analysis of Turnover

	2019 £	2018 £
General Partner's Share receivable	<u>100</u>	<u>100</u>

4. Auditor's remuneration

Amounts receivable by the Company's auditor in respect of the audit of the Company's financial statements are £3,276 (2018: £3,060) and is payable by Infracapital Partners II LP and Infracapital Partners (NT) II LP, fellow group undertakings. Amounts receivable by the Company's auditor in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, M&G Plc.

5. Employees

The Company has no employees other than Directors, who did not receive any remuneration in respect of their services to the Company (2018: £none).

6. Taxation**a) Analysis of tax charge in the year:**

	2019 £	2018 £
Current tax:		
Current tax on profits for the year	<u>-</u>	<u>-</u>
Total current tax charge	<u>-</u>	<u>-</u>

b) Factors affecting tax charge for the year:

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 19% (2018: 19%).

GREEN GP LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019

6. Taxation (continued)

b) Factors affecting tax charge for the year (continued):

	2019 £	2018 £
Profit for the year – continuing activities	-	-
Tax on profit at standard UK tax rate of 19% (2018 – 19%)	-	-
Total tax charge for the year	-	-

c) Factors that may affect future tax charges:

The standard rate of corporation tax in the UK was due to change from 19% to 17% with effect from 1 April 2020. Following the budget announcement on the 11th March 2020 this rate reduction was cancelled and the legislation reducing the rate has been repealed. Accordingly, the company's profits for this, and future, accounting periods are taxed at an effective tax rate of 19%.

7. Debtors: amounts falling due after more than one year

	2019 £	2018 £
Called up share capital not paid	1	1

8. Debtors: amounts falling due within one year

	2019 £	2018 £
Amounts owed by group undertakings	253	153

9. Creditors: amounts falling due within one year

	2019 £	2018 £
Amounts owed to group undertakings	253	153

10. Called up share capital

	2019 £	2018 £
Allotted, called up and not paid		
1 ordinary share of £1 each (2018: 1 ordinary share of £1 each)	1	1

GREEN GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

11. Related party transactions

The Company is entitled to receive General Partner's Share from Green SLP LP. For the year ended 31 December 2019, the General Partner's Share was £100 (2018: £100) of which £253 (2018: £153) was outstanding at the year end.

Except for related party disclosure of General Partner's Share, the Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow group entities which are wholly-owned by M&G Plc or which were owned by Prudential Plc from 1 January 2019 to 20 October 2019.

12. Directors' emoluments

No emoluments were paid to the Directors during the year in connection with the management of the affairs of the Company (2018: £nil).

None of the Directors exercised M&G Plc share options during the year (2018: none). None of the Directors exercised Prudential Plc share options during the period 1 January 2019 to 20 October 2019 (2018: one).

All Directors were employed during the year by M&G FA Limited (formerly M&G Limited), the Company's immediate parent company. Analyses of staff costs, pension commitments and share based payments are shown in the annual report and financial statements of that company.

13. Post balance sheet events

The current outbreak of coronavirus COVID-19 has the potential to impact the economies in which the Company operates. The Directors have assessed the impact and concluded that the outbreak is unlikely to cause significant issues for the Company's business.

There have been no other significant events affecting the Company since the year end which requires adjustment for or disclosure in the financial statements.

14. Immediate and ultimate controlling party

The Company's immediate parent Company is M&G FA Limited (formerly M&G Limited), a Company registered in England and Wales.

The Company is a subsidiary undertaking of M&G Plc which is the ultimate parent company incorporated in England and Wales. Consolidated financial statements are prepared by M&G Plc and copies of these are available to the public and may be obtained from the registered office at 10 Fenchurch Avenue, London, EC3M 5AG. Prior to demerger, the ultimate Parent company was Prudential Plc, copies of consolidated financial statements for Prudential Plc are available to the public at the registered office 1 Angel Court London EC2R 7AG.