



# OAKLANDS FARM SOLAR PARK

Applicant: Oaklands Farm Solar Ltd

Funding Statement

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**The Infrastructure Planning  
(Applications: Prescribed Forms and  
Procedure) Regulations 2009**

## **OAKLANDS FARM SOLAR PARK**

### **FUNDING STATEMENT**

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# 1 INTRODUCTION

## 1.1 OVERVIEW

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- 1.1.1 Oaklands Farm Solar Limited ("the Applicant") is applying to the Secretary of State ("SoS") under section 37 of the Planning Act 2008 ("PA 2008") for a Development Consent Order ("DCO") to construct and operate Oaklands Farm Solar Park ("the Proposed Development"), a proposed solar photovoltaic electricity generating facilitating. This Funding Statement ("Statement") has been prepared on behalf of the Applicant and forms part of the DCO application that has been submitted to the Secretary of State ("SoS"). It is informed by and should therefore be read alongside the other documents accompanying the DCO application, as set out in the Application Guide (Document Reference 1.4).
- 1.1.2 A DCO is required for the Proposed Development because it falls within the definition of a Nationally Significant Infrastructure Project ("NSIP") under section 14(1)(a) and 15(1) and (2) of the PA 2008 as a generating station in England with a capacity of more than 50 megawatts ("MW").
- 1.1.3 This Statement has been produced because the DCO sought for the Proposed Development would authorise the compulsory acquisition of interests in land.
- 1.1.4 If the DCO were to be made by the SoS, it would be known as the Oaklands Farm Solar Park Order ("the Order").

## 1.2 THE PROPOSED DEVELOPMENT

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- 1.2.1 The Proposed Development is located in the South Derbyshire local authority area and is close to the boundaries of East Staffordshire and Lichfield Districts, south east of Walton-on-Trent and south of Drakelow Power Station ("the Site").
- 1.2.2 The Proposed Development comprises the construction and operation of a solar farm and associated infrastructure, including battery storage and connection to the grid.
- 1.2.3 The construction of the Proposed Development is expected to take up to two years, during which temporary construction compounds and temporary roadways to facilitate access to all parts of the Site will be erected.
- 1.2.4 Once operational, the Proposed Development will comprise the following infrastructure:
- (a) Solar PV modules incorporating solar panels;
  - (b) PV module mounting structure;
  - (c) Transformers;
  - (d) Inverters;

- (e) On-site Cabling;
  - (f) Over-Head Lines;
  - (g) Fencing and security measures;
  - (h) Access tracks; and
  - (i) An electrical compounding comprising a battery storage facility, a substation and single storey control building, and various equipment facilitating electrical connection to national grid infrastructure.
- 1.2.5 The Proposed Development will connect to the national grid at the National Grid owned substation at Drakelow Power Station to the north of the Site.
- 1.2.6 A more detailed description of the Proposed Development is provided at Part 1 to Schedule 1 of the draft DCO and Chapter 4 of the Environmental Statement (Application Document Ref 6.1).
- 1.2.7 A glossary of defined terms and abbreviations used across the application documentation is provided in Appendix 1.2 – Glossary and Abbreviations of the Environmental Statement (Application Document Ref 6.1).

### **1.3 THE PURPOSE AND STRUCTURE OF THIS STATEMENT**

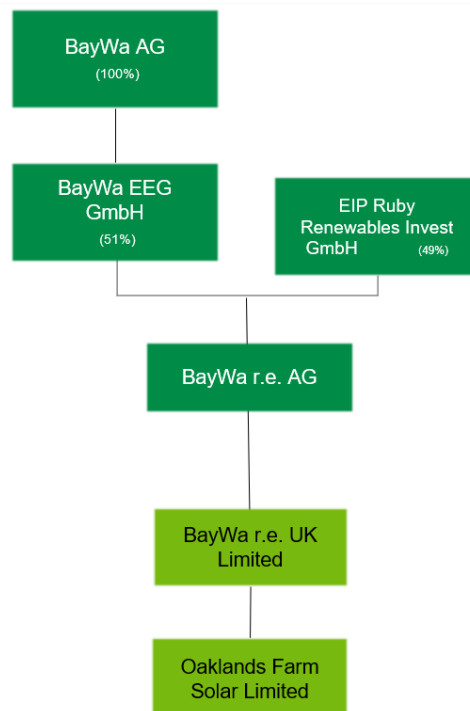
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- 1.3.1 As outlined above, this Funding Statement is required because the Order sought for the Proposed Development would authorise the compulsory acquisition of interests in land. The Applicant is therefore required, under Regulation 5(2)(h) of the Infrastructure Planning (Applications: Prescribed Forms and Procedure) Regulations 2009 (“the APFP Regulations”), to provide a statement indicating how the Order containing compulsory acquisition powers is proposed to be funded.
- 1.3.2 This Statement has therefore been produced pursuant to Regulation 5(2)(h) of the APFP Regulations and in accordance with the guidance issued by the Department for Communities and Local Government (now the Department for Levelling Up, Housing and Communities): Planning Act 2008: Application form guidance (June 2013) and Planning Act 2008: Guidance related to procedures for the compulsory acquisition of land (September 2013).
- 1.3.3 This Statement is structured in three main sections which explain:
- (a) the Applicant’s background (Section 2);
  - (b) how the Proposed Development is proposed to be funded (Section 3); and
  - (c) how the compulsory land acquisition necessary for the Proposed Development is proposed to be funded (Section 4).

## 2 APPLICANT BACKGROUND

### 2.1 APPLICANT'S CORPORATE STRUCTURE

- 2.1.1 The Applicant is the wholly owned subsidiary of BayWa r.e. UK Limited ("BUK"), a company incorporated in England and Wales with company number 07538870. BUK is 100% owned by its German parent company BayWa r.e. AG ("BayWa r.e."), which is owned by parent company BayWa AG via BayWa EEG GmbH and EIP Ruby Renewables Invest GmbH. The majority shareholder of BayWa r.e., with 51% ownership, is BayWa EEG GmbH (which is 100% owned by BayWa AG) and the other shareholder of BayWa r.e., with 49% ownership, is EIP Ruby Renewables Invest GmbH.
- 2.1.2 BayWa r.e. is a leading global renewable energy developer, service provider, distributor and energy solutions provider, base in 31 countries. BRE has constructed 5.5 GW of renewable energy farms, while managing over 10 GW of assets.
- 2.1.3 For reference, the Applicant's corporate structure is illustrated below:



- 2.1.4 BUK incorporated the Applicant to act as a special purpose vehicle for the purposes of the Proposed Development.
- 2.1.5 BayWa r.e. also has extensive experience of delivering solar projects in the UK. BayWa r.e. has already delivered 23 UK solar projects (totalling approximately 384MW) including Vine Farm (a 46MWp solar park in Cambridge) and Bracks Solar

Farm (a 30MWp solar park in Cambridgeshire). BayWa r.e. is currently constructing Scurf Dyke Solar Farm in the East Riding of Yorkshire, which will be an 80MWp solar farm co-located with 8MW of battery energy storage system.

## 2.2 APPLICANT'S FINANCIAL STANDING

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- 2.2.1 BUK Annual Report issued in December 2022 (Appendix 2) show a profit before taxation of £5,587k (2021: £420k) and profit for the financial year of £5,587k (2021: £430k). At the year end the Company had total assets of £156,827k (2021: £86,548k) and total liabilities of £144,588k (2021: £80,581k).
- 2.2.2 BayWa r.e. has revenues of €27.1 billion, and EIP Ruby Renewables Invest GmbH, manages over €5 billion from global investors.
- 2.2.3 An independent auditor report of the 2022 financial statements for BayWa r.e. is provided at Appendix 1<sup>1</sup>, and the BUK financial statement<sup>2</sup> to 31 December 2022 is provided at Appendix 2.

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<sup>1</sup> Independent Auditor's Report of BayWa r.e. AG (parent company) Annual Financial Statements for the Period Ending December 31, 2022

<sup>2</sup> BUK Annual Report and Financial Statements for the Year Ended 31 December 2022



## 3 FUNDING FOR THE PROPOSED DEVELOPMENT

### 3.1 PROJECT COST

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- 3.1.1 The estimated cost of the Proposed Development is £88 million. This cost estimate was prepared by the Applicant and is based on known project costs, experience of developing UK solar farms and market knowledge.
- 3.1.2 This cost estimate covers all the Proposed Development's development and delivery costs. These costs include:
- (a) project development including securing land, grid and development consent;
  - (b) site investigation and preparation;
  - (c) construction costs including capital expenditure, installation and commissioning;
  - (d) grid connection; and
  - (e) land acquisition (including compensation payable in respect of any compulsory purchase) of approximately £8 million.
- 3.1.3 This estimate also includes an allowance for contingent costs and inflation.

### 3.2 FUNDING FOR THE SCHEME

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- 3.2.1 The intention is for the Scheme to be funded on balance sheet with the option of third-party debt finance. We have provided the latest financial statements for BayWa r.e., being the head company of the group of the Applicant. These show the financial robustness of BayWa r.e. which is ultimately supported by its shareholders BayWa EEG GmbH and EIP Ruby Renewables Invest GmbH.
- 3.2.2 The pre-application costs including securing of the application site, securing of grid contract and preparation of the DCO application has been fully funded from the Applicant's balance sheet. This model will continue to apply through the DCO determination period and construction, operation and ultimately decommissioning of the Proposed Development.
- 3.2.3 As explained above, the funding for the Proposed Development following the making of the Order will be sourced from the Applicant's shareholders, or a combination of the Applicant's shareholders and third-party debt finance.
- 3.2.4 With the support of BUK's legal and financial advisors, the Applicant will consult with a variety of financial institutions and advisors who have extensive experience of financing major capital projects, including those with existing relationships with BayWa r.e.



- 3.2.5 The Applicant has assessed and taken expert advice on the commercial viability of the Proposed Development and is confident that the project will be commercially viable if the Order is granted. It is clear that the Applicant will also have access to sufficient funding to carry out the Proposed Development.

## **4 FUNDING FOR LAND ACQUISITION AND BLIGHT**

### **4.1 LAND ACQUISITION**

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- 4.1.1 The current position regarding negotiations with landowners and those with interests in the land affected by the DCO is summarised in the Statement of Reasons (Document Reference 4.1). As set out in the Statement of Reasons, the Applicant has already secured option agreements for the solar array area and part of the cable route, with heads of terms signed or in process to enter into option agreements for the remainder of the cable route.
- 4.1.2 The Applicant is seeking to secure all of the land and rights required for the Proposed Development through voluntary negotiation but will utilise powers of compulsory acquisition available in the DCO should that prove necessary.

### **4.2 FUNDING FOR LAND ACQUISITION**

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- 4.2.1 The current cost estimate of the Proposed Development (see paragraph 3.1.1 above) includes an amount to cover the compensation payable in respect of any compulsory acquisition included in the Order.
- 4.2.2 Should any claims for blight arise as a consequence of the Application, the Applicant has access to sufficient funds to meet the cost of acquiring these interests at whatever stage they are served.

# **Appendix 1**

## BayWa AG Independent Audit Report of 2022 Financial Statement

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# *Short-Form Audit Report*

BayWa r.e. AG  
Munich

Annual Financial Statements for the Period Ending December 31,  
2022 and the Management Report for Financial Year 2022  
INDEPENDENT AUDITOR 'S REPORT

(Translation - the German text is authoritative)



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# Management Report of BayWa r.e. AG for Financial Year 2022

## Notes regarding this management report

- Qualitative comparative statements are made in order to describe changes in results and forecasts on the basis of bandwidths. Explanation of the qualitative comparative statements:  
slight, moderate low 1–5%; marked, clear,  $\triangleq$  5–10%;  
substantial, material  $\triangleq$  10–20%; significant  $\triangleq$  20–50%; major  $\triangleq$  > 50%

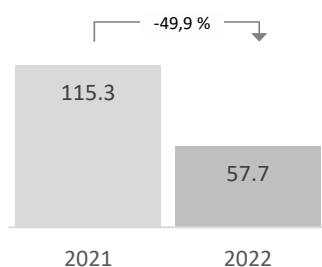
## Overview

As was the case in the prior year, BayWa r.e. AG was again able to achieve a positive net result in 2022. As the parent company of the BayWa r.e. Group, the results of BayWa r.e. AG are mainly influenced by income from equity investments and transfers of profits as well as write-ups and write-downs on equity investments and loans. However, income from equity investments and transfers of profits amounted to € 57.7 million and were thus below the level of the prior year of € 115.3 million. There was also a decrease of 82.8% in net income for the year, which fell to € 25.5 million.

The BayWa r.e. Group experienced very positive development in 2022. The revenue of the BayWa r.e. Group increased by 82.4% to € 6,480.9 million in financial year 2022. Earnings before interest and taxes (EBIT) increased by 41.9% to € 230.2 million and were thus significantly above the previous record level of € 162.2 million in the prior year. Earnings before interest, taxes, depreciation and amortization (EBITDA) increased by 63.7% to € 353.2 million and thus underwent a major increase compared to the prior year's figure of € 215.7 million. For the BayWa r.e. Group, financial year 2022 was dominated more than ever before by the measures required to counteract rapidly accelerating climate change as well as the urgent questions relating to energy security that necessitate the even faster expansion of renewable energies. During the reporting period, the BayWa r.e. Group benefited in particular from the strong momentum of solar module trading as well as higher trading margins on the electricity market. In the trading of photovoltaic (PV) components, the total capacity of PV modules sold rose by approximately 71% to just under 3.5 gigawatts peak (GWp). The total capacity of solar and wind power facilities sold rose from 612.8 megawatts (MW) in the prior year to 797.0 MW. In addition, wind parks with a total capacity of 75.6 MW and solar parks with a total capacity of 43.0 MW were transferred to BE IPP (Business Entity Independent Power Producer). BE IPP benefited from both its own further expanded portfolio of plants and the higher electricity prices in energy trading. The sale of the BayWa r.e. Bioenergy Group also had a positive effect on results.

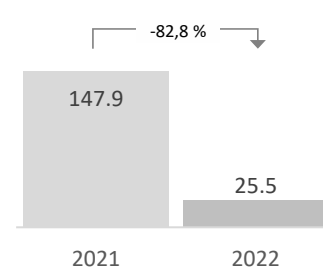
Income from equity  
investments and  
transfers of profits

In € million



Net income for the  
year

In € million



## Fundamentals of the Company

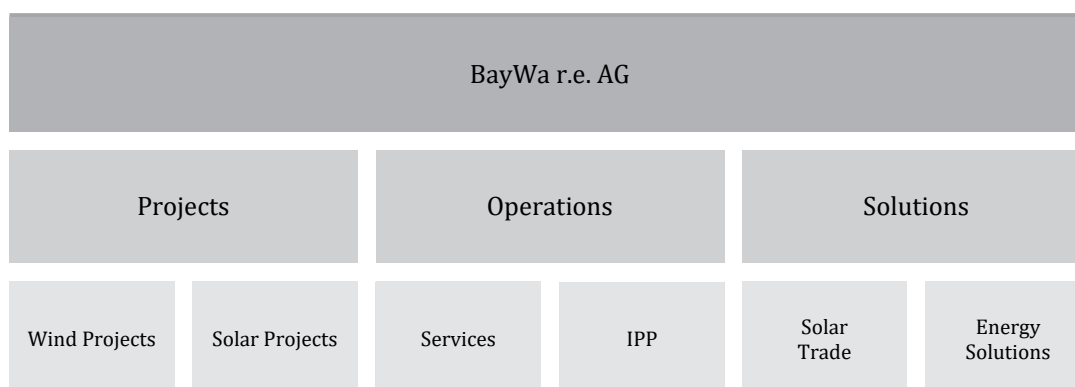
### Corporate structure and business activities

BayWa r.e. AG is the parent company of the BayWa r.e. Group. BayWa r.e. AG has its registered office in Munich, Germany, Arabellastraße 4. BayWa r.e. AG is owned in the amount of 51% by BayWa EEH GmbH and in the amount of 49% by EIP Ruby Renewables Invest GmbH (abbreviated as: EIP). BayWa AG is the sole shareholder of BayWa EEH GmbH. As at the balance sheet date, BayWa r.e. AG is a fully consolidated subsidiary of BayWa AG. BayWa AG was established in 1923 and has its head office in Munich. The business activities of BayWa AG include Energy, Agriculture, Construction and Innovation & Digitalization. The Renewable Energies segment that is managed at BayWa AG is essentially integrated into the BayWa r.e. Group via the parent company BayWa r.e. AG.

BayWa r.e. AG prepares its annual financial statements in accordance with the provisions of the German Commercial Code (*Handelsgesetzbuch* – HGB). The consolidated financial statements are prepared in accordance with the provisions of the International Financial Reporting Standards (IFRS) as applicable within the European Union as well as in accordance with the supplementary provisions of German commercial law pursuant to Section 315e (1) and (3) HGB. BayWa r.e. AG mainly assumes the function of group management of the BayWa r.e. Group as well as the associated holding and service functions. The management of the Group is performed by the management board, which is monitored and advised by the supervisory board. Together with the business entity leaders, they determine the strategy of the BayWa r.e. Group.

The holding and service functions include legal services, compliance, corporate finance, strategy, process and organizational optimization, tax services, bookkeeping, accounting and controlling activities, IT and digitalization services, marketing and HR services as well as various (segment-specific) support services for the operating units. Furthermore, BayWa r.e. AG manages and allocates the available credit lines and financial resources among the subsidiaries, thus ensuring financing for all activities in the area of renewable energy. Electricity is also supplied to a small extent by the rooftop solar plants owned by BayWa r.e. AG.

In the area of renewable energies, the BayWa r.e. Group covers material parts of the value added chain. BayWa r.e. AG was established in 2009 and – together with its subsidiaries – now has global operations as a developer, service provider, photovoltaic (PV) wholesaler, energy producer (IPP) and trader as well as a provider of energy solutions in the area of renewable energies. In doing so, the BayWa r.e. Group pursues a threefold diversification strategy of its business portfolio: by country, by energy source and by business activity. Business activities are divided into the three divisions of Projects, Operations and Solutions and carried out across six business entities (BEs).



The Projects division deals with the planning, project management and the construction of wind farms and solar energy plants around the world as well as the sale of ready-to-operate plants. In this context, BayWa r.e. has also recently expanded its activities in the area of offshore wind generation in order to drive forward the global development of renewable energies even more rapidly and on a larger scale.

The Operations division encompasses the generation and marketing of electricity from our own plants as an independent power producer (IPP), energy trading, planning and technical services, the supply of consumables, technical and commercial management as well as the maintenance and upkeep of plants. Branches in Europe, the USA and Southeast Asia make it possible to provide a 24-hour international service to the customers of BayWa r.e. Within the service business, plants with an installed capacity of around 10.2 GW are currently being serviced around the world. In energy trading, which is attributed to the IPP business entity, BayWa r.e. markets electricity from renewable generation.

The Solutions segment sells photovoltaic systems and components and develops customized energy solutions for supplying energy to commercial and industrial customers. The BayWa r.e. Group has a strong international orientation in order to ensure the greatest possible independence from the



development of individual regional markets. BayWa r.e. has a presence with its own branches in a total of 30 countries across the four regions of Europe, North America, the Asia-Pacific region and Africa.

During the reporting period, the bioenergy group that operated under the aegis of BayWa r.e. Bioenergy GmbH was sold to the Green Investment Group, which belongs to Macquarie Asset Management. Macquarie is one of the largest infrastructure investors in the world. This sale enables BayWa r.e. to focus even more strongly on its strategic core business, project planning and electricity generation from wind and solar energy, the service business as well as energy solutions in the area of renewable energies.

## Management, monitoring and compliance

BayWa r.e. AG is a non-listed stock corporation under German law and has a dual management structure consisting of a management board and a supervisory board. Until November 24, 2022, the management board had three members:

- Matthias Taft (CEO and responsible for BE Wind Projects, BE Solar Projects, BE Services and BE IPP, Legal, Corporate Finance, Strategy and Energy Policy & Sustainability),
- Günter Haug (COO and responsible for BE Solar Trade, BE Energy Solutions, Marketing, IT, Digital Projects and Organization & Change) and
- Harald Wilbert (CFO and responsible for activities in the divisions Bioenergy, Finance & Controlling, Corporate Treasury, HR and Risk Management).

With effect as of November 28, 2022, Mr. Wilbert departed the management board of BayWa r.e. AG. The business plan states that from November 25, 2022, to April 30, 2023, Mr. Taft will assume responsibility for HR, Finance & Controlling, Treasury, Project Finance and Participations and, in addition to this, that Mr. Haug will assume responsibility for Risk Management and Office Management. The supervisory board of BayWa r.e. AG appointed Dr. Mihaela Seidl as new CFO with effect as of May 1, 2023.

The management board manages the stock corporation on its own responsibility with the primary objectives of sustainably increasing its corporate value over the long term and facilitating reductions in global CO2 emissions through the business activities of the r.e. Group.

The supervisory board of BayWa r.e. AG has eight members. It monitors and advises the management board in managing the Company and regularly discusses business development, planning, strategy and risks with the management board. The supervisory board has established an audit and investment committee, a remuneration and appointments committee as well as a sustainability committee. Three members of the supervisory board belong to each of the committees.

The Corporate Compliance organizational unit of the BayWa r.e. Group primarily performs preventive tasks to prevent violations of the law. This includes, in particular, training as well as a comprehensive range of advisory and information services. The focus of activities here is on the topic areas of antitrust law, corruption prevention, data protection, customs/export control and money laundering as well as compliance with laws and ESG policies regarding integrity-based and sustainable conduct throughout the supply chain (Supplier Code of Conduct). Comprehensive sets of rules have been developed for these topics and serve as group-wide guidelines.

A Code of Conduct applies to all companies of the BayWa r.e. Group and this has established a standard of values that is generally applicable. Since the end of November 2021, the BayWa r.e. Group has implemented its own whistleblower system for its employees and external third parties. Notifications gathered in this manner are analyzed and followed up on together with Corporate Compliance. Corporate Compliance and the organizational unit Corporate Audit, which is located within BayWa AG, work closely together on compliance-related internal investigations. In addition, comprehensive compliance controls are in place to verify and ensure adherence to the compliance principles. Compliance officers and data protection officers have also been appointed. They serve as additional contact persons for employees and act as multipliers.

## Corporate objectives and strategy

As ultimate parent company of the BayWa r.e. Group, the economic development of BayWa r.e. AG is primarily determined by its direct and indirect subsidiaries. Within this function, the further development of the Group's strategy, the central distribution of lines of financing and service functions within the Group are among the tasks of BayWa r.e. AG.

Rapidly accelerating climate change as well as urgent questions relating to energy security necessitate even faster growth in the area of renewable energies. For these reasons, BayWa r.e. has defined its new strategic objective: "We accelerate the growth of renewable energies". With its diversified and synergetic portfolio, BayWa r.e. addresses a broad spectrum of markets and customer segments ranging from the development and sale of projects within the area of renewable energies, asset management and the generation and sale of green electricity to providing tailored decarbonization solutions for commercial and industrial customers as well as the wholesale of solar components.

In order to remain at the cutting edge of new developments, BayWa r.e. actively participates in the piloting and development of projects with innovative and new technologies, such as floating photovoltaics, agri-PV, mounting systems for roof-based systems, offshore wind, battery energy storage and green hydrogen. An expert group for hydrogen was established in 2022 to assist with the implementation of this technology in the various business divisions of BayWa r.e.

Sustainability remains an area of focus for BayWa r.e. Since 2018, the Group has been operating in a 100% "climate-compensated" manner. The Group has defined its 2025 Sustainability Framework, which is oriented towards ten selected sustainable development goals (SDGs) from the United Nations. In 2022, BayWa r.e. published its first sustainability report for 2021. The report describes the progress made thus far in fulfilling the sustainability objectives and SDGs of the Company and presents various key performance indicators. It provides a vital basis for acquiring additional green financing so that the continued growth of the Company can be ensured.

In order to clear the way for a further improvement in the performance of BayWa r.e. and prepare for the emerging challenges within our sector, the objective of achieving resilience and operational excellence will be a key topic for the Group as part of its four-year corporate roadmap until 2026. Within this period, the Company anticipates marked growth in terms of volume, including the expansion of its project pipeline, its portfolio as an IPP, its sales of components and its customer base for energy solutions.

The BayWa r.e. Group will reorient itself strategically and concentrate on global wind and solar project development as well as the expansion of the business entities Independent Power Producer (IPP), Services and Energy Solutions. The global solar trading business will be sold to a new owner. This sale will make it possible to redirect the invested capital towards growth in our future core areas of business. In addition, the reorientation will result in reduced complexity and further increases in efficiency.

## Employees

Due to the dynamic growth of the BayWa r.e. Group, the number of employees of BayWa r.e. AG also rose again in financial year 2022. At the end of the year, 325 employees were employed within BayWa r.e. AG (prior year: 249). On average for the year, the number of employees increased compared to the prior year by 59 to 280, equating to an increase of 27%. This development results in particular from the increase in business volume as well as the expansion of central support functions for the operational divisions ("segment support").

The training of young people is a priority for BayWa r.e. AG. BayWa r.e. AG therefore had 42 interns and working students as of the balance sheet date.

## Economic review

### Operational business development

As the parent company, BayWa r.e. AG is tasked with the management and support of the business entities and central functions for the entire BayWa r.e. Group. For this reason, the Company is essentially subject to the same operating business developments as the BayWa r.e. Group as a whole. Further explanations are therefore provided at Group level. Electricity deliveries, which take place at the level of BayWa r.e. AG, are also included in the explanations.

Sentiment regarding the global economy was generally optimistic at the start of 2022. The risks resulting from the Covid-19 pandemic had receded in many parts of the world and the economy had grown by 6.1% in 2021 following a contraction of 3.1% in 2020 (World Bank). Although European electricity and gas prices reached a record high in winter 2021-22 compared to historical figures, they seemed to start normalizing again in the earlier part of the year. The forecasts predicting lower availability of French nuclear power, the low fill levels of hydroelectric reservoirs and the reduced delivery of natural gas from Russia to Europe nevertheless point towards challenges in the future (European power volumes & prices: 2022 in review, Wood Mackenzie).

Russia's war of aggression against Ukraine that was launched at the end of February 2022 and the political instrumentalization of gas deliveries to Europe resulted in the destabilization of regional and global energy markets. European raw material prices reached unprecedented levels in 2022 and the average price of natural gas was € 122/MWh at the Dutch trading venue TTF (Title Transfer Facility – a virtual trading venue) compared to an average price of € 16/MWh between 2015 and 2020. This resulted in electricity prices reaching levels of € 400–550/MWh in many EU countries in August 2022 (European power volumes & prices: 2022 in review, Wood Mackenzie).

This crisis compelled European governments and institutions to enact poorly prepared regulations. One example here is the revenue cap introduced at EU level that aimed to siphon off "excess profits" from so-called "inframarginal" electricity producers, such as wind farms, solar power plants and nuclear power plants. Due to differences in the implementation and structuring of this regulation in individual EU member states, it nevertheless resulted in uncertainty on the markets and among investors. The developments of 2022 will have far-reaching effects on the future of European electricity markets because the regulatory authorities of the member states and of Great Britain have taken on the task of restructuring the regulatory frameworks for their respective markets.

Despite these challenges, it is estimated that photovoltaic (PV) and wind generation systems with a capacity of 375 gigawatts (GW) were installed globally in 2022 – 33% more than the record level of 283 GW achieved in 2021 (BloombergNEF, December 2022). This means that the cumulative capacity of PV and wind generation systems installed around the world has risen to 2,188 GW.

The annual growth in PV capacities of 269 GW in 2022 (47% more than in the prior year) comprises 143 GW from roof-mounted systems and 126 GW from ground-mounted systems. The Asia-Pacific region once again acted as the dynamo for the expansion of the global PV market. In this region, capacity rose by 165 GW, equating to growth of 61% compared to the prior year, and thus accounted for approximately two thirds of the global increase in PV capacities in 2022. This was followed by Europe, the Middle East and Africa (EMEA) with 52 GW, North and South America with 41 GW and "non-classified" with 10 GW. China installed PV systems with a capacity of 126 GW in 2022 and thus retained its position as regional and global leader in this regard. This was followed by the USA (24 GW), India (18 GW) and Brazil (11 GW).

Within the EMEA region, Germany was in top position with the construction of an estimated 7.4 GW in additional PV capacities, followed by Spain (7.0 GW), Poland (4.3 GW) and the Netherlands (4.3 GW). 57% of the PV capacities in the EMEA region were installed on the roofs of commercial, industrial and private consumers. It is anticipated that demand for roof-mounted systems will remain high in 2023-24 due to high electricity prices and state subsidies and that this will drive the growth for solar PV wholesalers.

In 2022, new capacities amounting to an estimated 106 GW were constructed within the global wind energy market, equating to an increase of 6% compared to the prior year. The construction of onshore wind power facilities rose by 11% compared to the prior year to 93 GW and this compensated for the decrease rate of offshore construction, which fell from 17 GW in 2021 to 13 GW in 2022. The Asia-Pacific region was global market leader in this regard with the addition of 63 GW, followed by the EMEA region with 26 GW and North and South America with 17 GW. China reinforced its leading position in 2022 with an expansion of 55 GW in its wind energy capacities, followed by the USA with 11 GW, Germany with 4.3 GW and Great Britain with 3.9 GW. Wind energy projects have extended lead times and require more stringent environmental assessments than photovoltaic facilities. In addition the modular nature of the latter means that they can be installed on a scale ranging from just a few kilowatts to multiple megawatts without any deterioration in economic efficiency, meaning that they are becoming a preferred choice for reducing energy costs among decision-makers.

The loosening of Covid-19 restrictions in China, greater decisiveness in Europe, the expansion of renewable forms of energy as part of the REPowerEU program and the enactment of the Inflation Reduction Act in the USA will likely result in increased growth of more than 300 GW in PV capacities in 2023. The upwards trend of the wind energy market will also continue, even if it is slower than the PV market. Independent analysts forecast that newly installed wind power capacities will amount to 109 GW in 2023. Because numerous political measures are bolstering demand for renewable forms of energy, it is expected

that the global annual level of installations will surpass 500 GW by 2025 and there is the possibility of additional growth if political decision-makers and the industrial sector can get to grips with the challenges faced in the area of approvals and in the supply chain (BloombergNEF, December 2022).

## Course of business

As the parent company of the BayWa r.e. Group, the results of BayWa r.e. AG are mainly influenced by income from equity investments and transfers of profits as well as write-ups and write-downs on equity investments and loans. Overall, income from equity investments amounted to € 51.6 million and was thus below the level of the prior year (prior year: € 73.3 million). At € 6.2 million, there was a major difference in income from profit transfers compared to the prior year (€ 42.0 million). The main reason for this is that no larger project sales took place at the companies with a profit and loss transfer agreement in financial year 2022. There was a decrease of 82.8% in net income for the financial year in 2022, which fell to € 25.5 million. This decrease can be attributed to the decrease in income from equity investments and profit transfers as well as higher operating costs.

The development of the BayWa r.e. Group is described below and this has an indirect effect on the development of BayWa r.e. AG via its subsidiaries.

Business developed very positively for the BayWa r.e. Group in 2022. In financial year 2022, the BayWa r.e. Group was able to sell plants with a total capacity of 797.0 megawatts (MW). The proportion of turnkey power plants stood at approximately 97%. In the prior year, this share was approximately 74% and the realized projects had a total capacity of 612.8 MW. In addition to the construction of turnkey wind farms and solar parks, the total capacity also includes the sale of ready-to-build project rights as well as general contractor services such as planning, procurement and construction services.

Within BE Wind Projects, wind power facilities with a total capacity of 59.8 MW (prior year: 119.8 MW) were sold in the national markets of France (19.1 MW), Australia (18.2 MW), Italy (18.0 MW) and Germany (4.5 MW), although only 49% of the French project was sold. The remaining 51% of this wind park as well as the three others were transferred to BE IPP's (Independent Power Producer) own portfolio (total: 75.6 MW). The BayWa r.e. Group will be responsible for the commercial and technical management of the majority of these facilities. Furthermore, an initial milestone was reached in entering the field of offshore projects. Together with two partners, the BayWa r.e. Group was awarded the tender called by Crown Estate Scotland for a floating offshore wind farm with a total capacity of 960 MW. When setting up a 95 MW wind park in the USA, stops on construction activities were imposed due to uncertainties relating to the site itself and this resulted in substantial delays and increases in costs. As a result, a write-down was recognized on the carrying value of the wind park under construction. Once it is completed, the wind park is to be operated by BayWa r.e.

In the case of BE Solar Projects, 16 ground-mounted systems and four floating PV systems with a total capacity of 704.7 MW (prior year: 394.0 MW) as well as four project rights for the construction of ground-mounted systems (26.4 MW) and battery storage systems (208 MW, 416 MWh) were sold. Of these solar facilities' total capacity, 270.5 MW was attributable to the USA, 202.4 MW to the Netherlands, 115.0 MW to Spain and 110.1 MW to Great Britain. In addition, three projects with a total capacity of 43.0 MW that had been brought into operation were transferred to BE IPP.

BE IPP (Independent Power Producer) operates selected solar parks and wind farms and successfully completed its second full financial year in 2022. Furthermore, energy trading is assigned to BE IPP. In 2022, the portfolio was expanded by seven parks, meaning that at the end of the year it contained 26 operational wind and solar parks in Europe, North America and Australia with a total capacity of approximately 0.8 GW. This portfolio as well as the area of energy trading were able to benefit from the high electricity prices. The increased volatility of energy prices nevertheless also resulted in higher procurement costs in the area of energy trading.

In 2022, BE Services achieved growth of more than 5% in the global plant capacity under management to over 10.2 GW (prior year: 9.7 GW). This growth has been accompanied by renewed sales successes in the area of PV repowering in Germany, Italy and France. Delays in the entry into operation of renewable energy facilities caused by supply chain issues as well as delays in the start dates of repowering projects made business operations for BE Services more difficult.

In the trading of photovoltaic components, the total capacity of PV modules sold rose by approximately 71% to more than 3.5 gigawatts peak (GWp). The inverter and mounting systems product groups achieved major increases of approximately 59% and 112% respectively. The storage products business has surpassed the figure of the prior year by approximately 140%. The growth is mainly due to the persisting high demand for renewable forms of energy and good (despite adverse conditions) product availability levels at the solar trading companies. Sales of more than € 500.0 million were achieved in these product ranges via the webshops established in the national markets, equating to an increase of approximately 106% compared to the prior year. Overall, solar trading generated the largest part of its sales in the region of Europe, the Middle East and Africa (74%), followed by the regions of America (23%) and Asia (3%).

In 2022, BE Energy Solutions successfully expanded its project pipeline through successful sales activities both in Europe and in Southeast Asia, completed a large number of roof-mounted carport-mounted and ground-mounted projects and thus further established itself as an international developer of integrated renewable energy solutions for companies.

The revenue of the BayWa r.e. Group increased by 82.4% to € 6,480.9 million in financial year 2022. A new record level of EBIT in the amount of € 230.2 million was achieved in the year under review and thus significantly surpassed the prior year's record level of € 162.2 million by approximately 41.9%. EBITDA increased by 63.7% to € 353.2 million and thus underwent an increase compared to the prior year's figure of € 215.7 million. The improvement in the operating result is primarily attributable to the significant growth in the area of solar trading. BE IPP also achieved results markedly above those of the prior year. The improvement in results within its portfolio resulted in part from the newly acquired plants as well as – similarly to the

area of energy trading – from high electricity prices. In addition, the sale of the BayWa r.e. Bioenergy Group had a positive effect on the results of the BayWa r.e. Group.

The effects of the Corona pandemic on the BayWa r.e. Group were less pronounced in the year under review compared to the preceding years. For example, there were still delays in approval processes as well as supply bottlenecks. Nevertheless, the latter was less attributable to pandemic-related developments and had much more to do with ongoing disruptions in supply chains.

## Net assets, financial position and results of operations of BayWa r.e. AG

### Net assets

#### Composition of the assets

In € million	2021	2022	Change in % 2022/21
Fixed assets	351.2	364.4	3.8
of which financial assets	344.3	358.1	4.0
Fixed assets ratio (%)	13.7	13.2	
Current assets	2,211.9	2,388.0	8.0
of which receivables and other assets	2,126.3	2,385.8	12.2
of which receivables from affiliated companies	2,101.8	2,356.2	12.1
Current asset ratio (%)	86.2	86.7	
Prepaid expenses and deferred charges	2.3	3.2	40.8
Total assets	2,565.3	2,755.6	7.4

The assets and thus the balance sheet total of BayWa r.e. AG increased by € 190.3 million or 7.4% to € 2,755.6 million in 2022. The greater part of this increase is attributable to current assets, although fixed assets also experienced growth in 2022.

The fixed assets of BayWa r.e. AG rose from € 351.2 million to € 364.4 million. This equates to an increase of 3.8% compared to the prior year's reporting date. This development is primarily attributable to the change in the investment portfolio, the carrying values of which rose by € 13.8 million or 4% compared to the prior year (prior year € 344.3 million). This increase in the investment portfolio is attributable to capital increases, earn-outs as well as the acquisition and establishment of companies. These additions to the investment portfolio in 2022 are counteracted by disposals such as the sale of company shares in Bioenergy (€12.4 million) and capital repatriation.

Compared to the prior year, current assets increased by € 176.2 million or 8% to € 2,388.0 million (prior year: € 2,211.9 million). This change is primarily due to receivables and other assets, which increased by € 259.5 million or 12.2% and amounted to € 2,385.8 million as of the balance sheet date. The reason for this was the increase of € 254.5 million or 12.1% in receivables from affiliated companies from € 2,101.8 million to € 2,356.2 million, which resulted from increased financial receivables relating to the expansion of business activities at the subsidiaries. Cash in hand and bank balances decreased by € 83.4 million compared to the prior year and fell to € 2.1 million (prior year: € 85.5 million). This decrease can be attributed to an extraordinary effect in the 2021 annual financial statements, namely a large inflow of money at the end of the year within the context of cash pooling.

### Financial position

#### Financial management

The aim of BayWa r.e. AG's financial management is to provide the funds needed to conduct business properly at all times and to provide the subsidiaries with liquidity.

Material foreign currency receivables and liabilities are hedged through forward exchange transactions and swaps. These currency derivatives are used exclusively to hedge existing and future foreign currency receivables and liabilities from underlying transactions for the purchase and sale of goods, the financing of subsidiaries in the functional currency as well as project margin hedging within the ordinary course of business. The objective of the BayWa r.e. Group's hedging transactions is to reduce risks from exchange rate fluctuations. The volume of open positions arising from the respective underlying transactions and the resulting cash flows provide the basis for currency hedging. The maturities are based on the maturities of the underlying transactions.

Within the BayWa r.e. Group, financial management does not constitute an independent profit center; rather, it acts as a service center for the operating business entities. In accordance with this conservative service approach, no use is made of marketable financial products to achieve original profit contributions from the area of finance. In particular, no speculative risk positions are built up in the area of finance.

In day-to-day financial management, the focus is on liquidity management by means of a cash pooling system that has been established throughout the BayWa r.e. Group in order to provide liquidity for the operating units on a same-day basis. The BayWa r.e. Group is financed both by the parent company BayWa AG and by its subsidiary BayWa Finanzservice GmbH. As of the balance sheet date, the financing consisted of long-term loans from the Green Bond and the syndicated credit facility amounting to € 500.0 million and € 200.0 million, a further long-term (revolving) loan of € 250.0 million (utilization as of balance sheet date: € 126.0 million) and short-term funds amounting to € 16.0 million. In addition, the BayWa r.e. Group finances itself by means of a



revolving credit line that has been externally agreed together with the parent company BayWa AG as part of the syndicated credit facility (€ 470.0 million; utilization as of balance sheet date: € 459.2 million) as well as € 73.2 million in bilateral loans and the external financing arrangements of the project companies. The external financing arrangements of the project companies consist of non-recourse financing (without lender recourse to the assets or cash flows of the BayWa r.e. Group) amounting to € 419.9 million as well as recourse financing amounting to € 228.7 million. The Group Treasury of the BayWa r.e. Group has adequate IT systems and suitable treasury management software at its disposal for dealing with financing and liquidity in the different currencies.

Financial management is subject to the restrictions of the internal control system of the parent company BayWa AG, which requires the documentation of transactions, graduated approval and submission procedures as well as the principle of dual control.

#### Capital structure

In € million	2021	2022	Change in % 2022/21
Equity	1,153.1	1,145.0	-0.7
Equity ratio (%)	44.9	41.6	
Provisions	19.7	37.9	93.2
Liabilities	1,392.5	1,565.7	12.4
of which bank loans and overdrafts	385.4	557.2	44.6
of which payables to affiliated companies	1,003.1	997.6	-0.6
Borrowings	1,412.3	1,610.6	14.0
Borrowing capital ratio (%)	55.1	58.4	
Total capital (equity plus borrowings)	2,565.3	2,755.6	7.4

The balance sheet total of BayWa r.e. AG as of December 31, 2022 has increased by € 190.3 million or 7.4% to € 2,755.6 million (prior year: € 2,565.3 million). Here, equity decreased slightly by 0.7% or € 8.1 million to € 1,145.0 million (prior year: € 1,153.1 million). The unappropriated retained earnings brought forward from financial year 2021 amounting to € 147.9 million were partially used in the amount of € 62.9 million in 2022 to pay out a dividend to the shareholders. The remaining € 85.0 million of the unappropriated retained earnings brought forward from the prior year were allocated to the revenue reserves. The provisions increased by € 18.2 million compared to the prior year to € 37.9 million (prior year: € 19.7 million). This was primarily caused by the increase in personnel provisions as well as the increase in the provision for current contingent liabilities for potential earn-out payments. In total, these provisions have changed by € 19.4 million compared to the prior year.

In financial year 2022, liabilities rose by 173.1 million to € 1,565.7 million. This increase is primarily attributable to the increase in bank loans and overdrafts. In financial year 2022, such liabilities rose by € 171.8 million to € 557.2 million. This rise is attributable to the increase in the bank financing that was first provided in 2021. In the prior years, bank financing was obtained exclusively by BayWa AG, which passed the loans onto BayWa r.e. AG. Payables to affiliated companies decreased only slightly by € 5.5 million or 0.6% to € 997.6 million (prior year: € 1,003.1 million).

#### Capital management

The capital structure of the Company consists of equity and borrowing capital. As of the balance sheet date, the equity ratio amounts to 41.6% (prior year: 44.9%) and was thus slightly below the level of the prior year. The total value of equity fell only slightly by € 8.1 million. The decrease in the equity ratio is primarily attributable to the increase in total capital, which in turn is primarily attributable to the increase in bank loans and overdrafts and thus in borrowings. The borrowing capital ratio rose from 55.1% to 58.4%.

#### Capital investments and liquidity

Cash and cash equivalents, consisting of bank balances and cash in hand, amounted to € 2.1 million as of the 2022 balance sheet date compared to € 85.5 million in the prior year. This decrease is primarily attributable to a temporary effect that was recognized as of the 2021 reporting date. This related to cash pooling where the repayment of a large sum that temporarily increased the cash and cash equivalents.

#### Financial performance

€ million	2021	2022	Change in % 2022/21
Revenue	32.6	38.9	19.0

Other operating income	163.8	182.7	11.5
Personnel expenses	31.6	43.9	38.9
Other operating expenses	142.9	211.2	47.8
Net income from equity investments and transfers of profits	113.2	57.8	-49.9
Other interest and similar income	52.4	77.3	47.5
Other interest and similar expenses	38.7	65.9	70.5
Net income for the year	147.9	25.5	-82.8
Net retained profits	147.9	25.5	-82.8

The revenue of BayWa r.e. AG increased by 19.0% to € 38.9 million in financial year 2021 (prior year: € 32.6 million). This was due to the Group's continued growth and the related increase in demand for the Group services provided by BayWa r.e. AG. Furthermore, revenues include electricity deliveries of € 1.6 million (prior year: € 1.5 million).

Other operating income amounted to € 182.7 million and was thus above the figure of the prior year (€ 163.8 million). The largest share of the total amount of other operating income is attributable to the income from exchange rate gains amounting to € 140.3 million (prior year: € 107.0 million). This relates to exchange rate gains that resulted from the evaluation of foreign currency loans that were granted within the scope of composite financing. The exchange rate gains of € 140.3 million are counteracted by exchange rate losses of € 147.8 million. In addition to the exchange rate gains, other operating income also contains write-ups on impaired receivables from subsidiaries amounting to € 10.8 million (prior year: € 34.9 million) as well as income from the sale of the Bioenergy business segment amounting to € 25.5 million.

Personnel expenses rose by € 12.5 million compared to the prior year to € 43.9 million. This development is attributable to the steady growth of the BayWa r.e. Group. The increase reflects the increased number of employees within the corporate functions and support segment.

Other operating expenses amounted to € 211.2 million in financial year 2022 and were thus € 68.3 million above the prior year's figure of € 142.9 million. The increase was primarily due to the rise in expenses from exchange rate losses of € 147.8 million (prior year: € 109.4 million), which were counteracted by exchange rate gains of € 140.3 million. In addition to the exchange rate losses, other services, which were in part provided by subsidiaries to BayWa r.e. AG, rose by € 5.9 million to € 16.4 million. This was accompanied by legal, auditing and consulting expenses amounting to € 9.4 million (prior year: € 4.9 million) and advertising costs amounting to € 6.6 million (prior year: € 3.9 million) as well as IT and communication expenses in the amount of € 7.4 million (prior year: € 4.0 million). In contrast to the prior year, impairments on receivables from subsidiaries in the amount of € 12.8 million were necessary in 2022.

There was a decrease of € 32.1 million in the net income from equity investments and transfers of profits to € 83.3 million in financial year 2022 (prior year: € 115.3 million). Income from equity investments (dividends) underwent a significant decrease in 2022 compared to the prior year, falling by € 21.8 million to € 51.5 million. This decrease is partially attributable to the new dividends policy that was introduced in 2022. In addition, profit received under a profit and loss transfer agreement in force with BayWa r.e. Solar Projects GmbH amounted to € 6.2 million (prior year: € 42.0 million). In contrast to the prior year, there are no expenses for the amortization of financial assets (prior year: € 2.1 million) counteracting the income from investments in 2022.

Other interest and similar income rose by € 24.9 million in financial year 2022 to € 77.3 million. The reason for this was interest income from affiliated companies amounting to € 76.4 million that is attributable to the higher financing needs of subsidiaries due to the increase in business volume. This is counteracted by interest expenses from financial debts, interest relating to long-term financing through the granting of the Green Bond by the parent company BayWa AG as well as interest expenses paid to third parties. Such interest and similar expenses rose by € 27.3 million in financial year 2022 to € 65.9 million (prior year: € 38.7 million).

When income taxes are taken into account, BayWa r.e. AG generated net income for financial year 2022 amounting to € 25.5 million (prior year: € 147.9 million). A part of the unappropriated retained earnings from 2021 (€ 147.9 million) was distributed to the shareholders of BayWa r.e. AG as part of a dividend payment amounting to € 62.9 million. The non-distributed portion of the unappropriated retained earnings from the prior year amounting to € 85.0 million were allocated to the revenue reserves. This means that there were net retained profits amounting to € 25.5 million for financial year 2022.

## Financial performance indicators

As the parent company of the Group, the net income for the year under commercial law as well as, in particular, the net income from investments contained therein are viewed as the most important financial performance indicators and control parameters. The net income from investments and the net income for the year under commercial law, the latter of which is largely determined by the former, are the decisive factors for any distribution. The net income from investments is influenced by the profit distributions of the subsidiaries and therefore the management of the entire BayWa r.e. Group is of decisive significance for BayWa r.e. AG.

For the short-term operational management of the business units, the BayWa r.e. Group orients itself towards the development of the performance indicators EBITDA, EBIT and EBT – with EBIT and EBITDA being taken as the most important financial performance indicators. EBITDA was first classified as an important financial performance indicator in financial year 2022.

The medium and long-term portfolio optimization of BayWa r.e. Group is carried out through value-oriented management. Economic profit, which is calculated in accordance with the BayWa AG definition, is used to determine the surplus of return on average invested capital (ROIC) over the risk-weighted cost of capital.

### Economic profit of the BayWa r.e. Group

€ million	2022
EBIT	230.2
∅ Invested capital <sup>1</sup>	2,835.3
ROIC (in %)	8.1
Weighted average capital costs (WACC) (in %)	6.6
Difference (ROIC/WACC) (in %)	1.5
Economic profit	42.1

<sup>1</sup> Intangible assets + tangible assets + net working capital

A positive economic profit was realized in financial year 2022, i.e. a surplus over capital costs was generated. BE Solar Trade and BE IPP were primarily responsible for this.

### Non-financial performance indicators

In this section, we provide information on the non-financial performance indicators that are of relevance to the BayWa r.e. Group and which are used to manage the Company and play an important role in its further successful development.

#### Project pipeline

The global project pipeline is used as an indicator for the realization of future projects and as a non-financial performance indicator for managing the BayWa r.e. Group. The success of business activities therefore depends on having a continuous portfolio of rights and projects relating to wind farms and solar parks. The global project pipeline amounted to 23,881 MW as of December 31, 2022 (prior year: 20,545 MW) and has therefore increased once again. The BayWa r.e. Group's goal is to keep the annual increase as high as possible in order to ensure operational growth.

#### Energy consumption and greenhouse gas emissions from energy consumption

Energy consumption and greenhouse gas emissions from energy consumption constitute additional non-financial performance indicators. As a developer, service provider, wholesaler and supplier of renewable energy solutions that operates globally, the BayWa r.e. Group requires significant amounts of energy within its own operations. International travel, the passenger car and truck fleet, the operation of facilities and the lighting and heating of buildings all result in greenhouse gas emissions. In order to reduce these emissions, the BayWa r.e. Group is committed to climate protection. This simultaneously allows for reductions in energy costs. The BayWa r.e. Group follows the climate strategy of its parent company BayWa AG, which is aligned with the Intergovernmental Panel on Climate Change's target under the Paris Climate Agreement. The Climate Working Group, which BayWa r.e. AG is a member of and which was established as part of the 2018 strategy development process, contributes towards the operational implementation and achievement of BayWa AG's objectives. In the reporting year, the BayWa r.e. Group recorded energy and emissions data from all fully consolidated subsidiaries and thus achieved 100% coverage. The data management processes relate, among other things, to energy consumption within the organization. Structures for recording energy consumption outside the organization are gradually being established. CO<sub>2</sub> emissions are used as a specific indicator for the internal management of the climate strategy. In reporting year 2022, CO<sub>2</sub> emissions increased by 83% from 6,025 metric tonnes of CO<sub>2</sub> to 11,045 metric tonnes of CO<sub>2</sub> (emissions from scope 1 and 2 as well as business travel). This increase is partially attributable to a greater volume of travel following Corona and the addition of new companies. CO<sub>2</sub> emissions resulting from the normalization of travel activities rose by 3,785 tonnes to 5,187 tonnes of CO<sub>2</sub> in financial year 2022. The acquisition of Sol in One GmbH also resulted in an increase in CO<sub>2</sub> emissions amounting to 1,309 tonnes of CO<sub>2</sub>. The sale of the Bioenergy business segment meant that 925 tonnes less of CO<sub>2</sub> was emitted. 100% of these emissions were offset through a mix of high-quality certificates from various project types, regions and suppliers, meaning that the BayWa r.e. Group has already fully offset its carbon footprint.

## Comparison of actual and forecast business development

As a holding company, the course of business of BayWa r.e. AG is substantially influenced by the business activities of its subsidiaries. Against this backdrop, the Group management reporting of the BayWa r.e. Group is used both for the forecast of business development and for its comparison with actual development.

For the BayWa r.e. Group, the forecast made for financial year 2022 within the 2021 group management report predicted a moderate increase in revenue and a significant increase in EBIT. Group earnings before interest and taxes (EBIT) increased by 41.9% to € 230.2 million (prior year: € 162.2 million). EBIT is thus significantly better than anticipated. The largest contribution to the positive deviation from the forecast came from BE Solar Trade, where the trading business experienced growth that significantly exceeded expectations. BE IPP also clearly exceeded the results anticipated in the prior year. BE IPP benefited from both its own further expanded portfolio of plants and higher electricity prices in energy trading. In addition, the sale of the BayWa r.e. Bioenergy Group, which had not been taken into consideration in the forecast for 2022, had a positive effect on the EBIT of the BayWa r.e. Group.

In the case of BayWa r.e. AG, the 2021 management report predicted that income from equity investments and transfers of profits as well as the net income for financial year 2022 would remain at around the same level as the preceding year. Income from equity investments and transfers of profits amounted to € 57.8 million and were thus lower than the high level of the prior year of € 115.3 million. The net income for year the underwent a major increase of 82.8% to € 25.5 million following € 147.9 million in the prior year. The large deviations can be attributed to the extraordinarily high dividends in the prior year as well as positive extraordinary effects in 2021 (write-ups on receivables amounting to € 34.9 million).

## Overall statement on the Group's economic situation

Despite the decrease in net income from investments, which in the prior year had been positively influenced by extraordinary effects, the management board assesses the business development of BayWa r.e. AG as positive. The management board assesses the business development of BayWa r.e. Group as very successful overall in 2022. The Group targets (EBIT) that were set for the year under review were significantly surpassed. Growth has accelerated in the international markets of BayWa r.e. AG. Overall, business developed much better than expected with new records being set in terms of both revenues and the operating result. In 2022, the BayWa r.e. Group benefited from its diversified business activities and strategic focus on international markets as well as from its future-oriented business areas and models.

## Forecast report for BayWa r.e. AG

The business development of the subsidiaries of BayWa r.e. AG plays a pivotal role for its development because success is largely determined by the net income from investments. Thus, the forecast business development of the BayWa r.e. Group serves as the basis for the forecasts of BayWa r.e. AG.

The following qualitative comparative formulations are made in order to describe changes in results and forecasts on the basis of bandwidths.

Bandwidth of change	Qualitative comparative statement
1 to 5%	slight, moderate, low
5 to 10%	marked, clear
10 to 20%	substantial, material
20 to 50%	significant
> 50%	major

BayWa r.e. Group will continue on its growth trajectory in the international markets in 2023. For financial year 2023, it is planned that the Solar and Wind Projects business units will realize and transfer completed projects and projects under construction with a total capacity of approximately 2.1 gigawatts (GW).

In BE Wind Projects, it is planned for new projects with a volume of approximately 0.8 GW (external sales and transfer of power plants under construction and brought into operation to BE IPP (Independent Power Producer)) to be implemented in financial year 2023. The majority of this is to be realized in the USA, followed by Europe – especially the national markets of Germany, Italy and Great Britain as well as other European countries. The expansion of activities in the Benelux region, Greece, Spain and South Korea also means that increasing contributions to earnings are anticipated from project sales in these countries.

In BE Solar Projects in 2023, it is intended for a total capacity of 1.3 GW to be transferred as part of the planned external sale of projects and project rights and the transfer of power plants under construction and brought into operation to BE IPP. It is expected that the focus here will be on the Dutch, Spanish, Italian and British markets. Despite the ongoing problems in international supply chains, the overall environment is – thanks to continuing growth in electricity requirements, positive political conditions and the increasing number of regions with grid parity for solar systems – expected to have a positive effect on the further course of business of this business entity and its global operations.

The portfolio of BE IPP will continue to grow and is expected to reach approximately 3 GW over the medium term. The expansion of the portfolio consists exclusively of projects that have been drawn up and developed in the Solar and Wind Projects business entities. The future expansion of the portfolio will focus on parks and farms in Europe with legally guaranteed remuneration or power purchase agreements (PPAs). Over the medium term, it is expected that the Energy Trading division will experience a decrease in revenue and results of operations due to falling electricity prices. Improving the risk-return ratio within its direct marketing portfolio nevertheless remains its objective. It is also planned to expand activities in selected European markets, especially with PPA and hedging solutions for internal and external customers.

The years-long trend of prices for technical operations management services experiencing negative development continued in 2022, although there were initial indications of stabilization. Streamlining and automating processes in the area of services as well as concentrating on customers with high potential for portfolio growth will be points of focus for operational management in the coming years. The offering of internally developed software services will be centered around the portfolio management software “Aristoteles”. This software is currently being used successfully by BE IPP for the Group’s internal portfolio management. “Aristoteles” will also be marketed externally in future.

In BE Solar Trade, photovoltaic component trading will continue to benefit from increasing demand for new system solutions. High electricity prices as well as ambitious governmental PV construction targets and support programs can be expected to boost demand across all regions. The expansion of e-mobility in the commercial and residential sectors as well as a higher general demand for electricity will open up further opportunities for growth. The effects of climate change are once again highlighting the need for an energy transition and are contributing to greater acceptance of renewable energies and to the development of solar trading. In order to further develop our solar trading position around the world, it is planned to make further acquisitions in the coming years. At the start of 2023 Solar Systems GmbH and Solar Planit GmbH were spun off from BayWa r.e. Solar Energy Systems GmbH so that they could focus on driving growth in a targeted manner. In order to improve access to customers in the promising Baltic markets, a solar trading business was acquired in Latvia in February 2023. In addition, a new company was established in Greece in early 2023 in order to enter the solar trading market there. In order to take increased sales into account, it is planned to increase employee levels accordingly at all existing companies and at the European ones in particular. Further growth in staffing levels will also result from the new companies being planned.

BE Energy Solutions will continue to support companies and to focus on the core markets of Germany, Spain and Italy as well as new markets such as the Netherlands and Poland within the framework of the PV self-consumption model. With a view to the emerging markets in the Asia-Pacific region (APAC) and

especially in the cases of Thailand, Malaysia, Vietnam, Singapore and Indonesia, where large parts of the supply chains of multinational corporations are located, BE Energy Solution anticipates an increase in business volumes in the coming years. Furthermore, ambitious climate objectives, such as those of the European Union, as well as the entry into force of the German Act Implementing the CSR Directive (*CSR-Richtlinie-Umsetzungsgesetz – CSR-RUG*), BE Energy Solutions expects significant potential for positive business development in the areas of self-consumption models and corporate PPAs. With a focus on establishing and expanding long-term business relationships with major customers, the Energy Solutions portfolio is being expanded to include additional components such as storage solutions, PV carports and electricity delivery solutions.

EBIT for 2023 is expected to remain at the level of the prior year. This estimate is based on the increased transfer of solar and wind projects to BE IPP. This means that margins from sales to external investors will be replaced by long-term income from electricity generation in 2023. Furthermore, 2022 was influenced by extraordinary effects, such as the sale of the BayWa r.e. Bioenergy Group. By contrast, earnings before interest, taxes, depreciation and amortization (EBITDA) will decrease substantially in 2023 compared to the level of the prior year. This development – which varies from EBIT – results primarily from the unscheduled write-down on a wind energy plant in the USA recognized in the year under review.

Pursuant to the decision of the supervisory board dated March 1, 2023, it is intended to sell the international solar trading business. The planned transaction is based on the strategic reorientation of BayWa r.e. AG, which in future will focus on the international project business as well as its further expansion as an independent power producer (IPP) Due to the status and scope of the transaction, it is not expected that any sale will be completed within the next twelve months.

Without extraordinary effects taken into account, such as intragroup restructuring, sales of equity investments, unscheduled write-downs and potential write-ups on equity investments and loans, it can be expected that BayWa r.e. AG will achieve net income for the year and income from investments that are at the same level as the prior year.

## Opportunities and risk report

### Principles of opportunity and risk management

The management board of BayWa r.e. AG determines the strategy of the BayWa r.e. Group. This entails the management of opportunities and risks, which is an ongoing entrepreneurial task that is performed with a view to ensuring the long-term success of the Company. This activity is closely aligned with the long-term strategy and medium-term planning of the BayWa r.e. Group, which is largely carried out at the level of BayWa r.e. AG. The BayWa r.e. Group takes advantage of the opportunities that arise in the course of its business activities. Internationalization is also opening up new business opportunities for the BayWa r.e. Group and this is further reducing its dependency on individual national markets and the risks there. An opportunity and risk management system is necessary for identifying entrepreneurial opportunities, safeguarding assets and increasing company value. The systematic further development of existing systems and the development of new systems with early warning capabilities contribute significantly towards the ongoing embedding and targeted development of the group-wide opportunity and risk culture.

Within the BayWa r.e. Group, opportunity and risk management is an integral part of the planning and control processes. In the group-wide risk reporting process, risks are divided into categories and their probability of occurrence and potential financial and non-financial effects are assessed. The risk management system is based on individual assessments, is supported by corresponding management processes and is integrated into core activities. The risk reports regularly prepared by the business entities are at the core of the risk management system. These reports are consolidated by the Risk Management department to compile the quarterly risk management reports that are subsequently analyzed and assessed by the management board of the BayWa r.e. Group. These reports contain all the relevant individual risks that could have an impact on the business activities of the BayWa r.e. Group and divides them into the six risk categories of financial risks, market risks, environmental risks, social risks, legal risks and reputational risks. The significance of each individual risk is determined from its potential effect on the BayWa r.e. Group in the event of occurrence and weighted by its probability of occurrence. Overall, at the time of the risk inventory at the end of 2022, there were no risks jeopardizing the continuation of the BayWa r.e. Group as a going concern.

The risks in the categories are classified as very low, low, moderate, high or very high based on the theoretical damages and with the effect and probability of occurrence taken into consideration. The classification of risks takes risk reduction measures into consideration (net perspective).

The principles of the system in place within the BayWa r.e. Group for detecting and monitoring business-specific risks are described in a Risk Management Guideline that is approved by the management board of BayWa r.e. AG. This guideline governs the risk management processes of the BayWa r.e. Group. Furthermore, the Internal Audit function of BayWa AG regularly audits the internal risk management system. ISO certifications for the standardization of processes and the mitigation of risks as well as the conclusion of insurance policies supplement the risk management system at the BayWa r.e. Group.

Furthermore, BayWa r.e. AG has defined binding objectives and forms of behavior in its corporate guidelines and ethics principles as well as in its code of conduct. They relate to actions by individuals in connection with corporate values as well as fair and responsible conduct towards suppliers, customers and colleagues.

### Identification of opportunities at BayWa r.e. AG

Opportunities are arising due to the dynamic market environment. BayWa r.e. AG continuously performs group-wide monitoring of macroeconomic trends as well as the development of the industry-specific and general environment. This encompasses government regulations, suppliers, customers and other stakeholders as well as competitors. The identification of opportunities is integrated into the strategy and planning processes of BayWa r.e. AG for the entire Group. Based on these analyses, the orientation of the product and service portfolio is constantly reviewed and implemented.

### Composition of the risk and opportunity categories at BayWa r.e. AG

For BayWa r.e. AG, the business activities of its subsidiaries are decisive for its development. Therefore, the following descriptions are based on the opportunities and risks faced by the BayWa r.e. Group. The following sections outline the individual material risks.

The BayWa r.e. Group takes advantage of the market opportunities that arise in the course of its business activities. Internationalization is also opening up new business opportunities for the BayWa r.e. Group and this is further reducing its dependency on individual national markets and the risks there. An opportunity and risk management system is necessary for identifying entrepreneurial opportunities, safeguarding assets and increasing company value. The systematic further development of existing systems and the development of new systems with early warning capabilities contribute significantly towards the ongoing embedding and targeted development of the group-wide opportunity and risk culture.

Within BayWa r.e. Group, opportunity and risk management is an integral part of the planning and control processes. In the group-wide risk reporting process, risks are divided into categories and their probability of occurrence and potential financial and non-financial effects are assessed. The risk management system is based on individual assessments, is supported by corresponding management processes and is integrated into core activities. The risk reports regularly prepared by the business entities are at the core of the risk management system. These reports are consolidated by the Risk Management department to compile the quarterly risk management reports that are subsequently analyzed and assessed by the management board of the



BayWa r.e. Group. These reports contain all the relevant individual risks that could have an impact on the business activities of the BayWa r.e. Group and divides them into the six risk categories of financial risks, market risks, environmental risks, social risks, legal risks and reputational risks. The significance of each individual risk is determined from its potential effect on the BayWa r.e. Group in the event of occurrence and weighted by its probability of occurrence. Overall, at the time of the risk inventory at the end of 2022, there were no risks jeopardizing the continuation of the BayWa r.e. Group as a going concern.

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The principles of the system in place within the BayWa r.e. Group for detecting and monitoring business-specific risks are described in a Risk Management Guideline that is approved by the management board of BayWa r.e. AG. This guideline governs the risk management processes of the BayWa r.e. Group. Furthermore, the Internal Audit function of BayWa AG regularly audits the internal risk management system. ISO certifications for the standardization of processes and the mitigation of risks as well as the conclusion of insurance policies supplement the risk management system at the BayWa r.e. Group.

In addition, the BayWa r.e. Group has defined binding objectives and forms of behavior in its corporate guidelines and ethics principles as well as in its code of conduct. The guidelines, principles and code are applied throughout the entire BayWa r.e. Group. They relate to actions by individuals in connection with corporate values as well as fair and responsible conduct towards suppliers, customers and colleagues.

## Identification of opportunities within the BayWa r.e. Group

Opportunities are arising due to the dynamic market environment. The BayWa r.e. Group continuously performs monitoring of macroeconomic trends as well as the development of the industry-specific and general environment. This encompasses government regulations, suppliers, customers and other stakeholders as well as competitors. The identification of opportunities is integrated into the strategy and planning processes of the BayWa r.e. Group. Based on these analyses, the orientation of the product and service portfolio is constantly reviewed and implemented.

## Composition of the risk and opportunity categories within the BayWa r.e. Group

The following sections outline the individual material risks.

### Operational risks and opportunities

The business operations of the BayWa r.e. Group are influenced by political framework conditions. The Russian war of aggression against Ukraine resulted in the energy crisis, which was already emerging, deteriorating significantly in winter 2021/22 and this has given rise to both risks and opportunities for the BayWa r.e. Group.

On the one hand, the higher volatility of energy prices can result in notable opportunities for income in energy trading and the group's own energy generation activities (IPP) as well as in higher demand for renewable energy projects. On the other hand, these extreme developments within the energy market are also resulting in regulatory interventions, such as the EU Regulation on an emergency intervention to address high energy prices that came into force on December 1, 2022 and creates a cap on income from the sale of electricity in the amount of €180/MWh. In combination with national regulations to implement the levy on income (e.g. the German Electricity Price Brake Act (*Strompreisbremsegesetz* – StromPBG)), such interventions can reduce income for IPP plants and in turn have a negative impact on wind and solar projects within the EU because investors may have anticipated higher electricity prices.

Furthermore, the business of BayWa r.e. is experiencing positive influences on its medium and long-term prospects from political developments at the level of the EU (REPowerEU), for example, as well as from the Inflation Reduction Act enacted by the US government. This means that funding will be available for wind power, solar power and energy storage facilities in the coming years.

Contrasting this, the aforementioned energy crisis could also increase the risk of customers and electricity consumers becoming insolvent. BayWa r.e. AG and its subsidiaries have established credit management processes in place to counteract this risk. Furthermore, since Russia launched its war of aggression against Ukraine, the danger level for cybercrime has been classified as moderate. The BayWa r.e. Group largely mitigates this risk by means of a robust cybersecurity network.

Tensions in the trade conflict between the USA and China and the sanctions resulting from the human rights violations of which China has been accused could have a negative impact on the availability of plant components and their price development. In addition, the US Department of Commerce is planning to impose new tariffs on imports of solar modules from Cambodia, Malaysia, Thailand and Vietnam. This could have negative effects on solar projects and the solar trade business in the USA. A final decision is expected in May 2023 or thereafter. The risk is classified as moderate. A task force has been set up in order to assess the risks to operational processes and to initiate appropriate countermeasures. Our close cooperation with trade associations has been

further expanded. For example, BayWa r.e. AG is participating in the industry dialogue “Upholding Human Rights throughout the Global Supply and Value-Added Chains of the German Energy Sector” that was recently established in Germany. This industry dialogue has a multi-stakeholder format, consists of other relevant actors from the energy sector, civil society organizations and the German Federal Government and has the objective of achieving a shared understanding of environmental and human rights risks within the energy sector as well as developing suitable measures for reducing the relevant risks. Furthermore, at the international level, the BayWa r.e. Group participates in the European solar association (Solar Power Europe: Solar Stewardship Initiative) as well as in the American solar association SEIA, where it is contributing towards a transparency and traceability initiative as well as solutions for upholding human rights within solar supply chains.

Against the backdrop of the strongly country-dependent risks, the development of revenues and earnings is stabilized by the geographical diversification of the BayWa r.e. Group. Distribution across different energy sources – especially wind energy and solar energy – means that risks, such as stoppages at individual technology suppliers, are also mitigated. For electricity-generating holdings in BE IPP (including energy trading), weather risks (wind occurrence, solar radiation) also play a large role. Average wind and solar levels can be predicted relatively well in the medium term based on expert opinions, although positive and negative deviations still occur over the short term and this can lead to corresponding increases or decreases in revenue. Nevertheless, it is currently possible for the increased volatility of energy prices to be seized upon as an opportunity in this area in order to compensate for potential losses from weather risks.

In the renewable energy project business, unforeseen delays could occur due in particular to drawn-out proceedings and potential legal disputes relating to the approval of the plants concerned. Such delays could have a negative impact on how efficiently projects are completed in terms of cost and time. In some countries, such as Poland and Australia, connection to the grid can also be a topic of relevance and can result in difficulties in project management. Although such developments can be avoided through early consideration in the planning phase or, if necessary, by retrofitting storage facilities or other measures for increasing flexibility, the risk is classified as high.

Continued growth and the associated increase in the number of projects under construction also mean continuous growth in the expenses for monitoring compliance with EH&S requirements. It is not only employees of the BayWa r.e. Group that have to follow the relevant health and safety rules on construction sites, the personnel of external service providers must also do so. In order to counteract the risk here, efforts in the area of EH&S are continuously reviewed for appropriateness and expanded where required.

In the area of trading with photovoltaic components, the Belgian customs authorities are assessing solar module imports by the Luxembourgian subsidiary in the years 2017 to 2018. This is based on the new legal position of the European Commission that stipulates that anti-dumping and anti-subsidy tariffs are to be applied to solar modules from Taiwan and Malaysia. Although the assessment by the Belgian customs authorities has not been conclusively finalized, it is possible that anti-dumping tariffs will have to be paid retroactively. BayWa r.e. is coordinating with suppliers in order to expedite this investigation. The risk is classified as moderate.

## Market risks and opportunities

For the measurement and management of the risks from unhedged foreign currency transactions, the BayWa r.e. AG uses a cash flow at risk method. The cash flow at risk used by BayWa r.e. aims to quantify the maximum loss from foreign currency transactions that will not be exceeded with a defined probability (95%) during a certain period. The cash flow at risk determined as of December 31, 2022, amounts to € 3.7 million for the subsequent financial year and demonstrates that, with a probability of 95%, the potential loss from foreign currency transactions will not exceed € 3.7 million in financial year 2023. The risk is classified as low.

Moreover, due to the current market situation, there is an increased interest rate risk. If the interest level rises during the construction phase of projects, this can have effects on the anticipated returns of investors and on the long-term interest rates of bank financing. This can result in lower sales prices for projects as well as in increased interest costs in BE IPP. Nevertheless, in many cases, the increases in interest rates to date have largely been compensated for by increases in electricity prices or increased demand for green projects.

## Financial risks and opportunities

Within the BayWa r.e. Group, the financial risks and opportunities are classified into several risk types that are separately described below.

### Opportunities and risks from financial instruments

In addition to the fixed-interest and variable-interest financing instruments that are subject to varying degrees of interest rate risk, the BayWa r.e. Group also uses derivative hedging instruments. These derivative hedging instruments are subject to the risk of price changes in the underlying assets on the electricity market. Because these instruments are nevertheless generally used for hedging purposes, such price changes are usually offset by price changes in the hedged underlying transactions. The hedged underlying transactions are power purchase agreements under which approximately 75% of the total volume is agreed upon at a fixed price. This minimizes volume/price risks resulting from deviations between forecast volumes and the volumes actually produced. If these financial instruments are not settled via a stock exchange, there are also counterparty risks. The resulting potential financial effects are

nevertheless limited to the respective maximum permitted risk exposure based on the probability of default of the counterparty. The risk exposures are continuously monitored at the counterparty and portfolio level.

#### Currency opportunities and risks

If foreign currency positions result from goods and services transactions or project planning within the scope of international business activities, they are generally hedged immediately. Other payment obligations or receivables in foreign currencies are also hedged at the time they arise. No speculative borrowing or investment of funds in foreign currencies is permitted.

#### Interest rate opportunities and risks

The BayWa r.e. Group is – in addition to the extended equity financing – largely financed by the parent company BayWa AG as well as via an external syndicated loan. The interest here is partially fixed over the long term and partially variable. Interest risks can therefore result from the variable-interest financing of the Group. Short-term and medium-term borrowings are normally used at the level of the BayWa r.e. Group at the relevant time for short to medium-term activities, such as the trading business or project business. In addition, long-term activities are usually refinanced through long-term project financing or equity financing. If variable-interest project financing is obtained, it is generally hedged using corresponding interest rate swaps.

#### Credit and counterparty risks and bad debt risks

There are normal default risks for trade receivables, primarily in solar trading. Control and oversight is carried out by monitoring the creditworthiness of the business partners, prepayments received, the dunning process and credit default insurance. Open receivables are subject to close monitoring. The minimum requirements for credit management within the BayWa r.e. Group are governed by the Credit Guideline of BayWa r.e. AG. In general, there is a very low risk of default in the project business, as the business partners here are often institutional investors and payment inflows can be ensured by way of contractual arrangements.

#### Liquidity risks

Liquidity risk refers to the danger that the BayWa r.e. Group may not meet its financial commitments or might only do so in part. In the BayWa r.e. Group, financial resources are generated – in addition to equity financing – through the operational business, project financing, the external syndicated loan as well as the taking out of loans at the parent company BayWa AG. The existing credit lines are sufficient to ensure the settlement of business transactions at all times. In addition, detailed liquidity planning for a period of two years is carried out. The financing structure takes business activities into account. Due to the various different sources of financing and the implementation of liquidity planning, the BayWa r.e. Group is not currently exposed to any concentration risks with regard to liquidity.

Risks relating to financial instruments, foreign currencies and interest rates are largely hedged. Furthermore, a large proportion of the financing is structured to be long-term in nature. On aggregate, the BayWa r.e. Group assesses the financial risks as moderate.

#### Legal and compliance risks

The companies of the Group are and will in future most likely continue to be confronted with civil law disputes and public law proceedings as part of their ordinary course of business. These might result, for example, from the assertion of claims arising from the breach of contractual obligations, from faulty services and deliveries, from payment disputes or from violations of regulatory requirements or tax regulations. This may result in the imposition of damages, fines or other civil or criminal penalties on individual companies in the Group. A group-wide, risk-based compliance management system nevertheless assists in preventing such violations of legal requirements.

Through its business activities in 40 countries, the Group's companies are also exposed to political risk to a slight extent. Therefore, the claims of the Group that exist under law might not ultimately be enforceable due to weak state structures or underdeveloped legal systems. These risks are continuously monitored by the relevant departments of the Group and, where appropriate, are addressed by means of appropriate risk management and compliance measures.

BayWa r.e. Group recognizes provisions for material litigation and legal risks if it is most probable that an obligation will arise and it is possible to estimate the amount adequately. In individual cases, an actual claim may exceed the amount allocated to the provision. According to the assessment of the management, sufficient provisions have been recognized.

Furthermore, risks might arise from violations of compliance requirements. For instance, the incorrect handling of personal or customer-related data and its unauthorized disclosure or use pose a data protection risk for the BayWa r.e. Group. This risk is increasing due to the digital transformation of many business activities and the increased sensitivity surrounding the issue due to new developments in law. Internal advisory and awareness-raising offerings as well as process controls are in place to ensure compliance with data protection requirements within the Group.

As a result of the financial market crisis, there are numerous laws governing the financial market. A particular area of focus here has been the derivatives market, especially with a view to restricting speculative trading in raw materials. Among the large number of important regulations, those of particular relevance for the business activities of the BayWa r.e. Group include the European Market Infrastructure Regulation (EMIR), the Markets in Financial Instruments Directive (MiFID II) and the Market Abuse Regulation (MAR). Compliance with the applicable requirements of the financial market supervisory authorities is ensured using a group-wide risk management software solution.

Due to the implementation of the compliance management system, the risk management system and the ICS, the BayWa r.e. Group assesses the compliance risk as low.

The economic viability of plants that generate energy from renewable sources is dependent on regulatory framework conditions as well as on state subsidies in many cases. Politically motivated changes to the subsidy parameters – especially the reduction or abolition of feed-in tariffs – can therefore have a significant impact on the value of these plants: either through lower realizable sales prices in the future or through lower cash inflows from the operation of the plants. The BayWa r.e. Group counters the potential impact on earnings from such risks by concluding long-term energy purchase contracts with industrial customers as well as by diversifying its business portfolio threefold: by country, by energy source and by business sector.

### Strategic risks and opportunities

Through its strategic ongoing development into a provider of integrated solutions, the BayWa r.e. Group is expanding its role in the value chain. The solar and energy trading segments were extraordinarily successful within the BayWa r.e. Group in 2022. It is planned for the areas of project development, IPP and Energy Solutions to be further expanded. Contrasting this, it is planned for solar trading to be sold. The strategic further development of the Group also entails the acquisition of companies and the financing of start-ups. In this context, there is a risk that, in the medium term, the investments made might not prove to be of value or might do so only to a lesser extent than originally expected. Thanks to its extensive experience as a solution provider and the threefold diversification strategy of its business portfolio by country, energy source and business activity, the BayWa r.e. Group is able to compensate for the risks that primarily result from project planning and assesses the strategic risks as moderate overall.

Opponents of wind power are hindering the expansion of wind energy in numerous countries. The main reason here is a lack of acceptance, especially among local communities in places where wind power energy projects are being planned. As part of any new project, the BayWa r.e. Group always examines possibilities for the involvement of local communities. This usually takes place in the form of transparent communication and project information and may even involve financial participation models.

### Risks and opportunities relating to organizational and operational structure

In the area of organizational structure and processes, the BayWa r.e. Group focuses on the following types of risk:

**Staff opportunities and risks:** In the area of human resources, the BayWa r.e. Group competes with other companies for highly qualified managerial staff as well as high-performing and motivated employees. The companies of the Group need qualified specialists to safeguard their future success. High fluctuation, the departure of high-performing specialist personnel and the failure to retain junior staff at group companies might have a negative impact on the development of business. The BayWa r.e. Group deals with these risks as part of, among other approaches, its initiative “Gaining and Maintaining a High-Performing Team”, which is a cornerstone of its Roadmap 2026. The initiative promotes challenging career development paths and competitive remuneration as well as a sustainable work-life balance. In addition, recruitment activities are also being expanded. Our trust-based leadership, deployment of employees in accordance with their predispositions and abilities as well as the definition of and adherence to ethical guidelines are all oriented towards creating a positive working climate. The BayWa r.e. Group simultaneously promotes the ongoing training and development of its employees. Despite the various initiatives of the BayWa r.e. Group, personnel risks are still classified as high due to the current labor market situation.

**Information technology opportunities and risks:** The use of the most modern information technology is a defining feature of all of the BayWa r.e. Group’s business activities. All essential business processes are supported by IT and mapped using state-of-the-art software solutions. Especially in the case of an HR-intensive trading and project planning company like ours, system support for work processes is absolutely necessary. However, the ongoing review and revision of processes means more than merely implementing new IT components. It also always entails the optimization of process flows and this means that opportunities in the form of synergy and savings potentials can be identified and realized. At the same time, with such increasing complexity and dependence on the availability and reliability of IT systems, system-inherent risk is also increasing. When implementing new IT systems, there is the risk of additional time and personnel expenditure arising as well as of functionalities initially being limited. This might make it necessary to operate legacy systems for longer than planned. Comprehensive precautions such as firewalls, up-to-date virus protection, emergency plans and data protection training safeguard data processing.

**Quality risks:** As an international project planning company and trader of energy sources and PV components, the BayWa r.e. Group has to deal with a highly diverse range of national quality and safety standards. Compliance with quality and safety requirements is ensured by quality management.

The BayWa r.e. Group counteracts the aforementioned risks by consistently expanding its organizational structure and processes, recruiting qualified employees and implementing extensive measures in the area of digitalization. It is mainly information technology and quality risks that are seen within the organizational structure and processes and these are viewed as low.

### Overall assessment of the opportunity and risk situation by the management board

The overall assessment of the current opportunity and risk situation shows that there are no risks that could threaten the continuation of BayWa r.e. AG as a going concern. There are currently no discernible risks that could threaten the Company's continuation as a going concern in the future either. Overall, the risks faced by BayWa r.e. AG are limited and manageable.

Alongside geopolitical and macroeconomic risks that cannot be influenced or can only be influenced indirectly, operational risks are the focus of attention. In the case of the latter, BayWa r.e. AG has taken appropriate measures to manage such risks.

### Report on relationships with affiliated companies

Pursuant to Section 312 of the German Stock Corporation Act (*Aktengesetz – AktG*), the management prepared a report on relationships with affiliated companies. The report contains the following concluding statement: "BayWa r.e. AG received appropriate consideration for all legal transactions presented in the report on relationships with affiliated companies in accordance with the circumstances that were known to the management board at the time that each legal transaction was executed. Measures at the instigation of or in the interest of the controlling entity or any entity affiliated with it were not disadvantageous".

Munich, April 25, 2023  
BayWa r.e. AG

The Management Board

Matthias Taft  
CEO

Günter Haug  
COO



## **Annual Financial Statement for Financial Year 2022**

# Annual Financial Statements of BayWa r.e. AG for Financial Year 2022

## Balance Sheet

		Assets	
in T€	Note	12/31/2022	12/31/2021
<b>Fixed assets</b>			
<b>Intangible assets</b>	C.1.		
Concessions, industrial rights and similar rights and assets as well as licenses in such rights and assets		245.3	118.7
<b>Tangible assets</b>	C.1.		
Land, similar rights and buildings including buildings on leasehold land		222.2	264.2
Technical equipment and machinery		3,921.2	4,432.5
Other equipment, factory and office equipment		1,879.3	1,721.1
Prepayments and construction in process		0.0	333.4
		<b>6,022.7</b>	<b>6,751.2</b>
<b>Financial assets</b>	C.1.		
Shares in affiliated companies	C.2.	356,684.8	344,062.3
Other long-term equity investments	C.2.	252.5	252.5
Other loans		5.0	5.0
Prepayments		1,187.4	0.0
		<b>358,129.7</b>	<b>344,319.8</b>
		<b>364,397.7</b>	<b>351,189.7</b>
<b>Current assets</b>			
<b>Inventories</b>			
Raw materials and supplies		159.0	91.3
<b>Receivables and other assets</b>			
Trade receivables		383.6	432.6
Receivables from affiliated companies	C.3.	2,356,240.3	2,101,790.2
Receivables from long-term investees and investors	C.3.	795.7	615.9
Other assets		28,372.9	23,464.3
		<b>2,385,792.5</b>	<b>2,126,303.0</b>
<b>Cash in hand, bank balances and checks</b>		<b>2,076.9</b>	<b>85,479.8</b>
		<b>2,388,028.4</b>	<b>2,211,874.1</b>
<b>Prepaid expenses and deferred charges</b>		<b>3,205.5</b>	<b>2,276.7</b>
<b>Total assets</b>		<b>2,755,631.6</b>	<b>2,565,340.5</b>



## Equity and liabilities

in T€	Note	12/31/2022	12/31/2021
<b>Equity</b>	C.4.		
Subscribed capital		980.4	980.4
Capital reserves		1,006,810.7	977,430.0
Revenue reserves		111,743.2	26,749.7
Net retained profits		25,461.5	147,926.8
		<b>1,144,995.8</b>	<b>1,153,086.9</b>
<b>Provisions</b>			
Provisions for pensions and similar obligations		0.0	130.3
Provisions for taxes		3,984.4	4,582.7
Other provisions	C.5.	33,908.7	14,992.1
		<b>37,893.1</b>	<b>19,705.1</b>
<b>Liabilities</b>	C.6.		
Bank loans and overdrafts		557,212.8	385,447.0
Trade payables		5,313.1	3,552.8
Payables to affiliated companies		997,595.8	1,003,122.1
Other liabilities		5,569.2	426.6
of which from taxes T€ 498 (prior year: T€ 445)			
		<b>1,565,690.9</b>	<b>1,392,548.5</b>
<b>Deferred income</b>		<b>11.5</b>	<b>0.0</b>
<b>Deferred tax liabilities</b>	C.7.	<b>7,040.3</b>	<b>0.0</b>
<b>Total equity and liabilities</b>		<b>2,755,631.6</b>	<b>2,565,340.5</b>



## Income Statement

in T€	Note	2022	2021
<b>Sales revenue</b>		38855.1	32,643.8
<b>Other operating income</b>	D.1.	182,685.1	163,845.4
of which income from currency translation T€ 140,325 (prior year: T€ 106,972)			
<b>Cost of materials</b>			
Cost of raw materials, supplies and merchandise		-12.3	-11.4
Cost of purchased services		-8.1	-76.5
<b>Personnel expenses</b>			
Wages and salaries		-39,236.3	-28,250.1
Social security, pension and other benefits		-4,627.9	-3,328.4
of which relating to pensions T€ 150 (prior year: T€ 188)			
<b>Amortization and depreciation of fixed intangible and tangible assets</b>		-1,446.2	-1,293.6
<b>Other operating expenses</b>	D.2.	-211,151.9	-142,879.7
of which expenses from currency translation T€ 147,801 (prior year: T€ 109,415)			
<b>Income from equity investments</b>		51,550.2	73,340.3
of which from affiliated companies T€ 51,510 (prior year: T€ 73,328)			
<b>Income from profit transfers</b>		6,204.6	42,007.2
of which from affiliated companies T€ 6,205 (prior year: T€ 42,007)			
<b>Amortization of financial assets</b>		0.0	-2,145.4
of which affiliated companies T€ 0 (prior year: T€ 1,941)			
<b>Other interest and similar income</b>		77,250.3	52,360.9
of which from affiliated companies T€ 76,445 (prior year: T€ 52,333)			
<b>Interest and similar expenses</b>		-65,941.7	-38,683.2
of which from affiliated companies T€ 31,134 (prior year: T€ 31,380)			
of which expenses from discounting T€ 3 (prior year: T€ 29)			
<b>Taxes on income</b>	D.3.	-8,658.3	397.7
of which expenses/income from deferred taxes T€ -7,040 (prior year: T€ 423)			
<b>Profit after tax</b>		25,462.6	147,927.0
Other tax		-1.1	-0.2
<b>Net income for the year</b>		25,461.5	147,926.8
<b>Unappropriated retained earnings brought forward from prior year</b>		0.0	0.0
<b>Net retained profits</b>		25,461.5	147,927.8



## Notes to the Financial Statements

### (A.) Basis of the Annual Financial Statements of BayWa r.e. AG

#### General information

BayWa r.e. AG, referred to hereafter as BayWa r.e. Holding, is the parent company of the BayWa r.e. AG Group (hereafter: BayWa r.e. Group). BayWa r.e. Holding is resident in Munich, Germany, Arabellastraße 4.

Until March 19, 2021, BayWa r.e. Holding was a wholly owned subsidiary of BayWa Aktiengesellschaft (hereafter: BayWa AG). On March 19, 2021 EIP Ruby Renewables Invest GmbH, Frankfurt, carried out a unilateral capital increase amounting to € 530 million. This means that the Company now has a 49% shareholding in BayWa r.e. Holding. The remaining 51% is still held by BayWa AG. With the entry into the Commercial Register on March 31, 2021, BayWa r.e. renewable energy GmbH underwent a change in legal form to a German stock corporation (*Aktiengesellschaft*). Since then, the Company has operated under the name BayWa r.e. AG.

With the share transfer agreement dated June 7, 2021, BayWa AG assigned the ownership of all the shares it owned in BayWa r.e. AG to BayWa EEH GmbH, Munich. BayWa AG is the sole shareholder of BayWa EEH GmbH. With the agreement dated September 20, 2021, BayWa EEH GmbH and die EIP Ruby Renewables Invest GmbH made payments into the capital reserve of BayWa r.e. AG in the total amount of € 110 million. The payments were made without change to the ownership structure, meaning that 51% of the € 110 million was paid in by BayWa EEH GmbH and 49% was paid in by EIP Ruby Renewables Invest GmbH. In 2022, additional contributions to the capital reserves were made by the two shareholders in the total amount of € 29 million and the revenue reserves were increased by € 85 million.

BayWa r.e. AG is entered into the Commercial Register of Munich Local Court (HRB 264823). The annual financial statements of BayWa r.e. Holding were prepared in accordance with the accounting provisions of German commercial law that apply to medium-sized corporations with the provisions of the German Stock Corporation Act (*Aktiengesetz – AktG*) taken into account. The income statement has been prepared according to the nature of expense method pursuant to Section 275 (2) HGB.

In the interests of a clear and comprehensible presentation, various disclosures, e.g. attribution to other items or “of which” notes, have been made in the notes in part. The amounts disclosed are – unless noted otherwise – rounded to the closest full number.

### (B.) Accounting policies

The following accounting policies were largely applied without change for the preparation of the annual financial statements.

#### Intangible assets

Intangible fixed assets have been accounted for at cost and, if subject to amortization, reduced by scheduled amortization in accordance with their useful economic lives. The amortization of additions is recognized pro rata temporis and primarily on a straight-line basis.

#### Tangible fixed assets

Tangible fixed assets have been recognized at cost and, where subject to wear and tear, reduced by scheduled depreciation. Depreciation on additions is recognized pro rata temporis. Low-value assets with a net individual value of up to € 250 are fully depreciated and recognized as expense in the year of acquisition. For assets with a net individual value of between € 250.00 and € 1,000.00, the collective item procedure for tax purposes is also applied in the commercial accounts for the purpose of simplification. Each collective item is depreciated at a general rate of 20% per annum in the year of addition and in each of the subsequent four years. Prepayments for property, plant and equipment are disclosed at nominal value.

#### Financial assets

Financial assets are measured at acquisition cost or – in the event of an expected permanent impairment in value – at lower fair value. A write-up is made if the reasons for the impairment cease to exist. Prepayments for investments are disclosed at nominal value.

#### Inventories

Raw materials and supplies are measured at cost with the lowest value principle taken into consideration. In this context, permissible simplification methods are applied.

#### Receivables and other assets

Receivables and other assets have been recognized at nominal value. All items subject to risk have been taken into account by recognizing appropriate specific valuation allowances. The general credit risk has been accounted for by recognizing general allowances. Non-interest-bearing or low-interest receivables with a term of more than one year have been discounted.

#### Cash in hand, bank balances and checks

Cash in hand and checks are recognized at notional values and the bank balances are recognized at nominal value.

#### Prepaid expenses

Prepaid expenses relate to expenses incurred before the balance sheet date that constitute an expenditure for a certain time after that date.

#### Provisions

In the prior year, provisions for pensions and similar obligations were determined using the projected unit credit method and applying the “Life Expectancy Tables 2018 G”. For discounting, the average market interest rate for a residual term of 10 years amounting to 1.87% has been applied on a generalized basis. Expected salary increases have been taken into account at 0% and expected pension increases have been taken into account at 1%.

Tax provisions and other provisions take account of all contingent liabilities and impending losses from pending transactions. They have been stated at the settlement value necessary according to prudent business judgment (i.e. including future costs and price increases). Provisions with a residual term of more than one year are, provided the effect is material, discounted at the average market interest rate that corresponds to their residual term.

#### Liabilities

Liabilities have been recognized at their settlement amount.

#### Deferred income

Deferred income relates to income incurred before the balance sheet date that constitutes income for a certain time after that date.

#### Deferred taxes

Deferred taxes result from differences between the value recognized under tax law and value recognized under commercial law of assets, liabilities and prepaid expenses and deferred income as well as from tax loss carryforwards, provided that they can be offset with taxable income resulting from the reversal of the taxable temporary differences. Minimum taxation has been taken into account here. Deferred tax assets and liabilities are recognized on a net basis. Where it was possible for deferred tax assets to be recognized, the recognition option for deferred tax assets pursuant to Section 274 (1) Clause 2 HGB has not been exercised.

### Income statement

Revenue is recognized as soon as the service or delivery to the customer and the transfer of risk has taken place in accordance with the agreed delivery terms.

Other operating income and other operating expenses are recognized when the goods or services are supplied or performed or when they are realized or incurred as income or expense. If necessary, payments are accrued to ensure income and expenses are disclosed in the correct period.

### Currency translation

Receivables denominated in foreign currencies with a residual term of up to one year are measured at the mean spot exchange rate as of the balance sheet date. All other foreign currency receivables are valued at their exchange rate upon invoicing or the mean spot exchange rate as of the balance sheet date if this results in a lower receivable in order to take account of the realization and lower value principle.

Liabilities denominated in foreign currency with a residual term of up to one year are translated at the mean spot exchange rate as of the balance sheet date. All other currency liabilities are valued at their exchange rate upon invoicing or the mean spot exchange rate as of the balance sheet date if this results in a higher liability in order to take account of the imparity principle.

The "of which" notes for the currency translation disclosed in the income statement include realized as well as unrealized currency differences.

**(C.) Notes to the balance sheet****(C.1.) Fixed assets**

In the prior year, unscheduled write-downs were made on shares in affiliated companies due to expected permanent impairment in the amount of T€ 1,939. Furthermore, a write-up was made on shares in one affiliated company in the amount of T€ 53. In the current year, no unscheduled write-ups or write-downs were recognized.

The development of fixed assets is presented in detail in the fixed asset movement schedule (Appendix 1 to the Notes to the Financial Statements).

**(C.2.) Information on shareholdings**

The information on shareholdings is contained in the list of shareholdings attached as an appendix (Appendix 2 to the Notes to the Financial Statements).

**(C.3.) Receivables and other assets**

As was the case in the prior year, receivables and other assets do not include any receivables with a residual term of more than one year. Of the receivables from affiliated companies, T€ 33,681 (prior year: T€ 24,512) relates to trade receivables, T€ 6,205 (prior year: T€ 42,007) relates to receivables from profit transfers and T€ 2,316,355 (prior year: T€ 2,035,271) relates to receivables from financing. As was the case in the prior year, receivables from affiliated companies did not contain any receivables from shareholders. Receivables from long-term investees and investors relate to trade receivables of T€ 36 (prior year: T€ 40) as well as to receivables from financing of T€ 760 (prior year: T€ 576).

**(C.4.) Equity**

Subscribed capital amounts to T€ 980 and consists of 980,392 no-par-value registered shares.

As was the case in the prior year, the net retained profits for the financial year do not contain any unappropriated retained earnings brought forward. Of the net retained profits for the prior year (T€ 147,927), in financial year 2022, an amount of T€ 84,994 was allocated to the revenue reserves and T€ 62,933 was distributed to the shareholders.

In financial year 2022, the shareholders made an additional payment into the capital reserves within the meaning of Section 272 (2) No. 4 HGB amounting to T€ 29,381.

**(C.5.) Provisions**

Other provisions have primarily been recognized for bonuses, impending losses from currency derivatives, vacation, overtime, outstanding invoices and dismantling obligations.

**(C.6.) Liabilities**

The liabilities have the following residual terms.

in T€ 12/31/2022	Residual term of up to one year	Residual term of one to five years	Residual term of more than five years	Total
Bank loans and overdrafts	102,213	455,000	-	557,213
Trade payables	5,313	-	-	5,313
Payables to affiliated companies	297,596	700,000	-	997,596
Other liabilities	2,235	3,334	-	5,569
	<b>407,357</b>	<b>1,158,334</b>	-	<b>1,565,691</b>



in T€ 12/31/2021	Residual term of up to one year	Residual term of one to five years	Residual term of more than five years	Total
Bank loans and overdrafts	50,447	335,000	-	<b>385,447</b>
Trade payables	3,553	-	-	<b>3,553</b>
Payables to affiliated companies	303,122	700,000	-	<b>1,003,122</b>
Other liabilities	426	-	-	<b>426</b>
	<b>357,548</b>	<b>1,035,000</b>	-	<b>1,392,548</b>

No liabilities have been collateralized by BayWa r.e. AG. In the case of bank loans and overdrafts (residual term of 1 – 5 years, collateral amounting to T€ 355,000 (prior year: T€ 335,000) has been furnished by BayWa Aktiengesellschaft, Munich (abbreviation: BayWa AG). Similar collateral from BayWa AG also exists for a significant share of the short-term bank loans and overdrafts (residual term of up to one year).

Of the payables to affiliated companies, T€ 18,997 (prior year: T€ 10,922) relates to trade payables and T€ 978,598 (prior year: T€ 992,200) relates to liabilities from financing. Payables to affiliated companies contain no liabilities to shareholders.

### (C.7.) Deferred taxes

Valuation was carried out at the tax rate of 32.59% for corporation tax and trade tax (prior year: 32.57%).

Deferred tax assets result mainly from tax loss carry forwards and, in particular, differences between the tax and commercial accounts in the case of participations in partnerships and corporations as well as liabilities, whereas deferred tax liabilities result mainly from differences in other receivables and liabilities.

Deferred taxes developed as follows:

in T€	Deferred tax assets	Deferred tax liabilities	Balance
12/31/2021	10,579	-10,579	<b>0</b>
12/31/2022	13,479	-20,519	<b>-7,040</b>
Change	2,900	-9,940	<b>-7,040</b>

## (D.) Notes to the income statement

### (D.1.) Other operating income

Other operating income amounts to T€ 182,685 compared to T€ 163,845 in the prior year. This primarily relates to income from foreign currency translation amounting to T€ 140,325 (prior year: T€ 106,972), of which T€ 81,591 consisted of realized exchange rate gains (prior year: T€ 20,464). This income from foreign currency translation is counteracted by expenses from foreign currency translation amounting to T€ 147,801 (prior year: T€ 109,415) in other operating expenses.

In addition, other operating income contains off-period income from write-ups on written-down receivables (T€ 10,831; prior year: T€ 34,874) as well as the reversal of provisions (T€ 816; prior year: T€ 419) as well as income from the sale of equity interests (T€ 25,520; prior year: T€ 0).

In the prior year, other operating income additionally contained further income of exceptional proportions from an out-of-court arbitration procedure (T€ 8,802) as well as gains from a merger amounting to T€ 5,432.

### (D.2.) Other operating expenses

Other operating expenses amount to T€ 211,152 compared to T€ 142,880 in the prior year. This primarily contains expenses from foreign currency translation amounting to T€ 147,801 (prior year: T€ 109,415), of which T€ 120,574 consisted of realized exchange rate losses (prior year: T€ 57,955).

Other operating expenses also contain off-period expenses from write-downs on receivables amounting to T€ 12,800. In the prior year, no material extraordinary or off-period expenses were contained in the other operating expenses.

### (D.3.) Taxes on income

The expenses in the amount of T€ 8,658 primarily relate to deferred taxes. Please refer to the comments under C.7 regarding deferred taxes.

## (E.) Other disclosures

### (E.1.) Contingent liabilities

In the financial year, BayWa r.e. Holding issued declarations of commitment meet claims pursuant to Section 264 (3) HGB for the following subsidiaries:

- BayWa r.e. Rotor Service GmbH, Basdahl
- BayWa r.e. Rotor Service Vermögensverwaltungs GmbH, Basdahl
- BayWa r.e. Green Energy Products GmbH, Munich
- BayWa r.e. Solar Energy Systems GmbH, Tübingen
- BayWa r.e. Operation Services GmbH, Munich
- renerco plan consult GmbH, Munich
- BayWa r.e. Wind GmbH, Munich
- BayWa r.e. Wind Verwaltungs GmbH, Gräfelfing
- RENERCO GEM 2 GmbH, Gräfelfing
- BayWa r.e. Data Services GmbH, Munich
- BayWa r.e. Windpark Arlena GmbH, Gräfelfing
- BayWa r.e. Asset Management GmbH, Gräfelfing
- Windpark Bella GmbH, Gräfelfing
- BayWa r.e. Wind 20+ GmbH, Gräfelfing
- BayWa r.e. Solar Projects GmbH, Munich
- BayWa r.e. Italia Assets GmbH, Gräfelfing
- BayWa r.e. Global Services GmbH, Munich
- BayWa r.e. Energy Ventures GmbH, Gräfelfing
- BayWa r.e. Asset Verwaltungs GmbH, Gräfelfing
- Windpark Kamionka GmbH, Gräfelfing
- Regeneratives Land GmbH, Gräfelfing
- BayWa r.e. Power Solutions GmbH, Munich
- Solarpark Samas GmbH, Gräfelfing
- BayWa r.e. Energy Trading GmbH, Munich
- zebotec GmbH, Konstanz
- novotegra GmbH, Tübingen
- BayWa r.e. EMEA IPP Holding GmbH, Munich
- NWind GmbH, Hanover
- Windpark Quelkhorn GmbH, Ottersberg
- Windpark Grüntal GmbH, Sydower Fließ
- Windpark Velgen-Bornsen GmbH, Bienenbüttel
- NWind Windparkbetriebsgesellschaft Oedelum mbH, Oedelum
- Windpark Schnellwettern GmbH, Sommerland
- Solarpark Kobe GmbH, Munich

This obligation covers all obligations entered into by the subsidiary up to and including December 31, 2022 (balance sheet date) in the following financial year and to provide the subsidiary with the financial resources to ensure that it is always capable of meeting these obligations to its creditors on time.

In total, the commitment to meet claims covers € 694.1 million (prior year: € 1,118.3 million) of liabilities, € 112.5 million (prior year: € 56.1 million) of provisions, € 35.1 million (prior year: € 13.0 million) of other financial obligations and € 13.5 million (prior year: € 23.0 million) of contingent liabilities. BayWa r.e. Holding does not anticipate any claim in connection with the commitment to meet claims because the companies are capable of fulfilling the underlying obligations themselves due to their financial position.

## (E.2.) Sureties/guarantees and letters of comfort

The following sureties/guarantees and letters of comfort exist:

in T€	12/31/2022	12/31/2021
Sureties/guarantees	205,749	237,678
Letters of comfort	1,001,616	85,106
	<b>1,207,365</b>	<b>322,784</b>

The sureties and guarantees as well as the letters of comfort that exist are exclusively to the benefit of affiliated companies. The risk of a claim being made here is currently assessed as low because there are no indications that the companies concerned will not be able to fulfill their obligations themselves.

## (E.3.) Derivative financial instruments

BayWa r.e. Holding executes foreign currency forwards and swaps to hedge anticipated foreign currency transactions and to hedge loans granted to subsidiaries in foreign currencies if the refinancing at the level of BayWa r.e. Holding is denominated in euros. As of 12/31/2022, the positive fair values amounted to T€ 10,441 (prior year: T€ 3,461) and the negative fair values amounted to T€ -4,110 (prior year: T€ -5,099). Valuation units pursuant to Section 254 HGB are not recognized. For derivative financial instruments with a negative fair value as of the balance sheet date, provisions for anticipated losses are recognized and are reported under other provisions. The fair values of foreign exchange transactions are determined on the basis of quoted market prices on the balance sheet date.

	Nominal value	Fair value in T€
<b>Positive fair values</b>		
AUD sale	TAUD 261,586 / T€ 166,857	688
CHF sale	TCHF 25,256 / T€ 25,712	73
GBP sale	TGBP 218,573 / T€ 250,947	5,133
JPY sale	TJPY 268,642 / TUSD 2,120	28
SEK sale	TSEK 71,457 / T€ 6,547	133
USD sale	TUSD 973,270 / T€ 911,064	4,094
AUD purchase	TAUD 300 / T€ 190	1
JPY purchase	TJPY 1,489,387 / TUSD 11,266	290
PLN purchase	TPLN 850 / T€ 178	1
		<b>10,441</b>
<b>Negative fair values</b>		
AUD sale	TAUD 170 / T€ 107	-1
CAD sale	TCAD 38,830 / T€ 26,706	-62
CZK sale	TCZK 325,295 / T€ 13,234	-119
JPY sale	TJPY 9,189,561 / T€ 63,788	-1,829
JPY sale	TJPY 1,489,387 / TUSD 11,266	-290
PLN sale	TPLN 247,233 / T€ 51,746	-391
THB sale	TTHB 667,897 / T€ 18,208	-34
AUD purchase	TAUD 370 / T€ 236	-1
CAD purchase	TCAD 540 / T€ 372	-1
CHF purchase	TCHF 4,500 / T€ 4,588	-19
GBP purchase	TGBP 81,069 / T€ 92,437	-1,310
JPY purchase	TJPY 268,642 / TUSD 2,120	-28
PLN purchase	TPLN 2,900 / T€ 613	0
SEK purchase	TSEK 2,400 / T€ 220	-4
THB purchase	TTHB 50,000 / T€ 1,387	-21
		<b>-4,110</b>

## (E.4.) Other financial commitments

In addition to contingent liabilities and derivative financial instruments, there are other financial obligations from rental and lease agreements in the amount of T€ 9,390 (prior year: T€ 8,503). Of these, T€ 3,616 (prior year: T€ 2,843) are owed to affiliated companies.

The residual terms are as follows:

in T€	12/31/2022	12/31/2021
Up to 1 year	6,172	4,379
1 to 5 years	2,969	3,794
More than 5 years	249	330
	<b>9,390</b>	<b>8,503</b>

#### (E.5.) Disclosures pursuant to Section 160 (1) No. 8 AktG

BayWa r.e. Holding was informed of the existence of the following participations:

##### **April 12, 2021:**

Pursuant to Section 20 (1) and (3) AktG, BayWa Aktiengesellschaft notified us that it, without taking shares pursuant to Section 20 (2) AktG into account, directly owns more than a quarter of the shares in BayWa r.e. AG.

Furthermore, pursuant to Section 20 (4) AktG, BayWa Aktiengesellschaft notified us that it directly owns a majority shareholding within the meaning of Section 16 (1) AktG in BayWa r.e. AG.

Pursuant to Section 20 (1) and (3) AktG, EIP Ruby Renewables Invest GmbH notified us that it directly owns more than a quarter of the shares in BayWa r.e. AG.

Pursuant to Section 20 (1) AktG, EIP Ruby Renewables Invest Holding S.à.r.l. notified us that it indirectly owns more than a quarter of the shares in BayWa r.e. AG because the shares owned directly by EIP Ruby Renewables Invest GmbH, which is dependent on it, in BayWa r.e. AG are attributable to it pursuant to Section 16 (4) AktG.

Pursuant to Section 20 (1) AktG, EIP Renewables Invest SCS notified us that it indirectly owns more than a quarter of the shares in BayWa r.e. AG because the shares owned directly by EIP Ruby Renewables Invest GmbH, which is dependent on it, in BayWa r.e. AG are attributable to it pursuant to Section 16 (4) AktG.

Pursuant to Section 20 (1) AktG, EIP Renewables Invest GP S.à.r.l notified us that it indirectly owns more than a quarter of the shares in BayWa r.e. AG because the shares owned directly by EIP Ruby Renewables Invest GmbH, which is dependent on it, in BayWa r.e. AG are attributable to it pursuant to Section 16 (4) AktG.

Pursuant to Section 20 (1) AktG, Energy Infrastructure Partners AG notified us that it indirectly owns more than a quarter of the shares in BayWa r.e. AG because the shares owned directly by EIP Ruby Renewables Invest GmbH, which is dependent on it, in BayWa r.e. AG are attributable to it pursuant to Section 16 (4) AktG.

Pursuant to Section 20 (1) AktG, Energy Infrastructure Partners Holding AG notified us that it indirectly owns more than a quarter of the shares in BayWa r.e. AG because the shares owned directly by EIP Ruby Renewables Invest GmbH, which is dependent on it, in BayWa r.e. AG are attributable to it pursuant to Section 16 (4) AktG.

The attribution of shares directly owned by EIP Ruby Renewables Invest GmbH to Energy Infrastructure Partners Holding AG and every other notifying entity takes place along the following shareholding chain up to the respective notifying entity (presented in descending order) in each case:

- Energy Infrastructure Partners AG (Zürich, Switzerland)
- EIP Renewables Invest GP S.à.r.l. (Luxembourg, Grand Duchy of Luxembourg)
- EIP Renewables Invest SCS (Luxembourg, Grand Duchy of Luxembourg)
- EIP Ruby Renewables Invest Holding S.à.r.l. (Luxembourg, Grand Duchy of Luxembourg)
- EIP Ruby Renewables Invest GmbH (Frankfurt am Main, Germany)

**July 9, 2021:**

Pursuant to Section 20 (1) and (3) AktG, BayWa EEH GmbH notified us that it, without taking shares pursuant to Section 20 (2) AktG into account, directly owns more than a quarter of the shares in BayWa r.e. AG.

Furthermore, pursuant to Section 20 (4) AktG, BayWa EEH GmbH notified us that it directly owns a majority shareholding within the meaning of Section 16 (1) AktG in BayWa r.e. AG.

Pursuant to Section 20 (5) AktG, BayWa Aktiengesellschaft notified us that it no longer indirectly owns more than a quarter of the shares in BayWa r.e. AG and that it no longer owns an indirect majority shareholding within the meaning of Section 16 (1) AktG in BayWa r.e. AG.

Furthermore, pursuant to Section 21 (1) AktG, BayWa Aktiengesellschaft notified us that it indirectly owns a majority shareholding within the meaning of Section 16 (1) AktG in BayWa r.e. AG because the shares owned directly by BayWa EEH GmbH, which is dependent on it, are attributable to it pursuant to Section 16 (4) AktG.

**(E.6.) Governing bodies of BayWa r.e. AG**

**Supervisory Board**

Prof. Klaus Josef Lutz, Chairman of the Management Board at BayWa AG (Chairman of the Supervisory Board)

Roland Dörig, Managing Partner of Energy Infrastructure Partners AG (Deputy Chairman of the Supervisory Board)

Andreas Helber, Management Board Member at BayWa AG

Martin Rey, attorney, Managing Partner at Maroban GmbH

Tim Marahrens, Co-Head of Investment at Energy Infrastructure Partners AG

Dr. Eveline Steinberger, Managing Partner at The Blue Minds Company GmbH

Marcus Pöllinger, Management Board Member at BayWa AG (since October 7, 2022)

Dr. Suzanne Thoma, Management Board Member of Sulzer AG (since October 7, 2022)

## Management Board

### Matthias Taft

CEO and responsible for BE Wind Projects, BE Solar Projects, BE Services and BE IPP, Legal, Corporate Finance, Strategy and Energy Policy & Sustainability. Until March 31, 2021, he was also management board member for the Energy division at the parent company BayWa AG.

### Günter Haug

COO and responsible for BE Solar Trade, BE Energy Solutions, Marketing, IT, Digital Projects and Organization & Change.

### Harald Wilbert (until November 28, 2022)

CFO and responsible for activities in the divisions Bioenergy, Finance & Controlling, Corporate Treasury, HR and Risk

## (E.7.) Total remuneration of the management board and supervisory body

The total remuneration of the management board amounted to T€ 5,384 in financial year 2022 (prior year: T€ 3,934).

The total remuneration of the supervisory board amounted to T€ 116 in financial year 2022 (prior year: T€ 79).

## (E.8.) Employees

The average number of employees for the financial year was 280 (prior year: 221), of which 224 were working on a full-time basis and 55 were working on a part time basis (difference from average: temporary staff and staff on prenatal leave).

## (E.9.) Appropriation of profits

As of December 31, 2022, BayWa r.e. AG reports net retained profits in the amount of € 25,461,481.19. At the shareholders' meeting on April 25, 2023, the management board and the supervisory board will propose that this amount be used as follows:

in €	2022
BayWa EEH GmbH dividends	27,347,977.90
EIP dividends	26,275,499.60
Withdrawal from other revenue reserves	28,161,996.31

Because the proposed dividend payment amounting in total to € 53,623,477.50 exceeds the net retained profits by € 28,161,996.31, a withdrawal from other revenue reserves in this amount is proposed.

## (E.10.) Auditor's fees

The disclosures regarding the auditor's fees are contained in the consolidated financial statements of BayWa AG pursuant to Section 285 No. 17 HGB.

## (E.11.) Group affiliation

BayWa r.e. Holding is parent company within the meaning of Section 290 (1) HGB. BayWa r.e. Holding was essentially not obligated to prepare consolidated financial statements as of December 31, 2022, because BayWa AG, in its capacity as managing entity of the German group, prepared consolidated financial statements (largest and smallest group of consolidated companies) and a group management report as of December 31, 2022, with an exempting effect for BayWa r.e. Holding. The disclosure of the consolidated financial statements of BayWa AG takes place in the German electronic Federal Gazette (*Bundesanzeiger*). BayWa r.e. Holding nevertheless prepares subgroup financial statements in accordance with the International Financial Reporting Standards (IFRS) as applicable within the European Union and with the supplementary disclosures pursuant to Section 315e HGB. These subgroup financial statements are also published in the electronic Federal Gazette.

## (E.12.) Report on subsequent events

**Announcement of the planned sale of the international solar trading business**

Pursuant to the resolution dated March 1, 2023 the BayWa r.e. Group intends to sell its international solar trading business. The planned transaction is based on the strategic reorientation of BayWa r.e. AG, which in future will focus on the international project business as well as its further expansion as an independent power producer (IPP). The planned sale also serves the purpose of reallocating the invested capital. Due to the status and scope of the transaction, it is not expected that any sale will be completed within the next twelve months.

Munich, April 25, 2023  
BayWa r.e. AG  
The Management Board

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Matthias Taft  
CEO

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Günter Haug  
COO



## Fixed-Asset Movement Schedule of BayWa r.e. AG in Financial Year 2022 (Appendix 1 to the Notes)

In T€	Cost					
	01/01/2022	Additions	Mergers	Disposals	Retransfers	31/12/2022
<b>Intangible assets</b>						
Purchased concessions, industrial rights and similar rights and assets as well as licenses in such rights and assets	1,617.0	191.4	–	–	91.7	1,900.2
	<b>1,617.0</b>	<b>191.4</b>	<b>–</b>	<b>–</b>	<b>91.7</b>	<b>1,900.2</b>
<b>Property, plant and equipment</b>						
Land, similar rights and buildings including buildings on leasehold land	425.7	–	–	–	–	425.7
Technical equipment and machinery	12,833.6	3.5	–	-7.0	–	12,830.1
Other equipment, operating and office equipment	4,042.0	930.4	–	-561.2	–	4,411.2
Prepayments made and construction in process	333.3	0.3	–	-241.9	-91.7	–
	<b>17,634.6</b>	<b>934.2</b>	<b>–</b>	<b>-810.2</b>	<b>-91.7</b>	<b>17,667.0</b>
<b>Financial assets</b>						
Shares in affiliated companies	350,839.2	48,562.9	–	-35,940.4	–	363,461.7
Other long-term equity investments	252.5	–	–	–	–	252.5
Other loans	5.0	–	–	–	–	5.0
Prepayments	–	1,187.4	–	–	–	1,187.4
	<b>351,096.7</b>	<b>49,750.3</b>	<b>–</b>	<b>-35,940.4</b>	<b>–</b>	<b>364,906.6</b>
<b>Total fixed assets</b>	<b>370,348.3</b>	<b>50,876.0</b>	<b>–</b>	<b>-36,750.6</b>	<b>–</b>	<b>384,473.8</b>

	Amortization / depreciation						Carrying values		
	01/01/2022	Mergers	Amortization / depreciation – current year	Amortization / depreciation - disposals	Write-ups	Retransfers	31/12/2022	31/12/2021	
	-1,498.3	–	-156.6	–	–	–	-1,654.9	245.3	118.7
	-1,498.3	–	-156.6	–	–	–	-1,654.9	245.3	118.7
	-161.4	–	-42.0	–	–	–	-203.4	222.2	264.2
	-8,401.1	–	-508.3	-0.5	–	–	-8,908.9	3,921.2	4,432.5
	-2,321.0	–	-739.1	-528.2	–	–	-2,531.9	1,879.3	1,721.1
	–	–	–	–	–	–	–	–	333.4
	-10,883.5	–	-1,289.4	-528.7	–	–	-11,644.2	6,022.7	6,751.2
	-6,776.9	–	–	–	–	–	-6,776.9	356,684.8	344,062.3
	–	–	–	–	–	–	–	252.5	252.5
	–	–	–	–	–	–	–	5.0	5.0
	–	–	–	–	–	–	–	1,187.4	–
	-6,776.9	–	–	–	–	–	-6,776.9	358,129.7	344,319.8
	-19,158.7	–	-1,446.1	-528.7	–	–	-20,076.1	364,397.7	351,189.7

## List of the shareholdings of BayWa r.e. AG as of December 31, 2022 pursuant to Section 285 No. 11, No. 11a and No. 11b HGB (Appendix 2 to the Notes to the Financial Statements)

The following disclosures relate to aggregated direct and indirect shareholdings pursuant to Section 16 (2) and (4) of the German Stock Corporation Act (Aktiengesetz – AktG) in equity investments pursuant to Section 271 (1) of the German Commercial Code (Handelsgesetzbuch – HGB). In each case, the disclosures regarding the equity and net profit or loss for the year have been taken from the most recent available annual financial statements prepared pursuant to the accounting provisions of national law and predominantly from those dated December 31, 2022. In the case of the affiliated companies included in the consolidated financial statements, the IFRS values (HB II) prepared for consolidation purposes have been used. In a small number of exceptional cases, it was only possible to use values from earlier years for the affiliated companies not included in the consolidated financial statements as well as joint ventures and associated companies of minor significance not accounted for according to the equity method.

Company name and registered office	Capital share in %	Equity	Net income / net loss for the year
<b>Affiliated companies included in the consolidated financial statements</b>			
Acamba Renovables, S.L.U., Saragossa, Spain	100.0	33,728	-1
Accitana Solar, S.L., Barcelona, Spain	100.0	644	-4
Airies 2 Windfarm Limited, Edinburgh, Great Britain	100.0	0	222
Alcione Rinnovabili S.r.l., Milan, Italy	100.0	47	-29
Almodovar Solar S.L.U., Barcelona, Spain	70.0	878	-8
Aludra Energies SARL, Paris, France	100.0	-37	4
American Beech Solar 2 LLC, Irvine, USA	100.0	0	0
American Beech Solar LLC, Irvine, USA	100.0	0	0
Ampero GmbH, Munich	100.0	-9,002	-7,409
Åshults Kraft AB, Malmö, Sweden	100.0	56	-3
Athena Solar S.r.l., Milan, Italy	100.0	7	-27
Atlante S.r.l., Milan, Italy	100.0	65	-25
Aurora Borealis Solar LLC, Irvine, USA	100.0	0	0
Aurora Solar Projects, LLC, Irvine, USA	100.0	-92	-33
Aurum HoldCo OY, Helsinki, Finland	100.0	4	0
BaSE Renewables Sdn. Bhd., Kuala Lumpur, Malaysia	100.0	194	-5
BayWa r.e. (Thailand) Co., Ltd., Bangkok, Thailand	100.0	522	81
BayWa r.e. Asia Pacific Pte. Ltd., Singapore, Singapore	100.0	-1,119	-896
BayWa r.e. Asset Holdings Japan 2 Pte. Ltd., Singapore, Singapore	100.0	-893	-910
BayWa r.e. Asset Holdings Japan Pte. Ltd., Singapore, Singapore	100.0	-1,091	-638
BayWa r.e. Asset Management GmbH, Gräfelfing	100.0	923	71
BayWa r.e. Asset Verwaltungs GmbH, Gräfelfing	100.0	225	-30
BayWa r.e. Australia Pty Ltd, Richmond, Australia	100.0	-755	-80
BayWa r.e. Benelux SRL, Eupen, Belgium	100.0	-1,995	-1,356
BayWa r.e. Data Services GmbH, Munich	100.0	-1,091	-584
BayWa r.e. Desarrollos Solares S. de R.L. de C.V., Mexico City, Mexico	100.0	4,508	-2,013
BayWa r.e. Development Land Holdco, LLC, Irvine, USA	100.0	315	89
BayWa r.e. Development, LLC, Irvine, USA	100.0	28,444	15,656
BayWa r.e. EMEA IPP Holding GmbH, Munich	100.0	16,338	-232
BayWa r.e. Energy Solutions Asset Holdings Vietnam Pte.Ltd., Singapore, Singapore	100.0	-26	-8
BayWa r.e. Energy Solutions Pte.Ltd., Singapore, Singapore	100.0	-203	173
BayWa r.e. Energy Trading GmbH, Munich	100.0	129,834	63,136
BayWa r.e. Energy Trading S.r.l., Milan, Italy	100.0	-2,148	-1,278
BayWa r.e. Energy Ventures GmbH, Gräfelfing	100.0	11,646	-2,519
BayWa r.e. EPC, LLC, Irvine, USA	100.0	22,221	-243
BayWa r.e. EPC, S. de R.L. de C.V., Mexico-City, Mexico	100.0	1,079	-2,556
BayWa r.e. España S.L.U., Barcelona, Spain	100.0	-1,061	-1,050
BayWa r.e. France SAS, Paris, France	100.0	32,973	9,789
BayWa r.e. Green Energy Products GmbH, Munich	100.0	1,002	310
BayWa r.e. Hellas MEPE, Athen, Greece	100.0	-19	-42
BayWa r.e. Ireland Limited, Dublin, Ireland	100.0	-2,246	-1,148
BayWa r.e. Italia Assets GmbH, Gräfelfing	100.0	171	-18
BayWa r.e. Italia S.r.l., Milan, Italy	100.0	9,283	9,306

BayWa r.e. Japan K.K., Tokio, Japan	100.0	-10,217	-3,051
BayWa r.e. Korea Co., Ltd., Seoul, South Korea	100.0	-2,734	-1,163
BayWa r.e. Mexico, LLC, Irvine, USA	100.0	-462	-345
BayWa r.e. Nordic 1 AB, Malmö, Sweden	100.0	31	0
BayWa r.e. Nordic AB, Malmö, Sweden	100.0	8,573	-2,111
BayWa r.e. O&M Services, S. de R.L. de C.V., Mexico City, Mexico	95.0	-836	-679
BayWa r.e. Offshore Wind GmbH, Munich	100.0	189	-1
BayWa r.e. Operation Services GmbH, Munich	100.0	1,940	-98
BayWa r.e. Operation Services Limited, Milton Keynes, Great Britain	100.0	-6,007	-4,420
BayWa r.e. Operation Services LLC, Irvine, USA	100.0	-7,574	-6,104
BayWa r.e. Operation Services Pty Ltd, Richmond, Australia	100.0	-22	10
BayWa r.e. Operation Services S.r.l., Milan, Italy	100.0	5,550	3,424
BayWa r.e. Operation Services, S. de R.L. de C.V., Mexico-City, USA	100.0	0	0
BayWa r.e. Polska Sp. z o.o., Warsaw, Poland	100.0	-2,995	-1,555
BayWa r.e. Power Solutions GmbH, Munich	100.0	-12,362	-4,491
BayWa r.e. Power Solutions S.r.l., Verona, Italy	100.0	263	-1,189
BayWa r.e. Power Solutions, Inc. dba Enable Energy, Sacramento, USA	100.0	13,318	4,016
BayWa r.e. Progetti S.r.l., Milan, Italy	100.0	182	-770
BayWa r.e. Projects Australia Pty Ltd, Richmond, Australia	100.0	-6,077	-1,673
BayWa r.e. Projects España S.L.U., Madrid, Spain	100.0	6,992	-3,136
BayWa r.e. Projects Greece Single Member P.C., Athens, Greece	100.0	-2,328	-1,908
BayWa r.e. Romania S.r.l., Sibiu, Romania	100.0	-1,147	-72
BayWa r.e. Rotor Service GmbH, Basdahl	100.0	-688	-1,143
BayWa r.e. Rotor Service Vermögensverwaltungs GmbH, Basdahl	100.0	1,099	132
BayWa r.e. Scandinavia AB, Malmö, Sweden	100.0	389	-1
BayWa r.e. Solar Asset Holding Korea Co., Ltd., Seoul, South Korea	100.0	-250	-126
BayWa r.e. Solar Asset Holdings LLC, Irvine, USA	100.0	-9,199	-5,151
BayWa r.e. Solar B.V., Heerenveen, Netherlands	100.0	67,212	33,705
BayWa r.e. Solar Energy Systems GmbH, Tübingen	100.0	40,333	22,372
BayWa r.e. Solar Projects GmbH, Munich <sup>1</sup>	100.0	17,286	0
BayWa r.e. Solar Projects LLC, Irvine, USA	100.0	-84,043	-47,082
BayWa r.e. Solar Projects Pty Ltd, Richmond, Australia	100.0	-10,684	-1,404
BayWa r.e. Solar Pte. Ltd., Singapore, Singapore	100.0	-14,123	-2,025
BayWa r.e. Solar Systems (Vietnam) Co., Ltd., Ho-Chi-Minh-Stadt, Vietnam	100.0	-134	-194
BayWa r.e. Solar Systems Co., Ltd., Bangkok, Thailand	100.0	2,520	1,083
BayWa r.e. Solar Systems Corporation, Makati, Philippines	100.0	-214	-78
BayWa r.e. Solar Systems Inc., Edmonton, Canada	100.0	2,568	266
BayWa r.e. Solar Systems LLC, Wilmington, USA	100.0	38,942	7,678
BayWa r.e. Solar Systems Pty Ltd, Adelaide, Australia	100.0	-1,378	-1,002
BayWa r.e. Solar Systems S. de R.L. de C.V., Zapopan, Mexico	100.0	4,941	-779
BayWa r.e. Solar Systems S.à r.l., Wemperhardt, Luxembourg	100.0	29,254	18,032
BayWa r.e. Solar Systems S.L.U., Barcelona, Spain	100.0	10,051	7,157
BayWa r.e. Solar Systems S.r.l., Colognola ai Colli, Italy	100.0	26,293	19,328
BayWa r.e. Solar Systems s.r.o., Prag, Czech Republic	100.0	16,937	9,458
BayWa r.e. Solar Systems SAS, Bordeaux, France	100.0	7,986	4,890
BayWa r.e. Solar Systems sp. z o.o., Zabierzów, Poland	100.0	7,529	4,436
BayWa r.e. Solardächer II GmbH & Co. KG, Gräfelfing	100.0	-203	27
BayWa r.e. UK (Developments) Ltd., London, Great Britain	100.0	5,161	260
BayWa r.e. UK Limited, London, Great Britain	100.0	17,511	10,952
BayWa r.e. USA, LLC, Wilmington, USA	100.0	37,558	22,508
BayWa r.e. Vietnam Co., Ltd., Ho-Chi-Minh-City, Vietnam	100.0	-299	-668
BayWa r.e. Wind 20+ GmbH, Gräfelfing	100.0	-191	-80
BayWa r.e. Wind Asset Holdings Vietnam Pte. Ltd., Singapore, Singapore	100.0	-24	-8
BayWa r.e. Wind GmbH, Munich	100.0	47,288	30,638
BayWa r.e. Wind Projects Vietnam Co., Ltd., Ho-Chi-Minh-City, Vietnam	100.0	-269	-243
BayWa r.e. Wind Pte. Ltd., Singapore, Singapore	100.0	-533	-952
BayWa r.e. Wind Verwaltungs GmbH, Gräfelfing	100.0	383	46
BayWa r.e. Wind, LLC, Wilmington, USA	95.0	-33,682	-7,799

BayWa r.e. Windpark Arlena GmbH, Gräfelfing	100.0	162	7,989
BayWa r.e. Windparkportfolio 1 GmbH & Co. KG, Gräfelfing	100.0	-408	-408
BayWa r.e. Zambia Ltd., Lusaka, Sambia	100.0	-525	-61
BayWa re (Malaysia) Sdn. Bhd., Kuala Lumpur, Malaysia	100.0	-177	-42
BayWa re Energy Solutions Sdn. Bhd., Kuala Lumpur, Malaysia	100.0	-722	-433
BayWa r.e. Wind Asset Holding Korea Co., Ltd., Seoul, South Korea	100.0	73	-1
Becon Project Management & Consultancy Services Ltd, Edinburgh, Great Britain	100.0	2,808	-111
Bendigo Solar Farm Holdco Pty Ltd, Richmond, Australia	100.0	0	0
Bendigo Solar Farm Pty Ltd, Richmond, Australia	100.0	-294	-38
Bielstein S.L.U., Barcelona, Spain	100.0	-125	-73
Bierstadt Energy Storage LLC, Irvine, USA	100.0	0	0
Big Creek Solar 1 LLC, Irvine, USA	100.0	0	0
Big Creek Solar 2 LLC, Irvine, USA	100.0	0	0
Big Creek Solar 3 LLC, Irvine, USA	100.0	0	0
Black Rock Solar II LLC, Irvine, USA	100.0	0	0
Black Rock Solar LLC, Irvine, USA	100.0	0	0
Blue Solar LLC, Irvine, USA	100.0	0	0
Bluebird Solar LLC, Irvine, USA	100.0	-4,096	0
Botsay Energie SAS, Paris, France	100.0	-149	-123
brandpower P1 GmbH, Kilb, Austria	100.0	552	-3
brandpower S1 GmbH, Kilb, Austria	100.0	1,228	1,096
brandpower S2 GmbH, Kilb, Austria	100.0	2,446	2,350
BRE/GE Solar Developments Limited, Edinburgh, Great Britain	51.0	-12	-11
Broken Cross Wind Farm Limited, Edinburgh, Great Britain	100.0	10,681	-372
Bronco Energy Storage LLC, Irvine, USA	100.0	0	0
Brushy Creek Solar LLC, Irvine, USA	100.0	0	0
Bullawah Wind Farm Pty Ltd, Richmond, Australia	100.0	-3	-3
Camden Solar Class B LLC, Irvine, USA	100.0	17,681	-2
Camden Solar LLC, Irvine, USA	100.0	29,042	-358
Camden Tax Equity Partnership LLC, Irvine, USA	100.0	18,542	871
Caverna Energy Storage LLC, Irvine, USA	100.0	0	0
Chopin Wind, LLC, Wilmington, USA	100.0	-3,411	-580
Clos Neuf Energies SAS, Paris, France	51.0	1,016	543
Clump Farm Limited, London, Great Britain	100.0	-9	-7
Corazon Energy II, LLC, Irvine, USA	100.0	0	0
Cornucopia Hybrid LLC, Irvine, USA	100.0	0	0
Corriegarth 2 Windfarm Limited, London, Great Britain	100.0	-217	-108
Crookedstane Windfarm Ltd., Edinburgh, Great Britain	100.0	128	132
Dalquhandy Wind Farm Limited, Edinburgh, Great Britain	100.0	-1,333	-1,034
Dedun Solar, S.L., Barcelona, Spain	100.0	2,343	-4
Desarrollo Proyecto Fotovoltaico VIII, SL, Barcelona, Spain	100.0	1,673	3
Diapur HoldCo Pty Ltd, Richmond, Australia	100.0	5,370	5,556
Dionisio S.r.l., Milan, Italy	100.0	43	-101
DMA Lucera S.r.l., Rome, Italy	100.0	1,093	-60
Dörenhagen Windenergieanlagen GmbH & Co. KG, Gräfelfing	100.0	3,300	461
Driffield Solar and Storage Limited, London, Great Britain	100.0	6,181	-67
Druim Leathann Windfarm Ltd., Edinburgh, Great Britain	100.0	-64	-11
ECOWind d.o.o., Zagreb, Croatia	100.0	-1,036	-454
ECOWIND Handels- & Wartungs-GmbH, Kilb, Austria	100.0	5,624	2,316
Edom Hills Projects 1, LLC, New Castle, USA	100.0	5,632	-818
Eko-En Skibno 2 Sp. z o.o., Warsaw, Poland	100.0	-801	-37
Emera S.r.l., Milan, Italy	100.0	240	-148
Energía Diodos, S.L.U., Barcelona, Spain	100.0	552	-5
Energía Solar SLP I S. DE R.L. DE C.V., Mexico-City, Mexico	100.0	-212	-224
Energy Solutions 1 Holdings Co., Ltd., Ho-Chi-Minh-City, Vietnam	100.0	-18	-16
Energy System Services S.r.l., Milan, Italy	100.0	-980	-2,645
Eolica Aragon S.r.l., Milan, Italy	100.0	335	-26
EVN-Ecowind Sonnenstromerzeugungs GmbH, Maria Enzersdorf, Austria	50.0	5,646	-149

Febe Rinnovabili S.r.l., Milan, Italy	100.0	45	-24
Ferguson HoldCo Pty Ltd, Richmond, Australia	100.0	4,721	4,919
Fern Solar Class B LLC, Irvine, USA	100.0	87,489	-1,179
Fern Solar Development LLC, Irvine, USA	100.0	0	0
Fern Solar LLC, Irvine, USA	100.0	164,003	692
Fern Tax Equity Partnership LLC, Irvine, USA	100.0	126,593	6,662
Fern Solar Class B Holdings LLC, Irvine, USA	100.0	0	0
Fontenet Energies SAS, Paris, France	100.0	204	-1
FW Kamionka Sp. z o.o., Kamionka, Poland	100.0	14,117	3,257
Gea Rinnovabili S.r.l., Milan, Italy	100.0	63	-30
GK Alpha Mega Solar Project No. 1, Tokyo, Japan	100.0	-51	-18
GK Alpha Mega Solar Project No. 2, Tokyo, Japan	100.0	-54	-108
Gold Rush Energy Storage LLC, Irvine, USA	100.0	0	0
Gourvillette Energies SARL, Paris, France	100.0	-39	-12
Greenberry SAS, Paris, France	100.0	418	-53
GroenLeven B.V., Heerenveen, Netherlands	100.0	16,097	19,034
GroenLeven Invest B.V., Heerenveen, Netherlands	100.0	-602	-100
High Constellation Windfarm Limited, London, Great Britain	100.0	12,184	-154
Hill Farm Solar Limited, London, Great Britain	100.0	-7	-6
Hughenden Solar Farm FinCo Pty Ltd, Richmond, Australia	100.0	9	0
Hughenden Solar Farm HoldCo Pty Ltd, Richmond, Australia	100.0	-1	0
Hughenden Solar Trust, Richmond, Australia	100.0	6,957	-736
Iraak Sun Farm Pty Ltd, Richmond, Australia	100.0	5,468	-2,137
Jacumba Land HoldCo LLC, Irvine, USA	100.0	5,100	0
JBM Solar Projects 1 Limited, London, Great Britain	100.0	4,580	-52
Jung HoldCo Pty Ltd, Richmond, Australia	100.0	0	0
Jung Renewable Energy Facility Pty Ltd, Richmond, Australia	100.0	-369	-8
Juno Solar S.r.l., Milan, Italy	100.0	51	-24
JVR Energy Park LLC, Irvine, USA	100.0	0	0
K'IIN, S.A.P.I. de C.V., Mexico-City, Mexico	100.0	-170	0
KALPIS, S.A.P.I. de C.V., Mexico-City, Mexico	100.0	-1	-1
Karadoc Solar Farm FinCo Pty Ltd, Richmond, Australia	100.0	-2,105	-495
Karadoc Solar Farm HoldCo Pty Ltd, Richmond, Australia	100.0	-1	0
Kariboe Wind Farm Pty Ltd, Richmond, Australia	100.0	-3	-3
Kelsey Creek Solar Farm FinCo Pty Ltd, Richmond, Australia	100.0	120	1
Kelsey Creek Solar Farm HoldCo Pty Ltd, Richmond, Australia	100.0	-486	-908
Knickerbocker Solar LLC, Irvine, USA	100.0	0	0
Kobe Yamada PV Plant G.K., Kobe-shi, Japan	100.0	-1,673	-106
Korea Solar 1 Co., Ltd., Seoul, South Korea	100.0	61	1
Korea Solar 2 Co., Ltd., Seoul, South Korea	100.0	-8	-15
Korea Solar 3 Co., Ltd., Seoul, South Korea	100.0	-8	-15
Korea Solar 4 Co., Ltd., Seoul, South Korea	100.0	-8	-15
Korea Solar 5 Co., Ltd., Seoul, South Korea	100.0	-8	-15
Korea Solar 6 Co., Ltd., Seoul, South Korea	100.0	-8	-15
Korea Solar 7 Co., Ltd., Seoul, South Korea	100.0	6	-1
La Redonda Solar S.L., Barcelona, Spain	70.0	329	-7
Little Gala Windfarm Limited, Edinburgh, Great Britain	100.0	-77	-48
Little Prairie Solar LLC, Irvine, USA	100.0	0	0
Maestro Wind, LLC, Wilmington, USA	100.0	0	0
Matahari 1 Holdings Pte. Ltd., Singapore, Singapore	100.0	7,222	646
Mid West SF No1 Pty Ltd, Richmond, Australia	100.0	1,200	0
Mineral Point Energy Storage LLC, Irvine, USA	100.0	0	0
Mozart Wind, LLC, Wilmington, USA	100.0	-9,212	-1,833
NLei Ltd, Edinburgh, Great Britain	100.0	-4,697	-23,972
Notch Peak Solar, LLC, Irvine, USA	100.0	0	0
novotegra GmbH, Tübingen	100.0	6,548	5,006
Nuevos Parques Eólicos La Muela A.I.E., Saragossa, Spain	100.0	-38	-19
NWind GmbH, Hannover	100.0	17,590	-979

NWind Windparkbetriebsgesellschaft Oedelum mbH, Oedelum	100.0	97	-6
Oak Green Solar LLC, Irvine, USA	100.0	0	0
Opal Energy Storage LLC, Irvine, USA	100.0	0	0
Parco Solare Smeraldo S.r.l., Brixen , Italy	100.0	-195	-11
Park Eolian Limanu S.r.l., Sibiu, Romania	99.0	-103	-2
Parque Eólico La Carracha S.L., Saragossa, Spain	74.0	10,085	3,637
Parque Eólico Plana de Jarreta S.L., Saragossa, Spain	74.0	9,666	3,295
Parque Solar Kukuul, S. de R.L. de C.V., Mexico-City, Mexico	100.0	-6	0
Parque Solar La Paloma, S. de R.L. de C.V., Mexico-City, Mexico	70.0	-72	-3
Parque Solar Los Potros, S. de R.L. de C.V., Mexico-City, Mexico	100.0	-30	-4
Perrinpitt Road Solar Limited, London, Great Britain	100.0	-22	-12
Pine Lake Solar LLC,Irvine, USA	100.0	0	0
Pinscher Energy Storage LLC, Irvine, USA	100.0	0	0
PowerHub Inc., Toronto, Ontario, Canada	100.0	-15,581	-5,216
Prairie Solar 1, LLC, Irvine, USA	100.0	67	0
Prairie Solar Holdings LLC, Irvine, USA	100.0	0	0
Primrose Hybrid LLC, Irvine, USA	100.0	0	0
PV Integ AG, Ebikon, Switzerland	100.0	1,255	-73
Quilly Guenrouet Energies SAS, Paris, France	100.0	-10	-11
Rag Lane Solar Limited, London, Great Britain	100.0	-23	-11
Regeneratives Land GmbH, Gräfelfing	100.0	-8	-27
RENAM S.r.l., Milan, Italy	100.0	38	-9
renerco plan consult GmbH, Munich	100.0	-898	-106
Renertech Rotorblattservice GmbH & Co.KG, Bad Wünnenberg	100.0	838	85
Rinnovabili Melfi S.r.l., Milan, Italy	100.0	2,039	-36
Rownal Farm Solar Limited, London, Great Britain	100.0	-9	-6
Rueda Sur Solar 2, S.L.U., Saragossa, Spain	100.0	2,397	0
Rueda Sur Wind 2, S.L.U., Saragossa, Spain	100.0	9,413	-0
Rueda Sur Wind 3, S.L.U., Saragossa, Spain	100.0	9,413	0
Rueda Sur Solar 1, S.L.U., Saragossa, Spain	100.0	3,106	0
Rueda Sur Wind 1, S.L.U., Saragossa, Spain	100.0	9,413	0
Ryfors Vindkraft AB, Malmö, Sweden	100.0	55	-3
SAH Portfolio I LLC, Irvine, USA	100.0	0	0
SAH Class B Borrower LLC, Irvine, USA	100.0	0	0
Samsonwind Wirtsnock GmbH, Kilb, Austria	100.0	16	-2
Santa Fe BESS LLC, Irvine, USA	100.0	0	0
SBU Power Holdings Pte. Ltd., Singapore, Singapore	100.0	1,132	227
Scorpion Energy Storage LLC, Irvine, USA	100.0	0	0
SDK Power Sdn. Bhd., Kuala Lumpur, Malaysia	48.0	1,750	-73
Searchlight Energy Storage LLC, Irvine, USA	100.0	0	0
Serralonga Energia S.r.l., Turin, Italy	52.0	7,844	6,113
Sjönnebol Kraft AB, Malmö, Sweden	100.0	383	396
Snow Mountain Energy Storage LLC, Irvine, USA	100.0	0	0
Sol in One GmbH, Kaiserslautern	80.0	7,260	1,559
Solar Sud S.r.l., Milan, Italy	100.0	63	-26
Solare Italia S.r.l., Milan, Italy	100.0	63	-26
Solaris Industrial sp.z o.o., Warsaw, Poland	100.0	460	-23
Solarmarkt GmbH, Aarau, Switzerland	100.0	44,132	20,824
Solarna elektrana Bisko d.o.o. za proizvodnju električne energije, Zagreb, Croatia	100.0	-6	-6
Solarna elektrana Proložac d.o.o., Zagreb, Croatia	100.0	-4	-7
Solarpark Aquarius GmbH & Co. KG, Gräfelfing	100.0	-105	5
Solarpark Aries GmbH & Co. KG, Gräfelfing	100.0	-7	14
Solarpark Lupus GmbH & Co. KG, Gräfelfing	100.0	-74	-27
Solarpark Samas GmbH, Gräfelfing	100.0	727	25
Solarpark Kobe GmbH, Munich	100.0	8	-17
Solitude Hybrid LLC, Irvine, USA	100.0	0	0
South Fambridge Hall Solar Park Limited, London, Great Britain	100.0	2,981	-9
SPV Solarpark 103. GmbH & Co. KG, Gräfelfing	100.0	892	881

SPV Solarpark 105. GmbH & Co. KG, Gräfelfing	100.0	-77	-19
SPV Solarpark 112. GmbH & Co. KG, Gräfelfing	100.0	-52	12
SPV Solarpark 118. GmbH & Co. KG, Gräfelfing	100.0	-54	15
Stormon Energi AB, Malmö, Sweden	100.0	2,901	-368
Strauss Wind, LLC, San Diego, USA	100.0	-54,887	-55,593
Studios Solar 2, LLC, Irvine, USA	100.0	103	15
Studios Solar 3, LLC, Irvine, USA	100.0	448	-27
Studios Solar 4, LLC, Irvine, USA	100.0	338	42
Studios Solar 5, LLC, Irvine, USA	100.0	564	77
Studios Solar, LLC, Irvine, USA	100.0	0	0
Sud Energy s.r.l., Milan, Italy	100.0	5,091	429
Sun Power Sicilia S.r.l., Milan, Italy	100.0	54	-102
Sunfish Solar LLC, Irvine, USA	100.0	0	0
Taga Solar, LLC, Irvine, USA	100.0	549	171
Titus Canyon Solar LLC, Irvine, USA	100.0	0	0
Trédias Energies SAS, Paris, France	100.0	-57	1,094
Trinity Holding B.V., Heerenveen, Netherlands	100.0	26,881	46,470
Twilight Energy Storage LLC, Irvine, USA	100.0	0	0
Tyche Solar, S.L., Barcelona, Spain	100.0	3,414	-3
Tyre Bridge Solar LLC, Irvine, USA	100.0	0	0
Umspannwerk Klein Bünsdorf GmbH & Co. KG, Gräfelfing	100.0	515	-50
Val de Moine Energies SARL, Paris, France	100.0	-77	-28
Venosa S.r.l., Milan, Italy	100.0	67	-26
Watt Development SPV 2 S.L.U., Barcelona, Spain	100.0	5,936	-54
Watt Development SPV 9 S.L.U., Barcelona, Spain	100.0	1,156	-4
Whitelaw Brae Windfarm Ltd., Edinburgh, Great Britain	100.0	1,209	-938
Wild Stallion Energy Storage LLC, Irvine, USA	100.0	0	0
Wilhelmshöhe Infrastruktur GmbH & Co. KG, Gräfelfing	87.5	15	17
Wimmera Plains Energy Facility Holdco Pty Ltd, Richmond, Australia	100.0	0	0
Wimmera Plains Energy Facility Pty Ltd, Richmond, Australia	100.0	-221	0
Windenergie Sallingberg GmbH, Kilb, Austria	100.0	3,626	-1
Windkraft Beteiligungsgesellschaft mbH & Co. Windpark Krummensee KG, Düsseldorf	54.8	1,822	307
Windpark Bäröfen GmbH, Kilb, Austria	100.0	674	-3
Windpark Bella GmbH, Gräfelfing	100.0	-66	-21
Windpark Freimersheim GmbH & Co. KG, Gräfelfing	100.0	3,550	2,389
Windpark Grüntal GmbH, Sydower Fließ	100.0	979	0
Windpark Hessenweiler GmbH & Co. KG, Gräfelfing	100.0	-843	-163
Windpark Hettstadt GmbH & Co. KG, Gräfelfing	100.0	-369	208
Windpark Hiesberg GmbH, Kilb, Austria	100.0	-16	-3
Windpark Holle-Sillium GmbH & Co. KG, Gräfelfing	100.0	6,573	1,596
Windpark Kamionka GmbH, Gräfelfing	100.0	28,317	-5
Windpark Kraubatheck GmbH, Kilb, Austria	100.0	0	-2
Windpark Langenbrand GmbH & Co. KG, Gräfelfing	100.0	15	24
Windpark Lindchen GmbH & Co. KG, Gräfelfing	100.0	307	-227
Windpark Pferdsfeld GmbH & Co. KG, Gräfelfing	100.0	-422	-502
Windpark Polanów 1 sp. z o.o., Warsaw, Poland	100.0	-61	-23
Windpark Polanow 2 Sp. z o.o., Warsaw, Poland	100.0	-56	-23
Windpark Quelkhorn GmbH, Ottersberg	100.0	568	-4
Windpark Schnellwetterern GmbH, Sommerland	100.0	8,926	155
Windpark Velgen-Bornsen GmbH, Bienenbüttel	100.0	25	0
Windpark Wilhelmshöhe GmbH & Co. KG, Gräfelfing	100.0	4,743	-249
Windpark Wilhelmshöhe II GmbH & Co. KG, Gräfelfing	100.0	1,546	757
Windpark Wilhelmshöhe III GmbH & Co. KG, Gräfelfing	100.0	27	-594
Wooyoung Solar Power Co., Ltd, Seoul, South Korea	100.0	-16	-17
Yanel Farm Solar Limited, London, Great Britain	100.0	-21	-11
Yatpool Solar Farm FinCo Pty Ltd, Richmond, Australia	100.0	-822	-503
Yatpool Solar Farm HoldCo Pty Ltd, Richmond, Australia	100.0	-1	-
Yatpool Sun Farm Pty Ltd, Richmond, Australia	100.0	787	-2,095



zebotec GmbH, Konstanz	100.0	1,137	-100
Zonlocatie 1 B.V., Heerenveen, Netherlands	100.0	2,123	94
Zonlocatie 2 B.V., Leeuwarden, Netherlands	100.0	1,910	1,911
Zonlocatie 3 B.V., Leeuwarden, Netherlands	100.0	-35	-34
Zonlocaties Nederland B.V., Heerenveen, Netherlands	100.0	-9	-4
Zonedak A1 B.V., Heerenveen, Netherlands	100.0	-7	0
Zonedak F1 B.V., Heerenveen, Netherlands	100.0	248	210
Zonedak F2 B.V., Heerenveen, Netherlands	100.0	39	32
Zonedak O1 B.V., Heerenveen, Netherlands	100.0	532	473
Zonnapark Albrandswaard B.V., Heerenveen, Netherlands	100.0	432	505
Zonnapark Friesland B.V., Heerenveen, Netherlands	100.0	6,079	3,539
Zonnapark PV22 B.V., Leeuwarden, Netherlands	100.0	-10	-9
Zonnapark PV26 B.V., Leeuwarden, Netherlands	100.0	-217	-160
Zonnapark PV4 B.V., Heerenveen, Netherlands	100.0	495	396
Zonnapark Skülenboarch B.V., Leeuwarden, Netherlands	100.0	431	-40
Zonnapark Weperpolder B.V., Heerenveen, Netherlands	100.0	343	177
Zonnapark Woldjerspoor B.V., Heerenveen, Netherlands	100.0	3,869	525
Zonnapark XXL B.V., Leeuwarden, Netherlands	87.5	1,355	656
Zonnaparken Nederland B.V., Leeuwarden, Netherlands	100.0	17,099	15,529
<b>Affiliated companies not included in the consolidated financial statements</b>			
ABATIS Beteiligungsgesellschaft mbH, Düsseldorf	100.0	11	0
Absolute Trading Systems, S.L.U., Barcelona, Spain	100.0	-3	-6
Actual Propaganda Systems, S.L.U., Barcelona, Spain	100.0	6	-3
Advanced Tax Systems S.L.U., Barcelona, Spain	100.0	12	-3
Air Purification Systems, S.L., Barcelona, Spain	100.0	7	-3
Alga Solar Energy UAB, Vilnius, Lithuania	100.0	0	-2
Alvar Energipark ApS, Copenhagen, Denmark	100.0	5	0
Amance Energies SAS, Paris, France	100.0	-22	-19
ASC Solar Epona S.L.U., Barcelona, Spain	100.0	0	-6
Autels Villevillon Energies SAS, Paris, France	100.0	-9	-4
Automatic Recovery Systems, S.L.U., Barcelona, Spain	100.0	6	-5
BayWa Power 01 GK, Tokyo, Japan	100.0	-29	-27
BayWa r.e. IPP Verwaltungs GmbH, Munich	100.0	13	-9
BayWa r.e. Shanghai Co., Ltd., Shanghai, China	100.0	0	0
BayWa r.e. Solar Projects Holding Vietnam 1 Pte. Ltd., Singapore, Singapore	100.0	-6	-6
BayWa r.e. Solar Projects Verwaltungs GmbH, Gräfelting	100.0	55	29
BayWa r.e. Solar Systems GmbH, Poggersdorf, Austria	100.0	35	-3
BayWa r.e. Class B Holdings LLC, Irvine, USA	100.0	0	0
BayWa R.E. Development Portfolio I LLC, Irvine, USA	100.0	0	0
BayWa r.e. Energy Solutions Asset Holdings Indonesia Pte Ltd, Singapore, Singapore	100.0	-6	-6
BayWa r.e. Projects Portugal, Unipessoal, Lisboa, Portugal	100.0	0	0
Black Hill Energy Storage LLC, Irvine, USA	100.0	0	0
BLUEBIRD CLASS B LLC, Irvine, USA	100.0	0	0
Bons Fruits Energies SAS, Paris, France	100.0	1	0
Boreads Wind II Single Member Private Company, Chalandri, Greece	100.0	27	-8
Boreads Wind Single Member Private Company (IKE), Chalandri, Greece	100.0	-3	-13
Brahms Wind Holdings, LLC, Wilmington, USA	100.0	0	0
Brizay Energies SAS, Paris, France	100.0	-9	-3
Brumath Energies SAS, Paris, France	100.0	1	0
Business Sufficiency Systems, S.L.U., Barcelona, Spain	100.0	12	-4
BW DSG, LLC, Wilmington, USA	100.0	0	0
Calla Rinnovabili S.R.L., Milan, Italy	100.0	36	-19
Camden Solar Development LLC, Irvine, USA	100.0	0	0
Camelia Rinnovabili Srl, Milan, Italy	100.0	38	-23
Campagne Cazaubon Energies SAS, Paris, France	100.0	-5	-3
Cassiopea Rinnovabili S.r.l., Milan, Italy	100.0	42	-23
Castets Energies SAS, Paris, France	100.0	-8	-6

Cavaillon Energies SAS, Paris, France	100.0	1	0
Chancellorstown Solar Limited, Dublin, Ireland	100.0	0	0
Chulpan Solar Energy SRL, Bukarest, Romania	100.0	-10	-10
Cloud Hill Windfarm Limited, London, Great Britain	100.0	-59	-41
Col des 3 Soeurs SARL, Paris, France	100.0	-37	-5
Common Logic Systems, S.L., Barcelona, Spain	100.0	4	-5
Copper Dream Solar Hybrid LLC, Irvine, USA	100.0	0	0
Corazon Energy Development LLC, Irvine, USA	100.0	0	0
Corporate Creation Systems, S.L.U., Barcelona, Spain	100.0	6	-3
Corporate Reelection S.L., Barcelona, Spain	100.0	18	-4
Crono Rinnovabili S.r.l., Milan, Italy	100.0	76	-76
Crossbuck Energy Storage LLC, Irvine, USA	100.0	0	0
Dalia Rinnovabili S.R.L., Milan, Italy	100.0	35	-20
Dinara Solar Energy S.R.L., Bukarest, Romania	100.0	-9	-9
Dordives Energies SAS, Paris, France	100.0	0	0
Easy Above Systems, S.L.U., Barcelona, Spain	100.0	-3	-6
Economic Intention Systems, S.L., Barcelona, Spain	100.0	14	-4
Eguzon-Chantôme Energies SAS, Paris, France	100.0	-4	-3
Enable Energy Labs LLC, Sacramento, USA	100.0	0	0
Energy Storage System Holding B.V., Leeuwarden, Netherlands	100.0	-2	-2
Energy Solutions 1 Pte. Ltd., Singapore, Singapore	100.0	-24	-24
Engage Intelligenty, S.L.U., Barcelona, Spain	100.0	6	-4
ENP Windpark Reichenbach GmbH & Co. KG, Gräfelfing	100.0	-7	0
Eoliennes de Haute Voie SAS, Paris, France	51.0	-10	-8
Equestrian Energy Storage LLC, Irvine, USA	100.0	0	0
Erste Onshore Windkraft Beteiligungsgesellschaft mbH, Oldenburg	100.0	32	2
ESS 1 B.V., Leeuwarden, Netherlands	100.0	-1	-1
ESS 2 B.V., Leeuwarden, Netherlands	100.0	-1	-1
ESS 3 B.V., Leeuwarden, Netherlands	100.0	-1	-1
ESS 4 B.V., Leeuwarden, Netherlands	100.0	-1	-1
ESS 5 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Estruplund Energi Park Aps, Copenhagen, Denmark	100.0	-5	-3
Exeter Main Battery Limited, London, Great Britain	100.0	-14	-14
Eylia Energies SAS, Paris, France	100.0	-6	-3
Fairview Reliability Project LLC, Irvine, USA	100.0	0	0
Ferme solaire du Savonet SAS, Paris, France	100.0	1	0
Fleet Solar Limited, London, Great Britain	100.0	0	0
Fraissé Energies SAS, Paris, France	100.0	-5	-3
Garein Energies SAS, Paris, France	90.0	-6	-3
Gievres Energies SAS, Paris, France	100.0	-12	-10
Giglio Rinnovabili Srl, Milan, Italy	100.0	37	-23
Green Answers GmbH & Co. WP Vahlbruch KG, Gräfelfing	100.0	-9	-2
Green Hill Energy Storage LLC, Irvine, USA	100.0	0	0
Green Ventures 2 Single Member Private Company (IKE), Maroussi, Greece	100.0	-21	-7
Green Ventures 1 Single Member Private Company (IKE), Maroussi, Greece	100.0	-21	-7
Green Wind Deutschland GmbH, Munich	50.0	79	3
Grey Wolf Solar LLC, Irvine, USA	100.0	0	0
HaePung1 Co., Ltd., Ulsan, South Korea	100.0	7	-1
HaePung2 Co., Ltd., Ulsan, South Korea	100.0	7	-1
HaePung3 Co., Ltd., Ulsan, South Korea	100.0	7	-1
Hankook Baram Co., Ltd., Seoul, South Korea	100.0	90	16
Herlufmagle Energi- & Naturpark ApS, Copenhagen, Denmark	100.0	-2	-3
Higher Winds Systems, S.L., Barcelona, Spain	100.0	16	-4
High-Rise Building Systems, S.L., Barcelona, Spain	100.0	7	-3
Hughenden Solar Pty Ltd, Richmond, Australia	100.0	1	0
Iliako Power I Single Member Private Company (IKE), Maroussi, Greece	100.0	-43	-13
Iliako Power II Single Member Private Company (IKE), Chalandri, Greece	100.0	-45	-14
Iliako Power III Single Member Private Company (IKE), Maroussi, Greece	100.0	-41	-13

Iliako Power IV Single Member Private Company (IKE), Maroussi, Greece	100.0	-62	-16
ILIAKO POWER IX SINGLE MEMBER PRIVATE COMPANY (IKE), Maroussi, Greece	100.0	-6	-9
Iliako Power V Single Member Private Company (IKE), Maroussi, Greece	100.0	-181	-25
Iliako Power VI Single Member Private Company (IKE), Maroussi, Greece	100.0	-41	-21
Iliako Power VII Single Member Private Company (IKE), Maroussi, Greece	100.0	-50	-26
ILIAKO POWER VIII SINGLE MEMBER PRIVATE COMPANY (IKE), Maroussi, Greece	100.0	-7	-9
Infraestructuras Comunes Gerenas, S.L., Barcelona, Spain	100.0	18	-2
Infraestructuras de Íllora, S.L., Madrid, Spain	40.0	5,634	-42
Intelligent Challenge, S.L.U., Barcelona, Spain	100.0	12	-4
Iris Rinnovabili S.r.l., Milan, Italy	100.0	34	-26
Javelina Energy Storage LLC, Irvine, USA	100.0	0	0
Keranna Energies SARL, Paris, France	100.0	-37	-10
Koyash Solar Energy S.R.L., Bukarest, Romania	100.0	-15	-10
Kushiro Kitazono PV Plant G.K., Tokyo, Japan	100.0	-199	-204
La Couture Energies SARL, Paris, France	100.0	-51	-12
Les Éoliennes Citoyennes de Botsay SAS, Paris, France	100.0	-9	-3
Les Grangéoles Energies SAS, Paris, France	100.0	-5	-3
Les Platayres Energies SARL, Paris, France	100.0	-28	-5
Les Vastres Energies SAS, Paris, France	100.0	1	0
Londigny Energies SARL, Paris, France	100.0	-27	-5
Loto Rinnovabili S.R.L., Milan, Italy	100.0	31	-39
Luenga Solar, S.L.U., Barcelona, Spain	100.0	3	-5
Mailley Chazelot Energies SAS, Paris, France	100.0	1	0
Maine Anjou Energies SAS, Paris, France	100.0	1	0
Maqueda Solar, S.L.U., Barcelona, Spain	100.0	30	-4
Marugame Taiike Floating Solar GK, Tokyo, Japan	100.0	-18	-17
Marugame Tamuraike Floating Solar GK, Tokyo, Japan	100.0	-18	-17
Matur Solar Energy UAB, Vilnius, Lithuania	100.0	0	-2
Meadow Farm Battery Limited, London, Great Britain	100.0	-2	-2
Megaone Solar Energy Kft.,Budapest, Hungary	100.0	7	-4
Meyra Energipark ApS, Copenhagen, Denmark	100.0	5	0
Montmorillon Energies SAS,Paris, France	100.0	1	0
Natural Wind Energy Co., Ltd., Bangkok, Thailand	100.0	552	-13
Natural Wind Energy Holding Co., Ltd., Bangkok, Thailand	30.0	23	-4
New Universeline Systems S.L., Barcelona, Spain	70.0	-28	-6
Newone Solar Energy Kft.,Budapest, Hungary	100.0	7	-4
Ninfea Rinnovabili Srl, Milan, Italy	100.0	28	-32
North Farm Mannington Solar Limited, London, Great Britain	100.0	0	0
Nurlat Solar Energy S.R.L., Bukarest, Romania	100.0	-15	-10
Oaklands Farm Solar Limited, London, Great Britain	100.0	-76	-62
Oceano Rinnovabili S.r.l., Milan, Italy	100.0	37	-37
Olivine Energy Storage LLC, Irvine, USA	100.0	0	0
PATIS Beteiligungsgesellschaft mbH, Düsseldorf	100.0	48	-1
Pèle Joue Energies SAS, Paris, France	100.0	-16	-5
Pié Desgroies Energies SAS, Paris, France	100.0	1	0
Potential Calculation Systems, S.L., Barcelona, Spain	100.0	7	-4
POWER SOLUTIONS - WHF 01S.R.L., Verona, Italy	100.0	-6	-11
Power Ventures 2 Single Member Private Company (IKE), Maroussi, Greece	100.0	-38	-15
PowerHub GmbH, Munich	100.0	25	-2
Prairie Energies SAS, Paris, France	100.0	1	0
Prechac Energies SAS, Paris, France	100.0	-5	-3
Preferred Organizational Systems, S.L., Barcelona, Spain	100.0	5	-5
Protectionist Galleries Systems, S.L.U., Barcelona, Spain	100.0	14	-4
PT. Bumiraya Suria Abadi, Jakarta, Indonesia	49.0	0	0
Quick Opening Systems, S.L.U., Barcelona, Spain	100.0	-2	-5
Radiant Burst Systems S.L., Barcelona, Spain	100.0	-19	-5
Rapid Reaction Systems, S.L.U., Barcelona, Spain	100.0	-2	-5
Referenced Productive Systems, S.L., Barcelona, Spain	100.0	5	-4

Regolo Rinnovabili S.r.l., Milan, Italy	100.0	12	-64
Renertech Management GmbH, Gräfelfing	100.0	25	0
Renton Sistemas Aplicados, S.L., Barcelona, Spain	100.0	6	-4
Rochetaillée Energies SAS, Paris, France	100.0	-5	-3
Rosa Rinnovabili Srl, Milan, Italy	100.0	37	-24
Saint Jory Energies SAS, Paris, France	100.0	-12	-10
Saint-Bonnet-de-Bellac Energies SAS, Paris, France	100.0	-3	-4
Saintonge Energies SAS, Paris, France	80.0	-25	-16
Saints Geosmes Energies SAS, Paris, France	100.0	-15	-11
Salavat Solar Energy UAB, Vilnius, Lithuania	100.0	0	-2
Salm Energies SARL, Paris, France	100.0	-67	-5
Salsigne Villardonnell Energies SAS, Paris, France	100.0	-6	-3
SanHae Green Energy Co., Ltd., Seoul, South Korea	95.0	0	0
Saubens Energies SAS, Paris, France	100.0	-5	-3
Sea Breeze Huger, S.L.U., Barcelona, Spain	100.0	-1	-5
Senita Energy Storage LLC, Irvine, USA	100.0	0	0
Seosan Iljo Bit Solar Co., Ltd, Seoul, South Korea	100.0	7	0
Side Recovery Systems, S.L.U., Barcelona, Spain	100.0	-4	-7
Silverchain Gestión, S.L.U., Barcelona, Spain	100.0	-24	-6
Sirio Rinnovabili S.r.l., Milan, Italy	100.0	31	-41
Sofie-Amaliegaard Energi- og Naturpark ApS, Copenhagen, Denmark	100.0	0	-3
Solaire de Haute Voie SAS, Paris, France	100.0	-16	-10
Solar Plant Energ- og Naturpark ApS, Copenhagen, Denmark	100.0	0	-3
SOLAR CASTUERA, S.L., Madrid Spain	80.0	11	25
Solarna elektrana Končanica d.o.o., Zagreb, Croatia	100.0	1	-1
Solarpark 11 sp. z o.o., Warsaw, Poland	100.0	-1	-2
Solarpark 12 sp. z o.o., Warsaw, Poland	100.0	-1	-2
Solarpark 13 sp. z o.o., Warsaw, Poland	100.0	-1	-2
Solarpark 14 sp. z o.o., Warsaw, Poland	100.0	-1	-2
Solarpark 15 sp. z o.o., Warsaw, Poland	100.0	-1	-2
Solarpark 16 sp. z o.o., Warsaw, Poland	99.0	-1	-2
Solarpark 17 sp. z o.o., Warsaw, Poland	100.0	-4	-3
Solarpark 2 sp. z o.o., Warsaw, Poland	99.0	-1	-2
Solarpark 3 sp. z o.o., Warsaw, Poland	100.0	-9	-7
Solarpark 4 sp. z o.o., Warsaw, Poland	100.0	-1	-2
Solarpark 6 sp. z o.o., Warsaw, Poland	100.0	-4	-6
Solarpark 9 sp. z o.o., Warsaw, Poland	100.0	-1	-2
Solarpark Brojce sp. z o.o., Warsaw, Poland	100.0	-8	-6
Solarpark Czarnów sp. z o.o. Warsaw, Poland	100.0	-5	-4
Solarpark Dobrich Limited EOOD, Sofia, Bulgaria	100.0	1	-6
Solarpark Horus GmbH, Gräfelfing	100.0	13	-1
Solarpark Horus Sp. z o.o., Warsaw, Poland	100.0	26	4
Solarpark Libra GmbH & Co. KG, Gräfelfing	100.0	-26	0
Solarpark Lugh GmbH, Gräfelfing	100.0	13	-1
Solarpark Lugh Sp. z o.o., Warsaw, Poland	100.0	35	10
Solarpark Malina GmbH, Gräfelfing	100.0	13	-1
Solarpark Malina Sp. z o.o., Warsaw, Poland	100.0	35	6
Solarpark Mitra GmbH, Gräfelfing	100.0	13	-1
Solarpark Mitra Sp. z o.o., Warsaw, Poland	100.0	27	5
Solarpark Palck sp. z o.o., Warsaw, Poland	100.0	-31	-22
Solarpark Perseus GmbH & Co. KG, Gräfelfing	100.0	-23	-2
Solarpark Polanów sp. Z o.o., Warsaw, Poland	100.0	-48	-48
Solarpark Sunna GmbH, Gräfelfing	100.0	13	-1
Solarpark Sunna Sp. z o.o., Warsaw, Poland	100.0	93	9
Solarpark Tucana GmbH & Co. KG, Gräfelfing	100.0	-48	0
Solarpark Tuchola sp. z o.o., Warsaw, Poland	100.0	-13	-11
Solarpark Wega GmbH & Co. KG, Gräfelfing	100.0	-19	-3
Solar-Planit Software GmbH, Tübingen	100.0	25	0

SolarSolutions 1 GmbH & Co. KG, Gräfelfing	100.0	-21	-2
Soulanges Energies SAS, Paris, France	51.0	1	0
Sourdough Energy Storage LLC, Irvine, USA	100.0	0	0
SPV Solarpark 102. GmbH & Co. KG, Gräfelfing	100.0	-20	-2
SPV Solarpark 104. GmbH & Co. KG, Gräfelfing	100.0	-10	-1
SPV Solarpark 107. GmbH & Co. KG, Gräfelfing	100.0	-7	-1
SPV Solarpark 108. GmbH & Co. KG, Gräfelfing	100.0	-8	-2
SPV Solarpark 109. GmbH & Co. KG, Gräfelfing	100.0	-8	-2
SPV Solarpark 110. GmbH & Co. KG, Gräfelfing	100.0	-8	-2
SPV Solarpark 111. GmbH & Co. KG, Gräfelfing	100.0	-7	-2
SPV Solarpark 113. GmbH & Co. KG, Gräfelfing	100.0	-9	-3
SPV Solarpark 114. GmbH & Co. KG, Gräfelfing	100.0	-15	-10
SPV Solarpark 115. GmbH & Co. KG, Gräfelfing	100.0	-7	-2
SPV Solarpark 116. GmbH & Co. KG, Gräfelfing	100.0	-6	0
SPV Solarpark 117. GmbH & Co. KG, Gräfelfing	100.0	-22	0
SPV Solarpark 119. GmbH & Co. KG, Gräfelfing	100.0	-11	0
SPV Solarpark 120. GmbH & Co. KG, Gräfelfing	100.0	-6	0
St Johns Reliability Project LLC, Irvine, USA	100.0	0	0
St. Frederikslund Energi Park Aps, Copenhagen, Denmark	100.0	-23	-5
Stabilizers and Developments, S.L.U., Barcelona, Spain	100.0	6	-4
Smakkerup Energi- og Naturpark ApS, Copenhagen, Denmark	100.0	-2	-3
Sunny Peninsula Energi Park ApS, Copenhagen, Denmark	100.0	-5	-3
Sunshine Latin GmbH & Co. KG, Munich	100.0	-15	-4
Taiwan I Solar Project Co., Ltd., Taipei, Taiwan	100.0	0	0
Taiwan II Solar Project Co., Ltd., Taipei, Taiwan	100.0	0	0
Takamatsu Odaike Floating Solar GK, Tokyo, Japan	100.0	-25	-24
Talgat Solar Energy S.R.L., Bukarest, Romania	100.0	-43	-38
Tazaca Energy Storage LLC, Irvine, USA	100.0	0	0
Temi Rinnovabili S.r.l., Milan, Italy	100.0	40	-23
Ténarèze Energies SAS, Paris, France	100.0	-17	-5
Time Clever Entertainment S.L.U., Barcelona, Spain	100.0	-20	-5
Tithini Aiolika Parka Single Member P.C., Maroussi, Greece	100.0	-1	-10
Traditional Mechanism Systems S.L.U., Barcelona, Spain	100.0	7	-5
Troutdale Reliability Project LLC, Irvine, USA	100.0	0	0
Villamayor Solar, S.L., Barcelona, Spain	100.0	9	-5
Viola Rinnovabili S.R.L., Milan, Italy	100.0	23	-47
Wasigny Mesmont Energies SAS, Paris, France	100.0	1	0
Watt Development Solar 2, S.L., Barcelona, Spain	100.0	3	-3
Whispering Bells Solar Hybrid LLC, Irvine, USA	100.0	0	0
WILD WORLD CLOUDS, S.L., Barcelona, Spain	100.0	0	-3
Windkraft Beteiligungsgesellschaft mbH, Düsseldorf	100.0	71	-1
Windpark Achtmaal B.V., Leeuwarden, Netherlands	100.0	-4	-1
Windpark Altenglan GmbH & Co. KG, Gräfelfing	100.0	-13	-2
Windpark Bad Berleburg GmbH & Co. KG, Gräfelfing	50.0	-14	-11
Windpark Berka GmbH & Co. KG, Gräfelfing	50.0	-29	-41
Windpark Desloch GmbH & Co. KG, Gräfelfing	100.0	-9	-2
Windpark Dollenkamp GmbH & Co. KG, Gräfelfing	100.0	-3	-2
Windpark Gillersheim GmbH & Co. KG, Gräfelfing	100.0	-3	-2
Windpark Gronau Leine GmbH & Co. KG, Eime	100.0	-11	-2
Windpark Großer Riese GmbH & Co. KG, Gräfelfing	100.0	-7	-2
Windpark Hesselertal GmbH & Co. KG, Gräfelfing	100.0	-8	-2
Windpark Immensen GmbH & Co. KG, Gräfelfing	100.0	-3	-2
Windpark Jembke GmbH & Co. KG, Gräfelfing	100.0	-21	-2
Windpark Körner GmbH & Co. KG, Gräfelfing	100.0	-7	-2
Windpark Kortgene B.V., Leeuwarden, Netherlands	100.0	-4	-1
Windpark Kotla Sp. z o.o., Warsaw, Poland	100.0	-86	-18
Windpark Langenbrand II GmbH & Co. KG, Gräfelfing	100.0	-2	-2
Windpark Langenlonsheim GmbH & Co. KG, Gräfelfing	100.0	-16	-2

Windpark Moringen Nord GmbH & Co. KG, Gräfelfing	50.0	1	-6
Windpark Olsberg GmbH & Co. KG, Gräfelfing	100.0	-13	-2
Windpark Perscheid GmbH & Co. KG, Gräfelfing	100.0	-3	-2
Windpark Prezelle GmbH & Co. KG, Gräfelfing	50.0	15	-7
Windpark Prüm GmbH & Co. KG, Gräfelfing	100.0	-6	-2
Windpark Rucphen B.V., Leeuwarden, Netherlands	100.0	-4	-1
Windpark SBG V GmbH & Co. KG, Gräfelfing	100.0	-20	-2
Windpark Seershausen GmbH & Co. KG, Gräfelfing	100.0	-24	-3
Windpark Sexau GmbH & Co. KG, Gräfelfing	100.0	-4	-2
Windpark Sint-Antoenedijk B.V., Leeuwarden, Netherlands	100.0	-4	-1
Windpark Vorbeck-Kambs GmbH & Co. KG, Gräfelfing	100.0	-9	-2
Windpark Wimmelburg 3 GmbH & Co. KG, Gräfelfing	100.0	-16	-2
Woodlands Mannington Solar Limited, London, Great Britain	100.0	0	0
WP Seershausen Infrastruktur GmbH & Co. KG, Gräfelfing	100.0	-10	-2
Ygos Energies SAS, Paris, France	100.0	-5	-3
ZL Holding B.V., Leeuwarden, Netherlands	100.0	-4	-4
Zonlocatie 4 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonlocatie 5 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonlocatie 6 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonnedak F3 B.V., Heerenveen, Netherlands	100.0	73	133
Zonnepark PV23 B.V., Leeuwarden, Netherlands	100.0	-3	-2
Zonnepark PV24 B.V., Leeuwarden, Netherlands	100.0	-3	-2
Zonnepark PV25 B.V., Leeuwarden, Netherlands	100.0	-29	-22
Zonnepark PV27 B.V., Leeuwarden, Netherlands	100.0	-3	-2
Zonnepark PV28 B.V., Leeuwarden, Netherlands	100.0	-3	-2
Zonnepark PV30 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonnepark PV31 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonnepark PV32 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonnepark PV33 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonnepark PV34 B.V., Leeuwarden, Netherlands	100.0	-1	-1
Zonnepark ZL 1 B.V., Leeuwarden, Netherlands	100.0	-5	-5
Zonnepark ZL 2 B.V., Leeuwarden, Netherlands	100.0	-3	-3
Zonnepark ZL 3 B.V., Leeuwarden, Netherlands	100.0	-3	-3
Zonnepark ZL 4 B.V., Leeuwarden, Netherlands	100.0	-3	-3
Zonnepark ZL 5 B.V., Leeuwarden, Netherlands	100.0	-3	-3
Zonneparken Nederland IPP B.V., Leeuwarden, Netherlands	100.0	-2	-2
<b>Joint ventures accounted for according to the equity method</b>			
act renewable GmbH, Munich	50.0	-419	106
Amadeus Wind Holdings, LLC Wilmington, USA	33.3	0	0
Floating Energy Allyance 1 Limited, Glasgow, Great Britain	33.3	47,295	-178
ShelCo 236 Oy, Helsinki, Finland	50.0	0	0
Tornio Karhakkamaa Tuuli Ky, Helsinki, Finland	50.0	6,684	-1
Wind + Mehr GmbH, Hannover	50.0	2,221	-45
<b>Associated companies accounted for according to the equity method</b>			
Gestión Rueda Promotores, SL, Zaragoza, Spain	33.7	402	-2
Zimmermann PV-TRACKER GmbH, Eberhardzell	33.3	2,724	853
<b>Joint ventures and associated companies of minor significance not accounted for according to the equity method</b>			
AC1 ASOA LLC, Chicago, USA	50.0	0	0
FLOATING ENERGY ALLYANCE 2 LIMITED, Edinburgh, Great Britain	33.3	0	0
Seccionadora Almodovar Renovables, S.L., Malaga, Spain	38.0	40	-5
Windpark A73-Heumen B.V., Utrecht, Netherlands	50.0	-32	-6

1 Profit/loss transfer agreement

## INDEPENDENT AUDITOR'S REPORT

To BayWa r.e. Aktiengesellschaft, Munich

### *Audit Opinions*

We have audited the annual financial statements of BayWa r.e. Aktiengesellschaft, Munich, which comprise the balance sheet as at December 31, 2022, and the statement of profit and loss for the financial year from January 1 through December 31, 2022, and notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of BayWa r.e. Aktiengesellschaft for the financial year from January 1 through December 31, 2022.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Company as at December 31, 2022 and of its financial performance for the financial year from January 1 through December 31, 2022 in compliance with German Legally Required Accounting Principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.

Pursuant to § 322 Abs. 3 Satz [sentence] 1 HGB we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

### *Basis for the Audit Opinions*

We conducted our audit of the annual financial statements and of the management report in accordance with § 317 HGB in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional 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 audit opinions on the annual financial statements and on the management report.

*Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Management Report*

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

*Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report*

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.“

Munich, April 25, 2022

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

sgd. Dietmar Eglauer  
Wirtschaftsprüfer  
(German Public Auditor)

sgd. Christoph Tübbing  
Wirtschaftsprüfer  
(German Public Auditor)



## **Appendix 2**

# BayWa UK 2022 Financial Statement

# **BayWa r.e. UK Limited**

**Annual Report and Financial Statements**

**for the Year Ended 31 December 2022**

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**Company Information**

<b>Directors</b>	JF Milligan CA McGregor
<b>Registered Office</b>	22 Chancery Lane London WC2A 1LS
<b>Trading Address</b>	Ground Floor West Suite Prospect House 5 Thistle Street Edinburgh EH2 1DF
<b>Independent auditor</b>	BDO LLP City Point 65 Haymarket Terrace Edinburgh EH12 5HD
<b>Bankers</b>	HSBC UK Bank plc 1 Centenary Square Birmingham B1 1HQ

## **Strategic Report for the Year Ended 31 December 2022**

The Directors present their strategic report for the year ended 31 December 2022.

### **Fair review of the business and future developments**

The principal activities in the year under review is that of the acquisition, development, construction and operation or sale of wind farms and solar parks. The Company acquired Corner Copse Solar Limited and Driffield Solar Storage Limited. The Company commenced construction of Broken Cross Wind Farm. The Company sold Bracks Farm Solar Limited and Scurf Dyke Solar Limited and commenced construction of those solar parks on behalf of the new owners under General Contractor Agreements. Since the year end the Company has sold Dalquhandy Wind Farm Limited.

The Company, as part of the Floating Energy Alliance, learned that it had been successful in the ScotWind auction to develop the NE8 site for a proposed 960MW offshore windfarm and the Company acquired 33.3% share of Buchan Offshore Wind Limited upon incorporation. The Company continues to invest in Buchan through equity calls in proportion to its ownership share to fund development of the site.

In August 2022, the Company learned NLEI Ltd had been unsuccessful in the challenge of Scottish Ministers' decision to refuse planning consent for the North Lowther wind farm in its currently proposed design and NLEI is currently looking at alternative designs and options for the site. Development work continued on greenfield sites for all other windfarms and solar park subsidiaries. The Company continues to operate in the UK and Irish markets to identify opportunities for development of future renewable energy projects.

### **Results**

The results of the Company are set out on page 10 and show a profit before taxation of £5,587k (2021: £420k) and profit for the financial year of £5,587k (2021: £430k). At the year end the Company had total assets of £156,827k (2021: £86,548k) and total liabilities of £144,588k (2021: £80,581k).

### **Principal risks and uncertainties**

The Company's business is subject to a number of risks. The key business risks are considered to relate to the following:

#### **Interest rate risk**

Interest rates on loans from and to related parties are both fixed rates, reducing interest rate risk.

#### **Foreign currency risk**

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to foreign exchange risk is small and limited only to the settlement and translation of monetary assets and liabilities which are denominated in foreign currencies. The directors will consider hedging requirements should the Company's exposure to foreign currency movements increase.

#### **Liquidity risk**

The Company is dependent on funding to finance its wind farm construction activities. In the early stages of development and during construction, funding is provided by group companies in the form of intercompany loans. The directors consider this risk to be relatively low for the foreseeable future given the group's mandate to grow the UK business.

#### **HSE risk**

Certain employees engage in activities on remote sites that are pre-construction, under construction or are in operation. To mitigate the risk, the Company ensures that all employees are suitably qualified and trained, contractors are experienced and that performance on site is monitored. The Company has a health and safety policy, a health and safety committee and external health and safety advisors.

#### **Construction risk**

Turbine manufacturers and balance of plant contractors supply and construct turbines and associated infrastructure on the Company's wind farm sites under standard construction contracts whereby they assume the majority of the performance and delay risk. To minimise risks, the Company uses manufacturers with proven track records and negotiates appropriate performance and delay penalty clauses in the relevant contracts.

#### **Credit risk**

Customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an on-going basis and provisions are made for doubtful debts where necessary.

#### **Regulatory risk**

The value that the Company expects to earn from the operation or sale of its wind projects depends to a material extent on continued receipt of regulated revenues arising from the generation and sale of green certificates and/or other renewable benefits. The Company implements its projects in line with known and established practices and regulations but there remains the risk of governmental change of policy or application of established practices that could materially affect the value of its investments.

**Strategic Report for the Year Ended 31 December 2022 (continued)**

**Section 172 statement**

The s172 statement focuses on strategic matters of the Company.

**The likely consequences of any decision in the long term**

The Directors understand the Company's position in the UK, its role in increasing renewable energy capacity and the strategic ambition to grow in both current and new business sectors delivering renewable energy generating capacity. The Directors recognise the differing requirements and objectives of the shareholder, employees, regulatory authorities, the energy market and the local communities in which the Company operates. These are considered when formulating the long-term strategic plan in order to produce a balanced plan that best meets both the stakeholder requirements and the Company's strategic goals. The Company's strategic plan is reviewed on an at least annual basis to ensure it remains balanced and relevant.

**The interests of the Company's employees**

The Directors firmly believe that the Company's strategic ambitions can only be achieved if the Company is able to attract and retain employees. The Directors are resolved to provide a safe, motivating environment for employees to work coupled with competitive benefits and rewards. In order to provide this the Directors have set up a number of channels for employee engagement and monitor the position of the UK employment market.

**The need to foster the Company's business relationships with suppliers, customers and others**

The Directors recognise that strong relationships with suppliers, customers, business partners, regulatory authorities and the local communities in which the Company operates are fundamental to achieving the Company's strategic goals. The Company proactively enters dialogue with key stakeholders in advance of projects commencing, to ensure that the needs of the stakeholders and the standards and requirements of the Company are communicated and acted upon.

**The impact of the Company's operations on the community and the environment**

Having a positive impact on the environment and community are core principles in the foundation of the Company and the wider BayWa r.e. renewable energy group. The Company undertakes sustainability monitoring and audits to ensure that best environmental practice is applied across the business. Through stakeholder engagement with the local community and community benefit funds in the areas that projects are located the Company seeks to have a positive impact on the local and wider community.


**The desirability of the Company maintaining a reputation for high standards of business conduct**

The Company is part of the BayWa AG group that promotes a program to ensure that regulatory standards for business conduct are not just met but exceeded. All employees are required to complete training on code of conduct, ethics, modern slavery and HSEQ on an at least annual basis. The Directors ensure that communications are open for employees should they consider they have any concerns that the Company business conduct standard is not being met.

**The need to act fairly as between members of the Company**

The Directors maintain regular dialogue with the representatives of the sole member to ensure that the Company's performance and strategic goals remain consistent with those of the wider BayWa group.

Approved by the Board on <sup>Sep 27, 2023</sup> and signed on its behalf by:

  
Jol  
, 2023 16:51 GMT+1)

Mr J Milligan

Director



## Directors' Report for the Year Ended 31 December 2022

The Directors present their report and the audited financial statements for the year ended 31 December 2022.

The Company prepares financial statements using FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' and has taken advantage of certain disclosure exemptions allowed under this standard.

### Directors of the company

The Directors who held office during the year and up to the date of approval of the financial statements were as follows:

GA MacDougall (resigned 3 April 2023)

JF Milligan

CA McGregor (appointed 1 March 2023)

### Principal activities

The principal activities of the Company are disclosed in the Strategic Report on page 3.

### Going concern

The Company made a profit of £5,587k (2021: £430k) in the year and had net current liabilities of £56,322k (2021: £45,285k).

The Company has a material intragroup loan from BayWa r.e. AG of £133,806k (2021: £76,138k) that is repayable within twelve months of the statement of financial position date. The Directors have a reasonable expectation that the Company will be able to realise adequate resources from either external debt financing, the recovery of loans to third parties or the sale of shares in one or more of its project assets to meet the loan and other liabilities as they fall due and to continue in operational existence for the foreseeable future. If this is not the case, BayWa r.e. AG has confirmed that it will not seek repayment of the loan within twelve months of the date of approval of these financial statements and will provide financial support and funding as required to the Company. For these reasons, the Company continues to adopt the going-concern basis of accounting in preparing the annual financial statements.

### Non-adjusting post balance sheet events

Effective 28 February 2023, the Company sold 100% of the share capital of Dalquhandy Wind Farm Limited for a consideration of £51,458k.

### Dividend

The Company did not pay a dividend during the year (2021: £4,900k).

### Disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this annual report confirms that:

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

The financial statements on pages 11 to 28 were approved by the Board of Directors on <sup>Sep 27, 2023</sup> 2023 signed on its behalf by:

  
2023 16:51 GMT+1  
.....  
Mr J Milligan  
Director

## **Statement of Directors' Responsibilities**

The Directors are responsible for preparing the Strategic Report, 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 the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping 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 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 BayWa r.e UK Limited**

### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of BayWa r.e. UK Limited ("the Company") for the year ended 31 December 2022 which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Independence*

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### **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 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.

### **Other information**

The Directors are responsible for the other information. The other information comprises the information included in the Directors report and financial statements, 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.

## **Independent Auditor's Report to The Members of BayWa r.e UK Limited (continued)**

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

We have nothing to report in this regard.

### **Other Companies Act 2006 reporting**

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

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

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received 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.

### **Responsibilities of Directors**

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

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

### **Auditor's responsibilities for the audit of the financial statements**

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

## Independent Auditor's Report to The Members of BayWa r.e UK Limited (continued)

### *Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

#### *Non-compliance with laws and regulations*

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Companies policies and procedures regarding compliance with laws and regulations,

we considered the significant laws and regulations to be FRS 101, the Companies Act and UK tax legislation.

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be Health and Safety at Work etc Act 1974.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred;

#### *Fraud*

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Companies policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

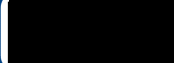
## Independent Auditor's Report to The Members of BayWa r.e UK Limited (Continued)

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Use of our report

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

DocuSigned by:  
  
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**Alastair Rae** (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
Edinburgh, UK  
27 September 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

**Statement of Comprehensive Income for the Year Ended 31 December 2022**

	<b>Note</b>	<b>2022</b>	<b>2021</b>
		<b>£000</b>	<b>£000</b>
Revenue	2	32,485	1,879
Cost of sales		(19,437)	(1,069)
<b>Gross profit</b>		13,048	810
Gain on sale of investment	3	2,926	14
Administrative expenses		(8,685)	(5,137)
<b>Operating profit/(loss)</b>	4	7,289	(4,313)
Other income	6	-	4,910
Interest receivable and similar income	9	3,330	1,440
Interest payable and similar charges	10	(5,032)	(1,617)
<b>Profit on ordinary activities before taxation</b>		5,587	420
Tax on profit on ordinary activities	11	-	10
<b>Profit for the financial year</b>		5,587	430
<b>Other comprehensive income:</b>			
Items that may be reclassified subsequently to income statement:			
Gain on cash flow hedges	19	685	-
<b>Total comprehensive income for the year</b>		6,272	430

The above results were derived from continuing operations.

Co Number 07538870  
Statement of Financial Position as at 31 December 2022

	Note	2022		2021	
		£000	£000	£000	£000
<b>Non-current assets</b>					
Property, plant and equipment	12		238		224
Right-of-use assets	13		514		298
Investments	14		68,263		50,981
			<u>69,015</u>		<u>51,503</u>
<b>Current assets</b>					
Work in progress	15	2,676		485	
Trade and other receivables	16	84,459		34,496	
Derivative assets	19	550		-	
Cash at bank and in hand		127		64	
		<u>87,812</u>		<u>35,045</u>	
<b>Current liabilities</b>					
Trade and other payables	17	(10,299)		(4,192)	
Loans from related parties	18	(133,806)		(76,138)	
Derivative liabilities	19	(29)		-	
		<u>(144,134)</u>		<u>(80,330)</u>	
Net current liabilities			<u>(56,322)</u>		<u>(45,285)</u>
Total assets less current liabilities			<u>12,693</u>		<u>6,218</u>
<b>Non-current liabilities</b>					
Lease liabilities	20		(414)		(212)
Deferred tax liability	11		(40)		(39)
Net assets			<u>12,239</u>		<u>5,967</u>
<b>Capital and reserves</b>					
Called up share capital	21		-		-
Retained earnings			11,554		5,967
Hedge reserve	19		685		-
Total shareholders' funds			<u>12,239</u>		<u>5,967</u>

Approved by the Board on <sup>Sep 27, 2023</sup> 2023 and signed on its behalf by:

  
Joh  27, 2023 16:51 GMT+1)

Mr J Milligan



**Statement of Changes in Equity for the Year Ended 31 December 2022**

	Note	Called up share capital £000	Hedge reserve £000	Retained earnings £000	Total shareholders' funds £000
At January 2021		-	-	10,437	10,437
Profit for the financial year		-	-	430	430
Total comprehensive income		-	-	10,867	10,867
Dividend paid in year	24	-	-	(4,900)	(4,900)
At 31 December 2021		-	-	5,967	5,967

	Note	Called up share capital £000	Hedge reserve £000	Retained earnings £000	Total shareholders' funds £000
At January 2022		-	-	5,967	5,967
Profit for the financial year		-	-	5,587	5,587
Other comprehensive income	19	-	685	-	685
Total comprehensive income		-	685	5,587	6,272
Dividend paid in year	24	-	-	-	-
At 31 December 2022		-	685	11,554	12,239

**Notes to the Financial Statements for the Year Ended 31 December 2022****1. Accounting policies****General information**

The Company is a private company limited by share capital incorporated and domiciled in the United Kingdom.

The address of its registered office is:

22 Chancery Lane  
London  
WC2A 1LS

**Summary of significant accounting policies and key accounting estimates**

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

These policies have been consistently applied to all the years presented, unless otherwise stated.

**Basis of preparation**

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The Company adopted FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council and has taken advantage of certain disclosure exemptions allowed under this standard. These financial statements (including prior year comparatives) have been prepared in accordance with the Companies Act 2006 as applicable to companies using FRS 101, they have been prepared under the historical cost convention

The financial statements are denominated in Sterling as this is the functional currency of the Company. All amounts in the financial statements have been rounded to the nearest £1,000.

**Summary of disclosure exemptions**

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, share-based payments, non-current assets held for sale, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. The only related party transactions disclosed in the note are those with entities not wholly owned by BayWa AG.

As permitted by Companies Act 2006 s400 the Company has taken advantage of the disclosure exemption to not prepare consolidated financial statements.

Where required, equivalent disclosures are given in the Group financial statements of BayWa AG. The Group financial statements of BayWa AG. Are available to the public and can be obtained from the directors at Arabellastr. 4, 81925 Munich, Germany.

**Going concern**

The Company made a profit of £5,587k (2021: £430k) in the year and had net current liabilities of £56,322k (2021: £45,285k).

The Company has a material intragroup loan from BayWa r.e. AG of £133,806k (2021: £76,138k) that is repayable within twelve months of the statement of financial position date. The Directors have a reasonable expectation that the Company will be able to realise adequate resources from either external debt financing, the recovery of loans to third parties or the sale of shares in one or more of its project assets to meet the loan and other liabilities as they fall due and to continue in operational existence for the foreseeable future. If this is not the case, BayWa r.e. AG has confirmed that it will not seek repayment of the loan within twelve months of the date of approval of these financial statements and will provide financial support and funding as required to the Company. For these reasons, the Company continues to adopt the going-concern basis of accounting in preparing the annual financial statements.

**Revenue recognition**

The Company derives its revenue from the provision of management services to entities that are constructing or operating wind farms or the sale of the wind farms themselves. The Company also derives revenue from the recharge of construction costs under General Contracts Agreements (GCA) to the new owners of Scurf Dyke Solar Limited and Bracks Farm Solar Park.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognised in the period in which the services are performed. Revenue is measured at the fair value of consideration received, excluding discounts, rebates, VAT and other sales taxes or duties. Revenue represents the net invoiced value of services provided. For GCA revenue, the revenue is recognised in proportion to the percentage of completion of construction.

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**1. Accounting policies (continued)**

**Interest receivable and payable**

Interest receivable and interest payable are recognised on a time-proportion basis as they accrue in the Statement of Comprehensive Income.

**Foreign currency transactions and balances**

Transactions in foreign currencies are translated into the functional currency using the exchange rates prevailing at the dates of the individual transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the exchange rate ruling at the reporting date are recognised in the Statement of Comprehensive Income. Non-monetary assets and liabilities that are not carried at fair value are not subsequently restated and are carried at the rate of exchange at the date they are acquired.

**Tax**

Income tax for the period comprises deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Income tax is recognised in the Company's Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are only recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

**Property, plant and equipment**

Property, plant and equipment are stated at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

**Depreciation**

Depreciation commences when the asset is ready for its intended use. Gains and losses on disposals are determined by comparing the proceeds received with the carrying amount and are recognised within other income/(expenditure) net in the Statement of Comprehensive Income.

Depreciation is charged so as to write off the cost of assets, other than land, over their estimated useful lives as follows:

<u>Asset class</u>	<u>Depreciation method and rate</u>
Land and land rights	not depreciated
Leasehold improvements	over the 5 year estimated useful life of the assets
Furniture, fittings and equipment	over the 10 year estimated useful life of the assets
Computer equipment	over the 3 year estimated useful life of the assets

**Investments**

Investments are stated at acquisition cost, less provision for impairment. Costs include amounts payable to third parties for the acquisition of the investment. The costs also include, where relevant taxes payable to HMRC on the acquisition transaction.

Costs related to investments are held at cost where, in the opinion of the Directors, it is highly likely that future economic benefits arising from investment will exceed the carrying value of the investment.

**Notes to the Financial Statements for the Year Ended 31 December 2022****1. Accounting policies (continued)****Work in progress**

Work in progress relates to early stage wind and solar development projects. Work in progress is initially recognised once an agreement has been reached in principle with the land-owner and an initial connection agreement is in place for a grid connection, leading to a reasonable expectation that the project will progress.

**Cash at bank and in hand**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

**Trade receivables**

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

**Trade payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

**Borrowings**

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs and the amount due on redemption being recognised as a charge to the Statement of Comprehensive Income over the period of the relevant borrowing.

**Other income**

Other income relates to dividends received from investments. Other income is recognised in the period in which it accrues.

**Reserves**

The Company's capital and reserves are as follows:

**Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Hedge reserve**

The Hedge Reserve represents cumulative gains or losses on the valuation of the derivative balances.

**Retained earnings**

The retained earnings represents cumulative profits or losses, net of dividends paid and other adjustments.

**Defined contribution pension obligation**

A defined contribution plan is a pension plan under which fixed contributions are paid into a separate entity and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans contributions are paid into publicly or privately administered pension insurance plans on a mandatory or contractual basis. The contributions are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as an asset.

**Notes to the Financial Statements for the Year Ended 31 December 2022****1. Accounting policies (continued)****Leases**

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case an estimate of the Company's incremental borrowing rate on commencement of the lease is used. At 31 December 2022 the Company has 2 fixed payment leases and no variable payment leases.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Company if it is reasonably certain to exercise that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease and
- initial direct costs incurred;

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term. The company leases two offices in the jurisdictions from which it operates, 100% of which have fixed payments.

**Foreign exchange derivatives**

Derivatives are recognised at fair value and re-measured to fair value at each reporting date. The designation of the hedge relationship is established at the inception of the hedge and procedures are applied to ensure the derivative is highly effective in achieving its objective and that the effectiveness of the hedge can be reliably measured. The treatment of gains and losses on re-measurement is dependent on the classification of the hedge and whether the hedge relationship is designated as either a 'fair value' or a 'cash flow' hedge.

The Company has entered into an agreement denominated in euros to purchase components for a solar park. In accordance with the Group's risk management policy, the Company has entered into a roll-over hedging strategy in order to ensure 100% effectiveness within the designated hedging relationship. The Company has entered into a Forward to purchase euros at the end of construction. Each time an invoice comes for payment a Swap is entered into to purchase euros at that date and then sell them at the date of settlement of the Forward contract.

Under IFRS 9 the Company elects to apply the spot-to-spot method such that there is a separate forward element and a spot element of each derivative instrument. Only changes in the value of the spot element are designated as the hedging instrument and these are classified as cash flow hedges. A derivative classified as a 'cash flow' hedge recognises the portion of gains or losses on the derivative which are deemed to be effective directly in equity in the hedge reserve. Any ineffective portion of gains or losses is recognised in the income statement.

Given only the spot components are designated, the roll-over hedging of foreign exchange transactions guarantees 100% effectiveness. Changes in the value of the spot component are recognised directly in equity in the hedge reserve. Given the forward component is not classified as a hedge, any gain or loss is recognised in the Statement of Comprehensive Income.

When hedged cash flows result in recognition of a non-financial asset or liability, the associated gains or losses previously recognised in equity are transferred to the income statement in the same period in which the hedged cash flows affect the income statement. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. At the point of discontinuation, any cumulative gain or loss on the hedging instrument recognised in equity remains in equity until the forecast transaction affects profit or loss. On settlement, the cumulative gain or loss recognised in equity is recognised in the Statement of Comprehensive Income..

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**1. Accounting policies (continued)**

**Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

Deferred tax assets:

Deferred tax assets, including those arising from tax losses carried forward for the future tax periods, capital losses and temporary differences, are recognised only where it is considered more likely than not that they will be recovered. The likelihood of such recoverability is dependent on the generation of sufficient future taxable profits which the relevant deferred tax asset can be utilised to offset.

Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. Judgements are also required about the application of income tax legislation. These judgements and assumptions are subject to risk and uncertainty and there is a chance that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets recognised on the Statement of Financial Position and the amount of other tax losses and temporary differences not yet recognised. In such circumstances, the carrying amount of recognised deferred tax assets may require adjustment, resulting in corresponding charge or credit to the Statement of Comprehensive Income.

IFRS 16:

The IFRS 16 discount rate of 2.05% has been established with reference to the notional borrowing rate that the Company could expect to achieve in the market. As interest rates remain low 2.05% continues to be a reasonable estimate of the interest that the Company would be charged on any borrowing.

Work in progress:

Work in progress relates to early-stage wind and solar development projects. Work in progress is initially recognised once an agreement has been reached in principle with the landowner and an initial connection agreement is in place for a grid connection, leading to a reasonable expectation that the project will progress. Sites included in work in progress are reviewed to assess the probability of those becoming consented. Those sites where costs are assessed as less than 100% recoverable are provided for accordingly.

Accrued expenses:

An accrual is recognised in the Statement of Financial Position when the Company has a present obligation as a result of a past event that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Accruals are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

**2. Revenue**

Revenue, analysed geographically between markets, was as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
UK	32,485	1,879
	32,485	1,879

The analysis of the Company's revenue for the year is as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Revenue from the construction of solar parks under GCAs	27,334	-
Recharges of costs to other group companies	5,151	1,879
	32,485	1,879

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**3. Gain on sale of investment**

The analysis of the Company's gain on sale of investment for the year is as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Gain on sale of investment	2,926	14

The gains in 2022 include the gain on disposal of Bracks Farm Solar Park Limited of £601k and Scurf Dyke Solar Limited of £1,590k which were sold on 22 December 2022 and 23 December 2022 respectively. Also included £735k of gain relating to release of provision on disposal of Fraisthorpe Holdings Limited in 2016.

The gain in 2021 was the final reconciliation of costs on Wathegar 2 wind farm sale in 2019.

**4. Operating profit/(loss)**

Arrived at after charging/(crediting):

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Defined contribution pension costs	666	391
Depreciation expense	88	72
Right of use asset depreciation	405	115
Foreign exchange loss/(gain)	271	(27)

**5. Auditor's remuneration**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Audit of these financial statements	14	13
Audit of other group companies' financial statements	102	87
	116	100

**6. Other income**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Dividends received	-	4,910

**7. Staff costs**

The aggregate payroll costs (including Directors' remuneration) were as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Wages and salaries	4,068	2,414
National insurance contributions (employer)	496	265
Defined contribution pension costs	666	391
	5,230	3,070

Key management personnel were remunerated at a cost of £502k (2021: £409k) during the year.

The monthly average number of persons employed by the Company (including Directors) during the year, was as follows:

	<b>2022</b>	<b>2021</b>
	<b>No.</b>	<b>No.</b>
Average employees	54	34

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**8. Directors' remuneration**

The Directors' remuneration for the year was as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Remuneration	409	321
Employer pension contributions	38	47
	447	368

The number of Directors accruing retirement benefits in the year was 1 (2021: 1).

In respect of the highest paid Director:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Remuneration	254	212
Employer pension contributions	-	-
	254	212

Directors' remuneration includes performance bonuses.

**9. Interest receivable and similar income**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Interest receivable from loans to related parties	3,330	1,180
Reversal of finance charge on deferred consideration	-	260
	3,330	1,440

**10. Interest payable and similar charges**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Interest payable on loans from related parties	4,841	1,609
Finance charge on derivatives	182	-
Interest component of finance leases	9	8
	5,032	1,617

**11. Tax on profit on ordinary activities**

Tax charged in the Statement of Comprehensive Income

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Current tax charge	-	-
Tax refund	-	6
Deferred tax credited/(charged)	-	4
Total tax credited/(charged)	-	10

The tax on profit on ordinary activities before taxation for the year is lower than the standard rate of corporation tax in the UK (2021 –lower than the standard rate of corporation tax in the UK) of 19% (2021 – 19%).



**Notes to the Financial Statements for the Year Ended 31 December 2022**

**11. Tax on profit on ordinary activities (continued)**

The differences are reconciled below:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Profit/(loss) on ordinary activities before taxation	5,587	420
Corporation tax at standard rate <i>19% (2021:19%)</i>	(1062)	(80)
Effect of non-deductible expenditure	78	951
Effect of timing differences	-	4
Increase from effect of tax incentives	451	5
Loss for which no tax asset recognised	383	(810)
Adjustment in relation to prior period	-	6
Group relief surrendered for nil consideration	150	(66)
Total tax charge	-	10

The main rate of corporation tax increased to a rate of 25% on 1 April 2023.

The Company has recognised a deferred tax liability that arises as a result of temporary differences between the recognition of depreciation in the financial statements and capital allowances for tax purposes.

**Deferred tax**

Deferred tax assets and liabilities

	<b>Asset</b>	<b>Liability</b>	<b>Net deferred tax</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>2022</b>			
Tax losses carry-forwards	-	(43)	(43)
Accelerated tax depreciation	-	4	4
	-	(39)	(39)

Deferred tax movement during the year:

	<b>At 1 January</b>	<b>Income statement</b>	<b>At 31 December</b>
	<b>2022</b>	<b>2022</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
Tax losses carry-forwards	-	-	-
Accelerated tax depreciation	(39)	-	(39)
Net tax liabilities	(39)	-	(39)

There is an unprovided deferred tax asset for losses carried forward of £1,065k (2021: £1,342k).

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**12. Property, plant and equipment**

	<b>Furniture, fittings and equipment £000</b>	<b>Computer equipment £000</b>	<b>Leasehold improvements £000</b>	<b>Land and land rights £000</b>	<b>Total £000</b>
<b>Cost</b>					
At 1 January 2022	119	145	154	10	428
Additions	-	102	-	-	102
At 31 December 2022	<u>119</u>	<u>247</u>	<u>154</u>	<u>10</u>	<u>530</u>
<b>Accumulated depreciation</b>					
At 1 January 2022	43	91	70	-	204
Charge	12	46	30	-	88
At 31 December 2022	<u>55</u>	<u>137</u>	<u>100</u>	<u>-</u>	<u>292</u>
<b>Carrying amount</b>					
At 31 December 2022	<u>64</u>	<u>110</u>	<u>54</u>	<u>10</u>	<u>238</u>
At 31 December 2021	<u>76</u>	<u>54</u>	<u>84</u>	<u>10</u>	<u>224</u>

**13. Right-of-use assets**

	<b>Land and buildings £000</b>
<b>Cost</b>	
At 1 January 2022	298
Additions	621
Depreciation	<u>(405)</u>
At 31 December 2022	<u>514</u>

**14. Investments**

	<b>Investment in subsidiaries £000</b>
<b>Cost</b>	
At 1 January 2022	50,981
Additions	26,331
Disposals	<u>(9,049)</u>
At 31 December 2022	<u>68,263</u>
<b>Carrying amount</b>	
At 31 December 2022	<u>68,263</u>
At 31 December 2021	<u>50,981</u>

**14. Investments (continued)**

**Investments in subsidiaries**

The Company held, directly or indirectly, 100% of the ordinary shares of the following subsidiaries as at 31 December 2022:

<u>Name</u>	<u>Co. No</u>	<u>Registered Office</u>	<u>Nature of Business</u>
Airies 2 Windfarm Limited	SC656268	5 Thistle St, Edinburgh	Wind farm development
BayWa r.e Operation Services Limited	08851465	Upper Weald, Milton Keynes	Operations services
BayWa r.e UK (Developments) Limited	08385125	22 Chancery Lane, London	Wind farm development
Becon Project Management & Consultancy Services Limited	SC362623	5 Thistle St, Edinburgh	Operations services
Broken Cross Wind Farm Limited	SC579904	5 Thistle St, Edinburgh	Wind farm development
Cloud Hill Windfarm Limited	13180855	22 Chancery Lane, London	Wind farm development
Corner Copse Solar Limited	11761723	22 Chancery Lane, London	Solar farm development
Corriegarth 2 Wind Farm Limited	12207006	22 Chancery Lane, London	Wind farm development
Crookedstane Windfarm Limited	SC415902	5 Thistle St, Edinburgh	Wind farm development
Dalquhandy Wind Farm Limited	SC579907	5 Thistle St, Edinburgh	Wind farm development
Driffield Solar and Storage Limited	12540486	22 Chancery Lane, London	Solar farm development
Druim Leathann Windfarm Limited	SC414109	5 Thistle St, Edinburgh	Wind farm development
Exeter Main Battery Limited	12368146	22 Chancery Lane, London	Battery development
High Constellation Windfarm Limited	11800500	22 Chancery Lane, London	Wind farm development
Little Gala Windfarm Limited	SC656266	5 Thistle St, Edinburgh	Wind farm development
NLEI Ltd	SC511747	5 Thistle St, Edinburgh	Wind farm development
Oaklands Farm Solar Limited	12915335	22 Chancery Lane, London	Solar farm development
South Fambridge Hall Solar Park Limited	08514444	22 Chancery Lane, London	Solar farm development
Whitelaw Brae Windfarm Limited	SC456527	5 Thistle St, Edinburgh	Wind farm development

On 1 February 2022, the Company acquired the entire share capital of Corner Copse Solar Limited.

On 9 February 2022, the Company acquired the entire share capital of Driffield Solar and Storage Limited.

On 13 May 2022, the Company acquired the entire share capital of South Fambridge Hall Solar Park Ltd.

On 22 December 2022, the Company sold the entire share capital of Scurf Dyke Solar Limited.

On 23 December 2022, the Company sold the entire share capital of Bracks Farm Solar Park Limited.

The company held 51% of the ordinary shares, directly or indirectly, of the following subsidiaries at 31 December 2022:

<u>Name</u>	<u>Company No</u>	<u>Registered Office</u>	<u>Nature of Business</u>
BRE/GE Solar Developments Limited	SC649076	5 Thistle St, Edinburgh	Hold Co
Clump Farm Solar Limited	12368142	22 Chancery Lane, London	Solar farm development
Fleet Solar Limited	12368193	22 Chancery Lane, London	Dormant
Hill Farm Solar Limited	12368058	22 Chancery Lane, London	Solar farm development
Meadow Farm Battery Limited	13786809	22 Chancery Lane, London	Battery development
North Farm Mannington Solar Limited	13468161	22 Chancery Lane, London	Dormant
Perrinpit Road Solar Limited	12368130	22 Chancery Lane, London	Solar farm development
Rag Lane Solar Limited	12368134	22 Chancery Lane, London	Solar farm development
Rownall Farm Solar Limited	12368199	22 Chancery Lane, London	Solar farm development
Yanel Farm Solar Limited	12368007	22 Chancery Lane, London	Solar farm development
Woodlands Mannington Solar Limited	13470637	22 Chancery Lane, London	Dormant

The company held 33.3% of the ordinary shares of the following joint ventures as at 31 December 2022:

<u>Name</u>	<u>Company No</u>	<u>Registered Office</u>	<u>Nature of Business</u>
Buchan Offshore Wind Limited	SC719636	Suite 3b, 58 Waterloo Street, Glasgow	Offshore windfarm development
Floating Energy Alliance 2 Limited	SC719632	5 Thistle St, Edinburgh	Dormant

On 12 January 2022, the Company acquired 33.3% share of the share capital in Buchan Offshore Wind Limited and Floating Energy Alliance 2 Limited.

On 19 December 2022, the Company acquired, in proportion to its existing shareholding, a further 650,100 ordinary shares of £1.00 each in Buchan Offshore Wind Limited.

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**14. Investments (continued)**

On 22 December 2022, the Company advised Buchan Offshore Wind Limited that the interest rate on shareholder loans was retrospectively amended to zero and the outstanding principal would be capitalised and converted into ordinary shares of £1.00 each. This amounted to £13,383,030.

**15. Work in progress**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Early-stage wind and solar farm developments	2,676	485

**16. Trade and other receivables**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Trade receivables	-	5
Amounts due from related parties	73,417	33,650
Accrued income	10,715	6
Prepayments	284	231
Other receivables	43	604
	84,459	34,496

The maximum exposure to credit risk at each reporting date is in the fair value of each receivable shown above. The directors consider that the carrying amount of trade and other receivables approximate their fair value.

**Loans to related parties**

The Company has granted a loan facility to Corriegarth 2 Windfarm Limited, Little Gala Windfarm Limited, Dalquhandy Windfarm Limited, High Constellation Windfarm Limited, Bracks Farm Solar Park Limited, Oaklands Farm Solar Limited, Cloud Hill Windfarm Limited, Broken Cross Windfarm Limited, Corner Copse Solar Limited, Driffield Solar and Storage Limited, Exeter Main Solar Limited and South Fambridge Hall Solar Park Limited for the development and construction of wind farms, solar farms and battery storage of £58,481k (2021: £20,867k) repayable from June 2023 to March 2026, upon which interest is payable at 7% per annum.

The Company also had an amount outstanding from BayWa r.e. UK (Developments) Limited of £12,609k (2021: £11,250k) at the Statement of Financial Position date.

At the Statement of Financial Position date, the Company had an amount outstanding from BRE/GE Solar Developments Ltd of £1,843k (2021: £1,087k). The Company has been granted a loan facility by BayWa r.e. UK Limited for the development and construction of the solar farms in subsidiaries, on which interest is payable at 3%. The loan is repayable on demand.

The Company also had amounts due from related parties relating to recharging of costs to these entities. This included £468k (2021: £446k) from wholly owned group entities and £16k (2021: £nil) from Buchan Offshore Wind Limited which is 33.3% owned by the Company.

**17. Trade and other payables**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	1,272	90
Accrued expenses	2,341	2,066
Amounts due to related parties	1,148	605
Current portion of lease liabilities (see note 20)	117	117
Other creditors	56	31
Deferred consideration	2,847	1,195
Social security and other taxes	166	88
VAT payable	2,352	-
	10,299	4,192

The Directors consider that the carrying amount of trade and other payables approximate their fair value. Related party invoices are non-interest bearing and are settled on 30-day terms.

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**18. Loans and borrowings**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Loan from BayWa r.e. AG	133,806	76,138
	133,806	76,138

All loans have a repayment date however are repayable on demand and so have been classified as current liabilities.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £2,820k (2021: £2,738k) which consists of a principal amount of £2,799k and interest of £21k. The Company has been granted a loan facility by BayWa r.e. AG of up to £55,200k for the acquisition of BayWa re UK (Developments) Limited, which owns a number of wind development companies in Scotland, on which interest was payable at 2.9%. The loan is repayable in full in December 2024.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £47,825k (2021: £26,837k) which consists of a principal amount of £47,280k and interest of £545k. The Company has been granted a loan facility by BayWa r.e. AG of up to £53,680k for the acquisition and development of Dalquhandy Windfarm Limited, on which interest was payable at 2.9%. The loan was repayable in full on 31 January 2023 but has been extended post-year end to 31 May 2023.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £8,448k (2021: £7,854k) which consists of a principal amount of £8,386k and interest of £62k. The Company has been granted a loan facility by BayWa r.e. AG of up to £56,320k for the acquisition and development of Whitelaw Brae Windfarm Limited, on which interest was payable at 2.9%. The loan is repayable in full on 31 March 2023.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £13,116k (2021: £12,199k) which consists of a principal amount of £12,969k and interest of £147k. The Company has been granted a loan facility by BayWa r.e. AG of up to £13,799k for the acquisition and development of High Constellation Windfarm Limited, on which interest was payable at 4.4%. The loan is repayable in full on August 2025.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £119k (2021: £2,871k) which consists of a principal amount of £nil and interest of £119k. The Company had been granted a loan facility by BayWa r.e. AG of up to £19,439k for the acquisition and development of Bracks Farm Solar Park Limited, on which interest was payable at 2.9%. The loan is repayable in full on 28 February 2023.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £154k (2021: £6,185k) which consists of a principal amount of £51k and interest of £103k. The Company has been granted a loan facility by BayWa r.e. AG of up to £7,388k for the acquisition and development of Scurf Dyke Solar Limited, on which interest was payable at 4%. The loan is repayable in full on 30 June 2024.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £22,171k (2021: £11,213k) which consists of a principal amount of £21,977k and interest of £194k. The Company has been granted a loan facility by BayWa r.e. AG of up to £69,960k for the acquisition and development of Broken Cross Windfarm Limited, on which interest was payable at 4%. The loan is repayable in full on 30 April 2024.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa re AG of £12,942k (2021: £6,758k) which consists of a principal amount of £12,822k and interest of £120k. The Company has been granted a loan facility by BayWa r.e. AG of up to £16,100k for working capital, on which interest was payable at 2.52%. The loan has an initial term until 30 June 2023. Upon expiry of the initial term, and thereafter upon expiry of each additional term this loan agreement shall automatically be extended until the next occurrence of 30 June.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £4,962k (2021: £nil) which consists of a principal amount of £4,912k and interest of £50k. The Company has been granted a loan facility by BayWa r.e. AG of up to £4,780k for the acquisition and development of Corner Copse Solar Limited, on which interest was payable at 4%. The loan is repayable in full on 30 June 2024.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £14,338k (2021: £nil) which consists of a principal amount of £14,236k and interest of £102k. The Company has been granted a loan facility by BayWa r.e. AG of up to £73,120k for the development of Buchan Offshore Wind Limited (previously Floating Energy Alliance 1 Limited), on which interest was payable at 2.9%. The loan is repayable in full on 30 April 2024.

**Notes to the Financial Statements for the Year Ended 31 December 2022**

**18. Loans and borrowings (continued)**

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £6,770k (2021: £nil) which consists of a principal amount of £6,723k and interest of £47k. The Company has been granted a loan facility by BayWa r.e. AG of up to £5,850k for the acquisition and development of Driffield Solar and Storage Limited, on which interest was payable at 2.9%. The loan was repayable in full on 30 June 2023. The loan agreement was revised to increase the maximum loan amount to £43,444k, the interest rate to 6.4% and the term extended to 30 June 2023.

At the Statement of Financial Position date, the Company had an amount outstanding to BayWa r.e. AG of £141k (2021: £nil) with respect to parental company guarantees provided to UK projects.

**19. Derivative financial instruments**

The Company has the following financial instruments measured at fair value:

	<b>31 December 2022 £000</b>	<b>31 December 2021 £000</b>
<b>Financial assets</b>		
Derivative financial current assets	550	-
<b>Financial liabilities</b>		
Derivative financial current liabilities	(29)	-

**Basis of determining fair value**

The Company has entered into a forward agreement to mitigate the foreign exchange currency risk related to the purchase of solar park components which crystallises in March 2023. The Company also entered into an FX swap to buy Euros in December 2022 and sell Euros in March 2023. These have been classified as Level 2 within the fair value hierarchy. The fair value measurements are those derived from inputs, other than quoted prices, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). Fair value has been determined with reference to forward exchange rate and spot exchange rates.

**Recognised in the Statement of Changes in Equity**

The amount of derivative re-measurement that has been recognised in the income statement is as follows:

	<b>31 December 2022 £000</b>	<b>31 December 2021 £000</b>
Loss recognised in the Statement of Changes in Equity	685	-

The gain recognised in the Statement of Changes in Equity comprises £701k revaluation gain on the effective part of the spot component of the €21m forward purchase at the Statement of Financial Position date less £16k relating to the realisation from executing a swap in December 2022 for €1,420,000 to pay invoices in Euros that became due.

**Recognised in the Statement of Comprehensive Income**

The amount of derivative re-measurement that has been recognised in the income statement is as follows:

	<b>31 December 2022 £000</b>	<b>31 December 2021 £000</b>
Gain recognised in the Statement of Comprehensive Income	163	-

The loss recognised in the Statement of Comprehensive Income comprises £182k finance income being the change in value of forward component of the currency forward which is not designated for hedge accounting; £2k finance cost being the change in value of forward component of the currency swap and the remaining £17k expense is the realised foreign exchange difference arising on the settlement of the first underlying invoice.

Notes to the Financial Statements for the Year Ended 31 December 2022

20. Lease liabilities

	Land and buildings 2022 £000	Land and buildings 2021 £000
Cost		
At 1 January 2022	329	455
Additions	344	-
Interest expense	10	8
Lease payments	(152)	(134)
At 31 December 2022	<u>531</u>	<u>329</u>
The ageing of the lease liability is as follows:		
Amount due in less than one year	117	117
Amount due in 2-5 years	<u>414</u>	<u>212</u>

21. Called up share capital

Allotted, authorised and called shares

	2022		2021	
	No.	£000	No.	£000
Ordinary shares of £1 each	<u>1</u>	<u>-</u>	<u>1</u>	<u>-</u>

22. Related party transactions

	Recharges 2022 £000	Payments 2022 £000	Receivables 2022 £000	Payables 2022 £000
BRE/GE Solar Developments Limited	81	-	1	-
Buchan Offshore Wind Limited	2,156	311	142	-
Clump Farm Solar Limited	1	-	-	-
Hill Farm Solar Limited	4	-	-	-
Meadow Farm Battery Limited	24	-	-	-
Rag Lane Solar Limited	1	-	-	-
Rownall Farm Solar Limited	1	-	-	-
Yanel Farm Solar Limited	1	-	-	-
	<u>2,269</u>	<u>311</u>	<u>143</u>	<u>-</u>

During the year, the Company recharged £81k (2021: £nil) of costs it incurred on behalf of BRE/GE Solar Developments Ltd relating to Fleet, North Farm Mannington and Woodlands Mannington Solar Parks. At the statement of financial position date, there were receivables outstanding of £1k (2021: £nil) in respect of these costs. These costs haven't been passed down to the respective SPVs, currently recognised in work in progress.

During the year, the Company recharged £1,436k (2021: £nil) of costs it incurred on behalf of Buchan Offshore Wind Limited as part of the successful ScotWind bid. At the statement of financial position date, there were receivables outstanding of £nil (2021: £nil) in respect of these recharges.

During the year, the Company recharged £129k (2021: £nil) of costs to Buchan Offshore Wind Ltd under a Service Level Agreement for services provided by personnel who have worked on the Buchan Offshore Windfarm project. At the statement of financial position date, there were receivables outstanding of £33k (2021: £nil) in respect of these costs.

During the year, the Company recharged £444k (2021: £nil) of costs to Buchan Offshore Wind Ltd under secondment agreements for services provided by personnel who worked on the Buchan Offshore Windfarm project. At the statement of financial position date, there were receivables outstanding of £76k (2021: £nil) in respect of these costs.

**Notes to the Financial Statements for the Year Ended 31 December 2022****22. Related party transactions (continued)**

During the year, the Company made payments totalling £311k (2021: £nil) on behalf of Buchan Offshore Wind Ltd prior to it having a bank account. At the statement of financial position date, there were receivables outstanding of £nil (2021: £nil) in respect of these costs.

During the year, the Company incurred £147k (2021: £nil) of costs on behalf of Buchan Offshore Wind Limited. At the statement of financial position date, there were receivables outstanding of £33k (2021: £nil) in respect of these costs.

During the year, the Company recharged £1k (2021: £nil) of costs it incurred on behalf of Clump Farm Solar Ltd. At the statement of financial position date, there were receivables outstanding of £nil (2021: £nil) in respect of these costs.

During the year, the Company recharged £1k (2021: £nil) of costs it incurred on behalf of Hill Farm Solar Ltd. At the statement of financial position date, there were receivables outstanding of £nil (2021: £nil) in respect of these costs.

During the year, the Company recharged £24k (2021: £nil) of costs it incurred on behalf of Meadow Farm Battery Limited. At the statement of financial position date, receivables of £nil (2021: £nil) were outstanding in respect of these costs.

During the year, the Company recharged £1k (2021: £nil) of costs it incurred on behalf of Rag Lane Solar Ltd. At the statement of financial position date, there were receivables outstanding of £nil (2021: £nil) in respect of these costs.

During the year, the Company recharged £4k (2021: £1k) of costs it incurred on behalf of Rownall Farm Solar Ltd. At the statement of financial position date, there were receivables outstanding of £nil (2021: £nil) in respect of these costs.

During the year, the Company recharged £1k (2021: £nil) of costs it incurred on behalf of Yanel Farm Solar Ltd. At the statement of financial position date, there were receivables outstanding of £nil (2021: £nil) in respect of these costs.

**23. Pension and other schemes**

The Company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the scheme and amounted to £666k (2021: £391k). At 31 December 2022 £56k (2021: £31k) was payable to the defined contribution pension scheme.

**24. Dividend**

The Company paid a dividend of £nil (2021: £4,900k) to its immediate parent company, BayWa r.e. AG. The Company has 1 issued share, the dividend per share was £nil (2021: £4,900k).

**25. Non-adjusting post balance sheet events**

Effective 28 February 2023, the Company sold 100% of the share capital of Dalquhandy Wind Farm Limited for a consideration of £51,458k.

**26. Parent and ultimate parent undertaking**

The Company's ultimate and most senior parent entity producing publicly available financial statements is BayWa AG, a Company incorporated in Germany. These financial statements are available upon request from Arabellastr. 4, 81925 Munich, Germany.

The largest and smallest group financial statements in which the Company's results are consolidated are the financial statements of BayWa AG.