



MIDF UK2 Ireland Designated Activity Company

Audited Financial Statements

For the year ended 31 March 2025

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Management and Administration

Registered number	606430
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Registered office	1st Floor 118 Lower Baggot Street Dublin 2 Ireland
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Secretary	Alter Domus Secretarial (Ireland) Limited 1st Floor 118 Lower Baggot Street Dublin 2 Ireland
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Directors	<ul style="list-style-type: none">• Kenneth Whitney (appointed 15/07/2024)• Michael Milne (appointed 15/07/2024)• Ross McCann (resigned 15/07/2024)• Amanda Donohue (resigned 15/07/2024)
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Manager	(up to 31 March 2025) Macquarie Financial Products Management Limited 50 Martin Place Sydney New South Wales Australia 2000 (from 1 April 2025) Macquarie Asset Management Europe S.à r.l. Level 4, 20 Boulevard Royal Luxembourg L-2449 Luxembourg
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Directors of the Manager	(Up to 31 March 2025) Macquarie Financial Products Management Limited <ul style="list-style-type: none">• B Barry• D Walmsley• H FitzSimon (from 1 April 2025) Macquarie Asset Management Europe S.à r.l. <ul style="list-style-type: none">• M Philips• C Roemers• A Sloan• R Villalobos
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Independent Auditor	PricewaterhouseCoopers One Spencer Dock North Wall Quay Dublin 1 Ireland
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Administrator	Alter Domus (Ireland) Limited 1st Floor 118 Lower Baggot Street Dublin 2 Ireland
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Directors' report

The Directors present their report and the audited financial statements of MIDF UK2 Ireland Designated Activity Company ("Company") for the financial year ended 31 March 2025 ("financial year").

Statement of Directors' responsibilities for the audited financial statements

The Directors are responsible for preparing the Directors' report and the audited financial statements in accordance with Irish company law.

Irish company law requires the Directors to prepare audited financial statements for each financial year. The Company's audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and IFRS Interpretations Committee interpretations as adopted by the European Union and those parts of the Companies Act 2014 applicable to companies reporting under IFRS.

Under Irish company law the Directors shall not approve the audited financial statements unless they are satisfied that they give a true and fair view of the Company's assets, liabilities and Financial Position as at the end of the financial year and of the profit or loss of the Company for the financial year.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the audited financial statements have been prepared in accordance with IFRS and ensure that they contain the additional information required by the Companies Act 2014; and
- prepare the audited financial statements on a 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:

- correctly record and explain the transactions of the Company;
- enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy; and
- enable the Directors to ensure that the audited financial statements comply with the Companies Act, 2014 and enable those audited financial statements to be audited.

The Directors 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.

The Directors confirm that they have complied with the above requirements in preparing the audited financial statements.

Principal activities and business review

The Company was incorporated in Ireland on 20 June 2017 with a registered number 606430.

The Company targets debt investment opportunities in the infrastructure sector in the United Kingdom. These investments are funded through the issue of loan notes (the "Notes") to Macquarie Infrastructure Debt (UK Inflation Linked) Fund 2 L.P. ("MIDF 2 LP") acted for by its General Partner, MIDF UK2 Guernsey GP Limited.

The Company has previously appointed Macquarie Financial Products Management Limited (the "Manager") to provide certain services to the Company. Effective 1 April 2025, Macquarie Asset Management Europe S.à.r.l. is appointed as the new Manager to continue providing such services. The Manager seeks to source, analyse, structure and discuss investment opportunities for the Company. The Manager is a wholly owned indirect subsidiary of Macquarie Group Limited ("Macquarie") and is authorised and regulated by the Australian Securities and Investments Commission.

Debt investments made by the Company are in line with the Company's investment strategy. During the financial year all debt investments have performed as expected, with fair value disclosed in Note 2.2. Debt investments made by the Company are detailed in Note 2.2 and details of the Notes issued to MIDF 2 LP are detailed in Note 2.2.

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Directors' report (continued)

Results and dividends of the Company

Details of the results are set out in the Statement of Comprehensive Income on page 12. The Directors do not recommend the payment of a dividend in respect of the financial year ended 31 March 2025 (31 March 2024: Nil).

Principal risk and uncertainty

The Company, through its investments in loans, is subject to a variety of risks. The key risks facing the Company are market risk, credit risk and liquidity risk. The Company, in consultation with the Manager, has implemented risk management policies and certain procedures are applied to address these risks. Further information on risk management is disclosed in Note 4.3 of these audited financial statements.

The Company's strategy is to acquire and hold debt investments to maturity.

Directors' and Secretary

The Directors and Secretary of the Company during the financial year are as set out on page 1.

In accordance with the Articles of Association of the Company, the Directors are not required to retire by rotation.

Directors' and Secretary's interest in shares

None of the Directors or Secretary who held office during the financial year ended 31 March 2025 and 31 March 2024 held any shares in the Company.

Financial reporting framework and going concern

The audited financial statements of the Company have been prepared in accordance with IFRS as adopted by the European Union ("IFRS") and have been prepared on a going concern basis.

Books and accounting records

The measures taken by the Directors to ensure compliance with the requirements of section 281-285 of the Companies Act 2014, regarding adequate accounting records include the implementation of the necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources of financial function. These accounting records are maintained at 1st Floor, 118 Lower Baggot Street, Dublin 2, Ireland.

Events during the reporting year

The global macroeconomic environment shifted during the 2024. In Europe, Inflation has trended downwards. Interest rates have followed suit, with further easing in monetary policy possible over the course of 2025. with materially higher inflation and rising interest rates. Notwithstanding this, the Directors continue to believe these risks are well mitigated within the portfolio. There were no other material events to be disclosed or adjusted for in these audited financial statements.

During the reporting year ending 31 March 2025, there was a significant change in the Company's board of the directors on 15 July 2024, Ross McCann and Amanda Donohue resigned from their positions as directors. Simultaneously, the Company appointed Kenneth Whitney and Michael Milne to the board, effective 15 July 2024.

Events occurring after the reporting year

Since the balance sheet date, the Directors have continued to re-evaluate the significant inputs used to drive the fair value of financial assets on a regular basis up to the date of this report. Based on these evaluations, the Directors have determined there are no material events which would require disclosure or adjustment in the audited financial statements.

Effective 1 April 2025, the Manager of the Company transitioned from Macquarie Financial Product Management Limited to Macquarie Asset Management Europe S.à r.l. The change in Manager occurred subsequent to the reporting year and does not affect the financial result as at 31 March 2025. The Company continues to be managed in accordance with its stated investment objectives and strategy.

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Directors' report (continued)

Material Agreements

There were no material agreements in relation to the business of the Company in which any directors of the Company had a material interest during the financial year ended 31 March 2025 (31 March 2024: Nil). Details of the related parties are set out in Note 6.1 to these audited financial statements.

Future developments

It is the intention of the Directors, in consultation with the Manager, to continue investing in debt of infrastructure borrowers.

Events occurring after the reporting year are disclosed in Note 6.3.

Independent Auditor

PricewaterhouseCoopers Ireland have expressed their willingness to accept reappointment in accordance with Section 383(2) of the Companies Act 2014.

The Company is due to pay the Independent Auditor a fee of £55,861 (2024: £43,215) in respect of the audit of the Company's audited financial statements for the financial year. The amounts disclosed on the audited financial statements may differ as they reflect the estimated audit fees accrued as of 31 March 2025.

There were no other assurance services provided by the Independent Auditor for the financial year (31 March 2024: Nil).

Relevant Audit Information

For persons who are directors at the time this report is approved in accordance with Section 330 of the Companies Act, 2014: the Directors hereby individually and collectively acknowledge, that so far as each director is aware, there is no relevant material audit information of which the Company's statutory auditors are unaware; and that he/she has taken all the steps that he/she 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 statutory auditors are aware of that information.

Audit Committee

The definition of large company as per Section 167 of the Companies Act 2014 is a company with €50 million turnover and €25 million in balance sheet total in the most recent financial year and the year immediately preceding that year.

The Company does not meet the definition of a large company and is not required to establish an Audit Committee.

Research and Development

The Company did not incur any expenditure on research and development during the year (31 March 2024: Nil).

Political Donation

The Company made no political donations during the year (31 March 2024: Nil).

Annual compliance statement

The Directors, in accordance with Section 225(2)(a) of the Companies Act 2014 ("Act"), acknowledge that they are responsible for securing the Company's compliance with its "relevant obligations." "Relevant obligations", in the context of the Company, are the Company's obligations under:

- a. the Act, where a breach of the obligations would be a category 1 or category 2 offence;
- b. the Act, where a breach of the obligation would be a serious Market Abuse or Prospectus offence; and
- c. tax law.

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Directors' report (continued)

Annual compliance statement (continued)

Pursuant to Section 225(2)(b) of the Act, the Directors confirm that:

- compliance policy statement has been drawn up as required by section 225(3)(a) of the Act setting out the Company's policies (that in the director's opinion, are appropriate to the Company) respecting compliance by the Company with its relevant obligations;
- appropriate arrangements and structures have been put in place that, in their opinion, are designed to secure material compliance with the Company's relevant obligations, and
- review has been conducted, in the financial year, of the arrangements and structures referred to in paragraph (ii).

Authorisation of the Audited Financial Statements

These audited financial statements were authorised for issue by the Board of Directors on 18 August 2025.



Kenneth Whitney

Director

MIDF UK2 Ireland Designated Activity Company

118 Lower Baggot Street
Dublin 2, Ireland

18 August 2025 | 15:35 CEST



Michael Milne

Director

MIDF UK2 Ireland Designated Activity Company

118 Lower Baggot Street
Dublin 2, Ireland

18 August 2025 | 15:23 BST



Independent auditors' report to the members of MIDF UK2 Ireland Designated Activity Company

Report on the audit of the financial statements

Opinion

In our opinion, MIDF UK2 Ireland Designated Activity Company's financial statements:

- give a true and fair view of the company's assets, liabilities and financial position as at 31 March 2025 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

We have audited the financial statements, included within the Audited Financial Statements, which comprise:

- the Statement of Financial Position as at 31 March 2025;
 - the Statement of Comprehensive Income for the year then ended;
 - the Statement of Cash Flows for the year then ended;
 - the Statement of Changes in Net Assets Attributable to Equity Shareholders for the year then ended; and
 - the notes to the financial statements, which include a description of the accounting policies.
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Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)") and applicable law.

Our responsibilities under ISAs (Ireland) are further described in the Auditors' 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 remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, which includes IAASA's Ethical Standard as applicable to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our audit approach

Overview



Overall materiality

£2,479,910 (2024: £2,647,020)

- Based on 1% of Total Assets.

Performance materiality

- £1,859,933 (2024: £1,985,265)

Audit scope

- The company is a Designated Activity Company incorporated in the Republic of Ireland. The company targets debt investments ("financial assets at fair value through profit or loss") in infrastructure. We tailored the scope of our audit taking into account the type of account balances held within the Company, the involvement of the Manager and the Administrator, the accounting processes and controls and the industry in which the Company operates.

Key audit matters

- Valuation of Financial assets at fair value through profit or loss.

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

Key audit matter	How our audit addressed the key audit matter
<p><i>Valuation of Financial assets at fair value through profit or loss</i></p> <p>As detailed in Note 2.2 (Financial assets and liabilities at fair value through profit or loss) and Note 4.4 (Fair value measurement) of the financial statements, financial assets at fair value through profit or loss (the "investments") make up a significant part of the Statement of Financial Position. The investments at 31 March 2025 are comprised of debt investments linked to the infrastructure sector. The investments are valued at fair value through profit or loss in line with IFRSs as adopted by the European Union.</p>	<p>We obtained an understanding of the processes and methodology applied by the Manager for the valuation of investments.</p> <p>We understood and evaluated the operating effectiveness of the Company's internal controls for the recording and valuation of the investments.</p> <p>We tested the significant assumptions as follows:</p> <ul style="list-style-type: none"> • Reviewing the assumptions and inputs into the discounted cash flow models for selected investments and agreeing to the associated agreements and other legal documentation.



<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p>As set out in Note 2.2, the fair value of the investments is determined using a discounted cash flow technique. The significant assumptions and inputs into the discounted cash flows includes the expected future cash flows and the discount rate.</p> <p>We considered the valuation of investments to be a key audit matter due to the level of judgement involved in their valuation.</p>	<ul style="list-style-type: none"> Engaging our internal valuation auditor’s experts to assess the reasonableness of the discount rates and assumptions applied to the discounted cash flow models. The internal valuation experts performed a review of the methodology for deriving the discount rate and fair value as well as a comparison of key input assumptions to market data. They also independently recalculated the fair value of the investments and compared this to the fair value determined by the discounted cash flow models. <p>As a result of these procedures performed, we determined the valuation methodology for the investments to be appropriate and that the valuation of these investments is reasonable. No material misstatements were identified.</p>

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the accounting processes and controls, and the industry in which it operates.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	£2,479,910 (2024: £2,647,020).
How we determined it	1% of Total Assets.
Rationale for benchmark applied	We believe total assets to be the appropriate basis for determining materiality since the primary consideration for members of the company is total asset value.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% of overall materiality, amounting to £1,859,933.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Board of Directors that we would report to them misstatements identified during our audit above £247,991 (2024: £264,702) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors’ assessment of the company’s ability to continue to adopt the going concern basis of accounting included:

- Obtaining and evaluating management’s going concern assessment for the period of 12 months from the date on which the financial statements are authorised for issue;



- We reviewed available board minutes during the period under audit and those available up to the date of this report;
- We considered post year-end total asset movement and profit participating note drawdown activities by reviewing the underlying accounting records;
- Understanding the financial commitments of the Company for the period of assessment;
- Understanding the maturity date and the limited recourse nature of the Profit Participating Notes and agreeing same to the legal documents of the Company; and
- We considered the liquidity risk management techniques which are available to the company.

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

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.

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

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

Reporting on other information

The other information comprises all of the information in the Audited Financial Statements other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' report, we also considered whether the disclosures required by the Companies Act 2014 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (Ireland) and the Companies Act 2014 require us to also report certain opinions and matters as described below:

- In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 31 March 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.
- Based on our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities for the audited financial statements set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view.

The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

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

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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of Irish legal and taxation principles, such as those outlined in Companies Act 2014 and Taxes Consolidation Act 1997 (as amended), and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2014. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the risk of management override of controls. Audit procedures performed by the engagement team included:

- Enquiry of management to identify any instances of non-compliance with laws and regulations;
- Reviewing relevant minutes of the meetings of the board of directors;
- Identifying and testing journal entries based on our risk assessment;
- Challenging assumptions made by management in its significant accounting estimates;
- Designing audit procedures to incorporate unpredictability around the nature or extent of our testing; and
- Reviewing financial statement disclosures and agreeing to supporting documentation to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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 or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA website at:

https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf

This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with section 391 of the Companies Act 2014 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Other required reporting

Companies Act 2014 opinions on other matters

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
 - In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
 - The financial statements are in agreement with the accounting records.
-

Other exception reporting

Directors' remuneration and transactions

Under the Companies Act 2014 we are required to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by sections 305 to 312 of that Act have not been made. We have no exceptions to report arising from this responsibility.

A handwritten signature in black ink, appearing to read 'David Morris', is written over a faint, light-colored circular stamp or watermark.

David Morris
for and on behalf of PricewaterhouseCoopers
Chartered Accountants and Statutory Audit Firm
Dublin
18 August 2025

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Statement of Comprehensive Income

	Note	£'000 1 April 2024 to 31 March 2025	£'000 1 April 2023 to 31 March 2024
Income			
Net changes in fair value of financial assets at fair value through profit or loss	2.2	845	14,215
Net changes in fair value of financial liabilities at fair value through profit or loss	2.2	300	-
Income from operations	1.1(a)	48	171
Total income		1,193	14,386
Expenses			
Net changes in fair value of financial liabilities at fair value through profit or loss	2.2	-	(13,145)
Investment management fees - ongoing	6.1	(1,067)	(1,062)
Investment management fees - origination	6.1	-	(35)
Operating expenses	1.1(b)	(70)	(84)
Audit fees	1.1(c)	(51)	(55)
Total expenses		(1,188)	(14,381)
Operating profit for the year before tax		5	5
Taxation	5	(1)	(2)
Operating profit for the year after tax		4	3
Other comprehensive income		-	-
Total comprehensive income for the year		4	3

The above results derive from continuing activities.

The accompanying notes form an integral part of the audited financial statements.

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Statement of Financial Position

	Note	£'000 31 March 2025	£'000 31 March 2024
Assets			
Cash and cash equivalents	2.1	1,900	970
Receivables and prepayments	3.1	2	990
Financial assets at fair value through profit or loss	2.2	246,089	262,742
Total assets		247,991	264,702
Liabilities			
Payables and accrued expenses	3.2	(338)	(343)
Financial liabilities at fair value through profit and loss	2.2	(247,624)	(264,334)
Total liabilities		(247,962)	(264,677)
Net assets attributable to equity shareholders		29	25
Equity			
Share Capital *	4.1	-	-
Retained earnings		29	25
Total Equity		29	25

*The Share Capital amounts to £1.

The accompanying notes form an integral part of the audited financial statements.

These audited financial statements were approved and authorised for issue at a meeting of the Board of Directors and signed on their behalf by:



Kenneth Whitney
Director

MIDF UK2 Ireland Designated Activity Company
Date: 18 August 2025 | 15:35 CEST



Michael Milne
Director

MIDF UK2 Ireland Designated Activity Company
Date: 18 August 2025 | 15:23 BST

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Statement of Changes in Net Assets Attributable to Equity Shareholders

31 March 2025	£'000 Share capital*	£'000 Retained earnings	£'000 Total equity
Opening net assets attributable to the Equity shareholders as at 1 April 2024	-	25	25
Total comprehensive income for the year	-	4	4
Closing net assets attributable to the Equity shareholders as at 31 March 2025	-	29	29

31 March 2024	£'000 Share Capital*	£'000 Retained earnings	£'000 Total equity
Opening net assets attributable to the Equity shareholders as at 1 April 2023	-	22	22
Total comprehensive income for the year	-	3	3
Closing net assets attributable to the Equity shareholders as at 31 March 2024	-	25	25

*The share capital amounts to £1.

The accompanying notes form an integral part of the audited financial statements.

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Statement of Cash Flows

	Note	£'000 1 April 2024 to 31 March 2025	£'000 1 April 2023 to 31 March 2024
Cash flows from / (used in) operating activities			
Total comprehensive income for the year		4	3
Adjustments for:			
Net changes in fair value of financial assets at fair value through profit or loss	2.2	(845)	(14,215)
Net changes in fair value of financial liabilities at fair value through profit or loss	2.2	(300)	13,145
Net foreign currency losses		-	1
Decrease / (Increase) in receivables and prepayments	3.1	988	(976)
Decrease in payables and accrued expenses	3.2	(5)	(1,470)
Purchase of debt investments	2.2	-	(6,996)
Repayment of debt investments	2.2	11,997	12,929
Interest income received from debt investments	2.2	5,501	4,977
Net cash generated from operating activities		17,340	7,398
Cash flows from / (used in) financing activities			
Proceeds from issue of listed loan Notes	2.2	-	6,995
Repayment of listed loan Notes	2.2	(11,999)	(29,976)
Interest expense paid on listed loan Notes	2.2	(4,411)	(5,516)
Net cash used in financing activities		(16,410)	(28,497)
Net increase / (decrease) in cash and cash equivalents		930	(21,099)
Cash and cash equivalents at the beginning of the year		970	22,070
Effects of exchange rate movements on cash and cash equivalents		-	(1)
Cash and cash equivalents at the end of the year	2.1	1,900	970

The accompanying notes form an integral part of the audited financial statements.

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Notes to the Financial Statements

Introduction

General information

MIDF UK2 Ireland Designated Activity Company ("Company") is a designated activity company incorporated on 20 June 2017 under Part 16 the Companies Act 2014 and registered under number 606430 with a registered office as disclosed on page 1.

The investment objective of the Company is to invest in inflation linked debt of infrastructure borrowers located in the United Kingdom ("UK"), such investment is funded through the issue of profit participating notes.

Under the terms of the Investment Management and Advisory Agreement dated 10 July 2017, the Company appointed Macquarie Financial Products Management Limited as Manager of the Company's investment portfolio (the "Manager"). Effective 1 April 2025, Macquarie Asset Management Europe S.à r.l. is appointed as the new Manager of the Company. The Manager is a wholly owned indirect subsidiary of Macquarie Group Limited ("Macquarie") and is authorised and regulated by the Australian Securities and Investments Commission.

On 20 June 2017, the Company entered into a corporate services agreement with Alter Domus (Ireland) Limited (the "Administrator"). Under the terms of this agreement the Administrator agreed to provide the Company with certain administration and accounting services in Ireland.

Material accounting policy information

Material accounting policy information applied in the preparation of these audited financial statements are set out in the notes below. These policies have been consistently applied throughout the financial year presented, unless otherwise stated.

Basis of Preparation

The audited financial statements have been prepared on a going concern basis and in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("IFRS").

The audited financial statements have been prepared on a historical cost basis, except for financial instruments which are required to be measured at fair value through profit or loss.

The preparation of the audited financial statements in accordance with IFRS as adopted by the European Union requires the use of certain critical accounting estimates. It also requires the Directors to exercise their judgement in the process of applying the Company's accounting policies and making any estimates. Changes in assumptions may have a material impact on the audited financial statements in the year the assumptions change. The Directors believe that the underlying assumptions are appropriate and that the Company's audited financial statements are fairly presented. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the audited financial statements are disclosed in the Critical accounting estimates, assumptions and judgements below.

Critical accounting estimates, assumptions and judgements

The preparation of audited financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

i. Assumptions and estimation uncertainties

Financial assets at fair value

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31 March 2025 and 31 March 2024 is included in Note 2.2 and relates to the determination of fair value of financial instruments with significant unobservable outputs.

ii. Judgements

The Company, with the assistance of the Manager, has made estimates and assumptions based on historical experience and expectation of future events. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised and any future financial years affected. Actual results may differ from these estimates.

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Notes to the Financial Statements (continued)

Critical accounting estimates, assumptions and judgements (continued)

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the audited financial statements relate to the determination of fair value of financial assets and liabilities with significant unobservable inputs. Refer to note 2.2 and 4.4 for further details.

Foreign currency

Functional and presentation currency

Functional currency is the currency of the primary economic environment in which the Company operates. The majority of the Company's investments and transactions are denominated in GBP. The large majority of expenses (including legal and professional fees and investment management fees) are denominated and paid in GBP. Accordingly, the Directors have determined that the functional and presentation currency of the Company is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign currency assets and liabilities are translated into the functional currency using the exchange rate prevailing at the Statement of Financial Position date. Foreign exchange gains and losses arising from translation are included in the Statement of Comprehensive Income. Foreign exchange gains and losses relating to cash and cash equivalents are presented in the Statement of Comprehensive Income within 'net foreign currency gains or losses', if any or where required.

Standards and amendments to existing standards effective on 1 April 2024

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on 1 April 2024 that have a material effect on the financial statements of the Company.

New standards, amendments and interpretation effective after 1 April 2024 and have not been early adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 April 2024, and have not been early adopted in preparing these financial statements. These new standards and amendments are as follows:

- Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026);
- IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027), which will replace IAS 1 Presentation of Financial Statements.

The Company is currently still assessing the effect of the forthcoming standard and amendments. No other new standards or amendments to standards are expected to have a material effect on the financial statements of the Company.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Statement of Financial Position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty. As at 31 March 2025 and 31 March 2024 there were no offsetting transactions.

1. Financial Performance

1.1 Profit for the year

Interest Income

Interest from cash and cash equivalents is recognised on an accruals basis.

Other Income

Income from other sources encompasses bank interest income and is recognised on an accruals basis.

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Notes to the Financial Statements (continued)

1. Financial Performance (continued)

VAT Refund

VAT refund are recognised on an accruals basis.

Expenses

Expenses are recognised in the Statement of Comprehensive Income as the related services are performed. Transaction costs are costs incurred to acquire financial assets at fair value through profit or loss. They include fees and commissions paid to agents, advisers, brokers and dealers. Transaction costs, when incurred, are immediately recognised in the Statement of Comprehensive Income as an expense.

a. Income from operations

	£'000 1 April 2024 to 31 March 2025	£'000 1 April 2023 to 31 March 2024
Other Income	36	155
VAT refund	12	16
Total income from operations	48	171

b. Operating expenses

	£'000 1 April 2024 to 31 March 2025	£'000 1 April 2023 to 31 March 2024
Administrative expense	54	55
Legal and professional expense	11	10
Listing fees	4	6
Other expenses	1	12
Net foreign currency loss	-	1
Total operating expenses	70	84

c. Audit fees

	£'000 1 April 2024 to 31 March 2025	£'000 1 April 2023 to 31 March 2024
Audit fees	51	55

2. Cash and Investments

2.1 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held on call with banks and other short-term highly liquid investments, with original maturities of three months or less, which are subject to an insignificant risk of change in value. The Company maintains its cash and cash equivalents with Royal Bank of Scotland International.

As at 31 March 2025 and 31 March 2024, the carrying value of cash and cash equivalents comprised only of cash at bank.

	£'000 31 March 2025	£'000 31 March 2024
Cash at bank	1,900	970

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Notes to the Financial Statements (continued)

2.2 Financial assets and liabilities at fair value through profit or loss

The financial instruments held by the Company include the following:

- Financial assets held at fair value through profit or loss;
- Notes held at fair value through profit or loss;
- Other receivables; and
- Other payables

Classification

The Company classifies its debt investments based on both the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The portfolio of financial assets is managed, and performance is evaluated on a fair value basis. The Company is primarily focused on fair value information and uses that information to assess the assets' performance and to make decisions.

The contractual cash flows of the Company's debt securities are solely principal and interest, however, these securities are neither held for the purpose of collecting contractual cash flows nor held both for collecting contractual cash flows and for sale. The collection of contractual cash flows is only incidental to achieving the Company's business model's objective.

Consequently, all investments are measured at fair value through profit or loss. The Company's policy requires the Manager and the Directors to evaluate the information about these financial assets on a fair value basis together with other related financial information.

The Company issued Notes to MIDF 2 LP. The Notes are carried at fair value through profit or loss in accordance with the Company's accounting policies.

The Notes have fixed or determinable capital repayments. The Notes are quoted on The International Stock Exchange ("TISE").

Recognition, derecognition and measurement

Financial assets and liabilities at fair value through profit or loss are initially recognised at fair value. The accounting policy for transaction costs is disclosed in Note 1.1.

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or the Company has transferred substantially all risks and rewards of ownership. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value.

Financial liabilities are derecognised when the obligation to pay have expired or the Company has transferred substantially all the liabilities. Subsequent to initial recognition, all financial liabilities at fair value through profit or loss are measured at fair value.

Gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' and 'financial liabilities at fair value through profit or loss' categories are presented in the Statement of Comprehensive Income within 'net changes in fair value of financial assets at fair value through profit or loss' and 'net changes in fair value of financial liabilities at fair value through profit or loss' in the year in which they arise. Interest income earned and interest expense incurred in relation to debt investments and the Notes respectively are reported as part of the net changes in fair value of financial assets and liabilities through profit or loss.

The Notes are due to be redeemed on the final redemption date of 31 December 2057, or at an earlier date as agreed by the Company and the Note Holder in accordance with Clause 7 of the Note Subscription Agreements. The Company does not intend to redeem the Notes within the next 12 months.

There is no coupon rate attached to the Notes. The interest payable on the Notes is entirely dependent on available revenues made by the Company in accordance with the Note Subscription Agreements and is recognised in the Statement of Comprehensive Income as net changes in fair value of financial liabilities at fair value through profit or loss. The Notes are a limited recourse obligation of the Company.

Financial assets and liabilities at fair value through profit or loss are inclusive of accrued interest.

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Notes to the Financial Statements (continued)

2.2 Financial assets and liabilities at fair value through profit or loss (continued)

Fair value estimation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Quoted prices or rates are used to determine fair values for listed securities where an active market exists. Fair values for debt securities are determined by the Manager using valuation techniques. Such valuation techniques may include discounted cash flows (based on the expected future cash flows discounted at an appropriate discount rate).

The inputs into the determination of fair value require significant management judgement. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that might have resulted had a ready market for these investments existed. Investments that are included in this category generally are privately held debt securities.

The Manager uses the fair value debt securities based on Manager's Mark-to-model as defined in the Investment Management Agreement (the "Mark-to-Model"). Fair value of the Notes is measured as fair value debt securities based on Manager's Mark-to-Model less any operating expenses.

Assets by Sector

As at 31 March 2024, the Company has debt instruments in Social Infrastructure and Public Private Partnerships, Transportation, Renewables and Utilities across the UK.

Sector	Percentage of Company Assets	
	2025	2024
Social Infrastructure and other PPPs	36%	36%
Utilities	32%	32%
Transportation	16%	16%
Renewables	16%	16%

As at 31 March 2025, there were no investments on Credit Watch (31 March 2024: Nil).

Key sector themes the Manager has been monitoring over the past year are as follows:

- **Social Infrastructure and Public Private Partnerships (UK):** A number of public authorities in the UK have started to manage their public private partnership contracts more rigorously in recent years, which has contributed to prolonged disputes and deteriorating relationships between public sector authorities and private sector operators in some cases.
- **Utilities:** The UK water sector has been a continued focus for monitoring, notably in the context of the publication of regulator's final determinations for water companies in England and Wales for the current 5-year regulatory period, which began on 1st April 2025.
- **Transportation:** The Manager has continued to monitor the continued recovery of transportation assets from the effects of Covid-19, noting the impact on transport volumes when compared to pre-pandemic levels has largely diminished over the period.
- **Renewables:** The Manager has been closely monitoring developments in the renewables sector, including recent challenges faced by some developers in the context of rising costs and supply chain challenges. In the US, the shifting political landscape has also created some uncertainty for renewables developers. Notwithstanding this, the Company's renewables portfolio has not been materially impacted by these developments to date.
- **Inflation and interest rates:** The Manager has continued to monitor the impact of higher inflation and interest rates on the portfolio. As of March 2025, the portfolio continues to be largely insulated from any macroeconomic risks, noting the majority of borrowers have inflation-linked revenue and cost structures. Similarly, interest rate risk is largely mitigated across the portfolio due to factors such as minimum hedging requirements in loan documentation for capital structures that have floating rate debt.

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Notes to the Financial Statements (continued)

2.2 Financial assets and liabilities at fair value through profit or loss (continued)

Financial assets at fair value through profit or loss.

As at 31 March 2025, commitments to borrowers totalled £294.8 Million (31 March 2024: £294.8 million), of which £294.8 million has been funded (2024: £294.8 million).

The following table shows a reconciliation from the opening balances to the closing balances for financial assets at fair value through profit or loss.

	£'000 31 March 2025	£'000 31 March 2024
Financial assets at fair value through profit or loss at beginning of the year	262,742	259,437
Purchase of debt investments	-	6,996
Repayment of debt investments	(11,997)	(12,929)
Interest income received from debt investments	(5,501)	(4,977)
Net changes in fair value of financial assets at fair value through profit or loss	845	14,215
Financial assets at fair value through profit or loss at end of the year	246,089	262,742
Unrealised (loss) / gain on debt investments for the year	(4,577)	9,007
Accrued interest income on debt investments for the year	5,422	5,208
Total change in fair value of financial assets	845	14,215

The fair value movements are recognised in the Statement of Comprehensive Income as net changes in fair value of financial assets at fair value through profit or loss.

Financial liabilities at fair value through profit or loss.

The following table shows a reconciliation from the opening balances to the closing balances for financial liabilities at fair value through profit or loss.

	£'000 31 March 2025	£'000 31 March 2024
Financial liabilities at fair value through profit or loss at beginning of the year	(264,334)	(279,686)
Proceeds from issue of Notes	-	(6,995)
Repayment of Notes	11,999	29,976
Interest expense payments	4,411	5,516
Net changes in fair value of financial liabilities at fair value through profit or loss	300	(13,145)
Financial liabilities at fair value through profit or loss at end of the year	(247,624)	(264,334)
Unrealised gain/(loss) on notes for the year	4,656	(9,238)
Accrued interest expense on Notes for the year	(4,356)	(3,907)
Total change in fair value of financial liabilities	300	(13,145)

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Notes to the Financial Statements (continued)

3. Other assets and liabilities

3.1 Receivables and prepayments

Receivables are initially recognised at fair value and measured subsequently at amortised cost using the effective interest rate method, less accumulated expected credit losses. The impairment model requires impairment allowances for all exposures from an asset's origination date, based on the deterioration of credit risk since initial recognition. If the credit risk is not deemed to have increased significantly, then the impairment allowance is based on 12 month expected losses. If the credit risk has increased significantly or if the asset becomes 'credit impaired' then allowances must be based on lifetime expected losses. As at 31 March 2025 and 31 March 2024, expected credit losses on receivables were immaterial.

Prepayments are expenses for services paid for in advance.

	£'000 31 March 2025	£'000 31 March 2024
Amounts due from debt investments	-	988
Prepayments	2	2
Total receivables and prepayments	2	990

3.2 Payables and accrued expenses

Payables and accrued expenses are amounts owed in the ordinary course of business. They are classified as liabilities. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method. Payables and accrued expenses are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

	£'000 31 March 2025	£'000 31 March 2024
Amounts due to related parties	275	282
Audit fees payable	54	56
Legal and professional fees payable	8	4
Corporation tax expense payable	1	1
Total payables and accrued expenses	338	343

4. Capital and Financial risk management

4.1 Share capital

The Company's share capital is denominated in Pound Sterling. At any general meeting of the Company each ordinary share carries one vote. The ordinary share also carries the right to receive all income of the Company attributable to the ordinary shares, and to participate in any distribution of such income made by the Company.

	£'000 31 March 2025	£'000 31 March 2024
Authorised share capital		
100,000,000 Ordinary shares of £1 each	100,000	100,000
Allotted, Called and fully paid equity		
1 Ordinary shares of £1 each		

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Notes to the Financial Statements (continued)

4.2 Investment management fees

Under the terms of the Investment Management (“IM”) Agreement, the Company appointed the Manager for managing the Company’s investment portfolio. The Manager is entitled to an investment management fee calculated in accordance with the IM Agreement. IM fees due to the Manager comprises of ongoing fees and origination fees.

Ongoing fees are calculated as 0.36% per annum of the value of assets under management, being the aggregate principal amount of all debt investments, less any principal repayments received and less any impairments recognised.

Origination fees are calculated as 0.5% of the face value (or purchase price) of each debt investment and are payable when the debt investment is entered into.

4.3 Financial risk management

The Company invests in debt issued by infrastructure borrowers located in the UK, with the majority of debt being inflation linked. These activities expose it to a variety of financial risks: market risk (which may include interest rate risk, inflation risk and foreign currency risk), credit risk, liquidity risk and capital management risk.

Risk Management

The Company’s overall risk management program focuses on ensuring compliance with MIDF LP’s investment guidelines and seeks to minimise potential adverse effects on the financial performance of the Company.

Financial risk management is monitored by the Manager. The Manager shall be responsible to provide or procure portfolio management and risk management services to the Company, including sourcing, investigating, analysing, structuring and discussing with the Company investment and divestment opportunities for the Company and for evaluating, monitoring and voting on the Company’s behalf in respect of the Company’s assets.

Further details regarding these policies are set out below:

a. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company’s income or its value of its holdings of financial instruments. The Company is exposed to the market risk of the assets in the portfolio.

Market risk embodies the potential for both gains and losses and includes interest rate risk, currency risk and price risk.

i. Interest rate risk

Interest rate risk is the risk borne by floating interest-bearing assets and liabilities due to variability of interest rates, where the amount of interest due in respect of investments may be adjusted to reflect increases or decreases in interest rates. The majority of the Company’s financial assets are financial assets at fair value through profit or loss, receivables and cash and cash equivalents.

The interest rate exposure as at 31 March 2025 and 31 March 2024 is as follows:

	31 March 2025			
	£’000 Floating rate	£’000 Fixed rate	£’000 Non-interest bearing	£’000 Total
Financial assets at fair value through profit or loss	13,707	232,382	-	246,089
Total	13,707	232,382	-	246,089

	31 March 2024			
	£’000 Floating rate	£’000 Fixed rate	£’000 Non-interest bearing	£’000 Total
Financial assets at fair value through profit or loss	14,627	248,115	-	262,742
Total	14,627	248,115	-	262,742

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Notes to the Financial Statements (continued)

4.3 Financial risk management (continued)

Sensitivity analysis

The Directors consider 50 basis points (31 March 2024: 50 basis points) appropriate for evaluating the interest rate risk to the Company. If interest rates changed by 50 basis points (31 March 2024: 50 basis points), with all other variables remaining constant, the effect on the interest income from financial assets at fair value through profit or loss in the period would be as follows:

	Reasonable possible shift in rate	£'000 31 March 2025	£'000 31 March 2024
Increase/(decrease) in interest income from financial assets at fair value	+/- 0.50%	17/(17)	16/(16)

ii. Foreign currency risk

Foreign currency risk, as defined in IFRS 7, arises as the value of future transactions, recognised monetary assets and monetary liabilities denominated in other currencies fluctuate due to changes in foreign exchange rates. IFRS 7 considers the foreign exchange exposure relating to non-monetary assets and liabilities to be a component of market price risk not foreign currency risk. The Manager monitors the exposure on all foreign currency denominated assets and liabilities. The following table provides analysis between monetary and non-monetary items to meet the requirements of IFRS 7.

The Company's policy is not to manage the Company's exposure to foreign exchange movements (both monetary and non-monetary) by entering into any foreign exchange hedging transactions.

When the Manager formulates a view on the future direction of foreign exchange rates and the potential impact on the Company, the Manager factors that into its portfolio allocation decisions.

The table below provides analysis of monetary assets and liabilities, denominated in a currency other than in GBP, to meet the requirements of IFRS 7.

Currency	31 March 2025			
	£'000 Net Exposure	£'000 Monetary assets	£'000 Monetary liabilities	£'000 Non-Monetary assets
EUR	(22)	-	(22)	-
Total	(22)	-	(22)	-

Currency	31 March 2024			
	£'000 Net Exposure	£'000 Monetary assets	£'000 Monetary liabilities	£'000 Non-Monetary assets
EUR	(15)	3	(18)	-
Total	(15)	3	(18)	-

Sensitivity Analysis

The table below summarises the sensitivity of the Company's significant monetary assets and liabilities to changes in foreign exchange movements

A 25 basis point increase or decrease in the foreign exchange rate as at 31 March 2025 and 31 March 2024 will cause the value of the non-GBP denominated assets and liabilities to increase or decrease by:

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Notes to the Financial Statements (continued)

4.3 Financial risk management (continued)

Currency	Reasonable possible shift in rate	£'000 31 March 2025	£'000 31 March 2024
EUR	+/-0.25%	-/(-)	-/(-)
Total		-	-

In accordance with the Company's policy, the Manager monitors the Company's monetary and non-monetary foreign exchange exposure on a continual basis.

iii. Price risk

Price risk is the risk that the fair value of the financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment or its issuer or factored affecting instruments traded on the market.

b. Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company, resulting in a financial loss to the Company. It arises principally from debt securities held, cash and cash equivalents and receivables.

The maximum exposure to credit risk before any credit enhancements at each reporting date is the carrying amount of the financial assets as set out below.

	£'000 31 March 2025	£'000 31 March 2024
Financial assets at fair value through profit or loss	246,089	262,742
Receivables	-	990
Cash and cash equivalents	1,900	970
Closing balance	247,989	264,702

None of these assets are past due and they have not been impaired as at 31 March 2025 and 31 March 2024.

To mitigate credit risk, the Company will only target debt investments which are rated MR8 (which is broadly equivalent to an S&P BBB- rating) or above by the Manager's internal ratings template. The Company's bankers have an S&P A+ rating (Long-Term).

During the year ended 31 March 2025, no assets of the Company were on Credit Watch (31 March 2024: Nil). The Credit Watch process is used to drive additional monitoring and scrutiny, increased escalation for waiver approvals and increased reporting to the Private Credit Investment Committee.

All debt investments are subject to recurring reviews and assessments for possible impairment by the Manager's Investment Team. Where there is a deteriorating credit risk profile, debt investments may be placed on Credit Watch, being the Manager's designation for increased monitoring on specific loans and reported to the Manager's Investment Committee.

c. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. This risk is mitigated as the Company has the ability to call on undrawn commitments from the Notes issued to MIDF 2 LP. As at 31 March 2025, there are no undrawn loan commitments (31 March 2024: Nil).

The Company's policy and the Manager's approach to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

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Notes to the Financial Statements (continued)

4.3 Financial risk management (continued)

c. Liquidity risk (continued)

The Company invests in infrastructure debt investments which in nature are highly illiquid. As a result the Company may not be able to liquidate some of its investments in these instruments in due time to meet its liquidity requirements. Contractual maturity of trade and other payables at the reporting date is under 12 months.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the Statement of Financial Position date to the contractual maturity date. The amounts disclosed in the table are the contractual discounted cash flows. Balances due within twelve months equal their carrying balances as the impact of discounting is not significant.

The liquidity risk exposure of the Company as at 31 March 2025 and 31 March 2024 are as follows:

	31 March 2025			
	£'000 Between 3 months and 1 year	£'000 Between 1 year and 5 years	£'000 More than 5 years	£'000 Total
Financial liabilities at fair value through profit or loss	(4,356)	-	(243,268)	(247,624)
Payables and accrued expenses	(63)	-	-	(63)
Amount due to related party	(275)	-	-	(275)
Total	(4,694)	-	(243,268)	(247,962)

	31 March 2024			
	£'000 Between 3 months and 1 year	£'000 Between 1 year and 5 years	£'000 More than 5 years	£'000 Total
Financial liabilities at fair value through profit or loss	(3,907)	-	(260,427)	(264,334)
Payables and accrued expenses	(61)	-	-	(61)
Amount due to related party	(282)	-	-	(282)
Total	(4,250)	-	(260,427)	(264,677)

d. Capital management risk

The capital of the Company is represented by the net assets attributable to the Equity shareholder. The Company's capital management objective is to ensure that the Company will be able to continue as a going concern. In accordance with the Company's investment policy, the Company's principal use of cash has been to fund investments in the form of loans sourced by the Manager. The Company monitors and reviews the broad structure of the Company's capital on an on-going basis.

The Company has no imposed capital requirements and the Company's capital comprises of Equity Shareholders' Funds as reported within the Statement of Financial Position. The Company's capital comprises as below:

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Notes to the Financial Statements (continued)

4.3 Financial risk management (continued)

d. Capital management risk (continued)

	£'000 31 March 2025	£'000 31 March 2024
Ordinary share capital*	-	-
Retained earnings	29	25
Total equity	29	25

*The share capital amounts to £1.

4.4 Fair value measurement

Fair value reflects the price that would be received to sell an asset or paid to transfer a liability, in orderly transaction between market participants at the measurement date. Quoted prices or rates are used to determine fair value where an active market exists. If the market for a financial instrument is not active, fair values are estimated using present value or other valuation techniques, using inputs based on market conditions prevailing on the measurement date.

The values derived from applying these techniques are affected by the choice of valuation model used and the underlying assumptions made regarding inputs such as timing and amount of future cash flows, discount rate, credit risk, volatility and correlation.

IFRS 13 'Fair Value Measurement' establishes a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 input) and the lowest priority to unobservable inputs (Level 3 inputs). Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices, either for the identical instrument or similar instruments, generally will have a higher degree of market price observability and a lesser degree of judgement used in measuring fair value.

In accordance with IFRS13, Fair value measurement, the Company is required to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has following levels:

Level 1

Quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at measurement date.

Level 2

Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices including interest rates, yield curves, volatilities, prepayment speeds, credit risks and default rates) or other market corroborated inputs.

Level 3

Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following methods and significant assumptions have been applied in determining the fair values of financial assets which are carried at fair value through profit or loss:

- The fair values of liquid assets and other instruments maturing within three months are approximate to their carrying amounts. This assumption is applied to cash and cash equivalents and other receivables and payables that are short-term in nature; and
- The fair value of debt investments is based on the Manager's Mark-to-Model Valuation.

All investments are classified as level 3 and the movement during the year is detailed in Note 2.2.

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Notes to the Financial Statements (continued)

4.4 Fair value measurement (continued)

The following table analyses the fair value hierarchy of the Company's assets and liabilities (by class) measured at fair value:

As at 31 March 2025	£'000 Level 1	£'000 Level 2	£'000 Level 3	£'000 Total
Assets				
Financial assets at fair value through profit or loss	-	-	246,089	246,089
Total	-	-	246,089	246,089
Liabilities				
Financial liabilities at fair value through profit or loss	-	-	(247,624)	(247,624)
Total	-	-	(247,624)	(247,624)

As at 31 March 2024	£'000 Level 1	£'000 Level 2	£'000 Level 3	£'000 Total
Assets				
Financial assets at fair value through profit or loss	-	-	262,742	262,742
Total	-	-	262,742	262,742
Liabilities				
Financial liabilities at fair value through profit or loss	-	-	(264,334)	(264,334)
Total	-	-	(264,334)	(264,334)

The carrying value of receivables and prepayments, cash and cash equivalents and payables and accrued expenses is deemed to be equivalent to their fair value. The Directors, in conjunction with the Manager, have incorporated an assessment of the impact of the current macro-economic environment, including higher inflation and interest rates with no material negative impacts evident to date.

The valuation of financial assets at fair value through profit or loss incorporates the Manager's best judgement of these impacts.

The fair value of all debt investments is measured in whole or in part using a discounted cash flow technique that is based on assumed valuation spread of between 1-3%. There are no readily observable current market transactions in the same instruments.

Sensitivity Analysis

The below table presents the effect of changing this assumption based on reasonable possible alternative assumptions.

Instrument name	£'000 Fair Value	Unobservable Inputs	Reasonable possible shift +/-	£'000 Change in valuation +/-
Debt investments	246,089	Valuation spread	50bps	9,876/(9,876)

Instrument name	£'000 Fair Value	Unobservable Inputs	Reasonable possible shift +/-	£'000 Change in valuation +/-
Debt investments	262,742	Valuation spread	50bps	11,432/(11,432)

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Notes to the Financial Statements (continued)

5. Taxation

The Company's current tax comprises the expected tax payable on the taxable income for the year and any adjustments to the tax payable in respect of the previous year. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any. The Company's liability for current tax is calculated using tax rates and laws that have been enacted or substantively enacted at the end of reporting period date.

Deferred income 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 audited financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of reporting period date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

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

The current tax charge for the financial year is calculated based on the result for the financial year at a rate of 25%. Operating losses have been carried forward from previous financial years for the current year tax calculation. A reconciliation of the current tax charge for the year to the current charge that would result from applying the standard rate of Irish corporation tax to profit on ordinary activities is shown below:

	£'000 31 March 2025	£'000 31 March 2024
Current taxation		
Irish corporation tax for financial year on ordinary activities	(1)	(2)
Total current taxation	(1)	(2)
Total tax charge for the financial year	(1)	(2)

*Corporation tax relating to Y/E 31 March 2024 was €198 (31 March 2023: €1,250)

The current tax charge for the financial year is calculated based on the result for the financial year at a rate of 25%. A reconciliation of the current tax charge for the year to the current charge that would result from applying the standard rate of Irish corporation tax to profit on ordinary activities is shown below:

	£'000 31 March 2025	£'000 31 March 2024
Operating profit for the year before tax	5	5
Current tax at 25%	(1)	(2)
Total current tax charge	(1)	(2)

*Preliminary tax for March 2025 was calculated and paid amounting to €628 (31 March 2024: €430)

The Company is a qualifying company within the meaning of Section 110 of the Irish Taxes Consolidation Act 1997 ("TCA"). As such, the profits are chargeable to corporation tax under Case III of Schedule D at a rate of 25% but are computed in accordance with the provisions applicable to Case I of Schedule D of the TCA.

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Notes to the Financial Statements (continued)

6. Other disclosures

6.1 Related party transactions

Investment Manager

The Manager is a related party of the Company, being responsible for certain investment advisory and management decisions.

The below table provides details on the Company's fee incurred during the year along with payable as at 31 March 2025:

	£'000	£'000
	31 March 2025	31 March 2024
Investment management fee incurred during the year	1,067	1,097
Investment management fee payable	261	268

During the financial year, the Company made a payment of £1,395 (31 March 2024: £2,891) to Macquarie Investment Management Europe limited ("MIMEL") shown under Note 1.1(b) Legal & Professional charges related to the Libor costs. MIMEL is related party to the Company, as it acts as a sub - advisor under the investment management agreement between the Company and Macquarie Financial Product Management Limited ("MFPML"). Both MIMEL and MFPML are subsidiaries of the Macquarie Group Limited.

Macquarie Infrastructure Debt (UK Inflation Linked) Fund 2 L.P

Macquarie Infrastructure Debt (UK Inflation Linked) Fund 2 L.P is a related party of the Company, investments are funded by the Company through the issue of loan notes.

The below table provides details of the Company's distribution to Macquarie Infrastructure Debt (UK Inflation Linked) Fund 2 L.P during the year as at 31 March 2025:

	£'000	£'000
	31 March 2025	31 March 2024
Distribution during the year	16,410	35,492

The Administrator

On 20 June 2017, the Company entered into a corporate services agreement with Alter Domus (Ireland) Limited (the "Administrator"). Under the terms of this agreement the Administrator agreed to provide the Company with certain administration and accounting services in Ireland.

The below table provides details on the Company's fee incurred during the year along with payable as at 31 March 2025:

	£'000	£'000
	31 March 2025	31 March 2024
Administration fee incurred during the year	54	55
Administration fee payable	14	14

As at 31 March 2025, the Company's VAT return receivable is £Nil (31 March 2024: £14,191) which was previously shown under Note 3.1 as an amount due from related parties. This is because the VAT return has been received into the Alter Domus ("AD") account and subsequently refunded to the company account post year-end. AD, being the administrator of the Company, is considered a related party.

Acorn Investments Limited

The Company has no Expense deed fee received/receivable during the year, as outlined in the Expenses Deed.

The Company is a wholly owned subsidiary of Acorn Investments Limited, an Irish Alter Domus entity. As at 31 March 2025, an amount of £1 was included within receivables and relates to the share capital of the Company (31 March 2024: £1). There is no ultimate controlling party of the Company.

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Notes to the Financial Statements (continued)

6. Other disclosures (continued)

6.2 Employees and Directors

The Company did not have any employees during the financial year ended 31 March 2025 and 31 March 2024.

In relation to all Directors who held office during the year and in accordance with sections 305 to 312 of the Companies Act 2014, no director fees were incurred for the financial year as all Directors were employees of the Administrator and their services were provided as part of the wider agreement in place with the Administrator.

6.3 Events occurring after the reporting year

Since the balance sheet date, the Directors have continued to re-evaluate the significant inputs used to drive the fair value of financial assets on a regular basis up to the date of this report. Based on these evaluations, the Directors have determined there are no material events which would require disclosure or adjustment in the financial statements.

Effective 1 April 2025, the Manager of the Company transitioned from Macquarie Financial Product Management Limited to Macquarie Asset Management Europe S.à r.l. The change in Manager occurred subsequent to the reporting year and does not affect the financial result as at 31 March 2025. The Company continues to be managed in accordance with its stated investment objectives and strategy.

For more information, please contact:

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