

COGENIO GROUP LIMITED

REGISTRATION NUMBER: 11663787

**DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

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COGENIO GROUP LIMITED
GENERAL INFORMATION

DIRECTORS	V I Rathgeber (resigned on 30 May 2025) L Cannizzo C Manrique E Cargnello (appointed on 23 May 2024)
REGISTERED NUMBER	11663787
REGISTERED OFFICE	First Floor 85 Great Portland Street London W1W 7LT United Kingdom
INDEPENDENT AUDITORS	PRICEWATERHOUSECOOPERS LLP 7 More London Riverside London SE1 2RT United Kingdom
ADMINISTRATOR	APEX GROUP FIDUCIARY SERVICES (UK) LIMITED 125 London Wall London EC2Y 5AS United Kingdom

COGENIO GROUP LIMITED
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COGENIO GROUP LIMITED
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

Principal activity

The Company was incorporated on 6 November 2018 and has a 100% investment in Infracapital (Leo) S.r.l. and Infracapital (3Moon) S.L., entities which are engaged in developing industrial energy solutions for industrial customers in Italy and Iberia.

The principal activity of the Company is to act as an investment holding company and it will continue to be so in the future.

Business review and results

Key performance indicators, for an understanding of the development, performance and position of the Company, are outlined below:

	2024	2023
	EUR	EUR
Total comprehensive loss for the year	45,000	283,000
Net assets	38,960,000	38,670,000

Details of the results for the year are set out in the Statement of Comprehensive Income on page 13.

The Company has loan notes in issue, which are listed on The International Stock Exchange. The holder of these loan notes is Infracapital (Leo) SLP LP.

Risks and uncertainties

The risks and uncertainties faced by the Company are those inherent within the financial services industry, but are primarily:

- Liquidity risk – the Company's portfolio will contain investment that will be illiquid and long term. Such investments will be illiquid because, among other reasons, there is no established market for the particular type of asset, there is a scarcity of disposal options and/or potential acquirers, or there are legal, tax, regulatory or contractual restrictions associated with the disposal of the investment. Management manage liquidity risk by maintaining a minimum working capital cash balance in the Company in order to meet short term obligations and also monitor the Company's ongoing liquidity requirements.
- Operational risk – losses could result from inadequate or failed internal and external processes, systems and human error or from external events over which the management has no control. Management manage operational risk by keeping in close touch with the running of the underlying businesses and keep abreast of any operational issues impacting the Company's investments.
- Market risk – exposure to fluctuations in revenue resulting from the impact of volatile equity, bond, property prices and investment performance. Significant due diligence is performed by management on prospective acquisitions by the Company and management also appoint external legal and financial advisers on all transactions. On a quarterly basis, management perform a valuation of the assets on a discounted cash flow basis.
- Credit risk – investments are reliant on counterparties fulfilling their obligations. Management will take reasonable steps to conduct adequate due diligence in respect of such counterparties. The M&G Group also has a dedicated team that reviews credit and counterparty risks.
- Regulatory risk – subject to the effects of changes in law, regulation, policy and interpretation and any accounting standards in the markets in which it operates. Management have panel of trusted advisers to consult on changes to legislation, the tax code and regulatory matters.

These risks are outlined further, along with other risks and uncertainties faced by the M&G Group in the Strategic Report prepared by M&G Plc, the Company's ultimate parent company. Consolidated financial statements can be obtained from the address as disclosed in note 18.

The report was approved by the board on 23 September 2025 and signed on its behalf.

C Manrique
Director
23 September 2025

COGENIO GROUP LIMITED

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

The Directors present their report and audited financial statements of Cogenio Group Limited (the "Company") for the year ended 31 December 2024 (the "year").

Directors

The Directors who served during the year ended 31 December 2024 and as at the date of approving this report are:

V I Rathgeber (resigned on 30 May 2025)
L Cannizzo
C Manrique
E Cargnello (appointed on 23 May 2024)

Dividends

No dividends were paid during the year (2023: EUR nil). The Directors do not recommend the payment of a final dividend (2023: EUR nil).

Future developments

During 2025 the primary focus of the Company will continue to be the same principal activity.

Political and charitable contributions

There were no political or charitable contributions during the year (2023: EUR nil).

Going concern

The financial statements have been prepared on a going concern basis. The Company's shareholder is exploring a sale of the entity which, if approved, is expected to conclude within the going concern period. If the entity is sold, the Directors of the Company cannot be certain of the potential purchaser's future plans and strategy for the Company. These conditions and events indicate the existence of a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. However, the Directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

Qualifying third party indemnities

Qualifying third party indemnity provisions (as defined by section 234 of the Companies Act 2006) were accordingly in force during the course of the financial year ended 31 December 2024 for the benefit of the then Directors and, at the date of this report, are in force for the benefit of the Directors in relation to certain losses and liabilities which may occur (or have occurred) in connection with their duties, power or office.

Statement of Directors' responsibilities in respect of the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom accounting standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102").

COGENIO GROUP LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024

Statement of Directors' responsibilities in respect of the financial statements (continued)

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom accounting, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also 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.

Disclosure of information to Auditors

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

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they 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 auditors are aware of that information.

Post balance sheet events

In April 2025, the United States of America (USA) initiated sweeping tariff arrangements against their global trading partners. This has heightened macro-economic uncertainty, with potential for escalating trade policy responses from USA trade counterpart countries, and significant impact to global trade. The Company via its investee entities, holds a stake in European based infrastructure businesses. As at the date of approval of the financial statements, the Manager is closely monitoring these changes in global trade policy and anticipates the following potential impacts:

- Cogenio (Industrial Energy Solutions provider in Italy, Spain, Portugal and France) – minimal capital expenditure impact as mostly the assets under construction have fixed price contracts, and no major direct exposures to US manufacturers. Indirectly a wider economic downturn could lead to lower consumption by clients, and electricity and gas price movements could impact income margins although most energy price movements are contractually passed to the client.

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

COGENIO GROUP LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and the Directors' have accepted their re-appointment.

This report was approved by the board on 23 September 2025 and signed on its behalf.



C Manrique
Director

23 September 2025



Independent auditors' report to the members of Cogenio Group Limited

Report on the audit of the financial statements

Opinion

In our opinion, Cogenio Group Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Directors' Report and Audited Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2024; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) 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 the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Material uncertainty related to going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1.k to the financial statements concerning the company's ability to continue as a going concern. The company's shareholder is currently in a process to sell the entity. If the entity is sold, the Directors of the company cannot be certain of the potential purchaser's future plans and strategy for the Company. These conditions, along with the other matters explained in note 1.k to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company were unable to continue as a 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.

Material uncertainty related 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:

- Enquired with management around the status of the sale process, potential timing of exiting the business and whether management have access to the potential buyer's financing arrangements, future plans and strategy for the business.
- Obtained and reviewed management's assessment on the entity's ability to continue as a going concern with the impending sale.
- Assessed the financial statement disclosures around the material uncertainty and ascertained whether the level of disclosure was appropriate.

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

Our audit approach

Context

Cogenio Group Limited is an investment holding company which owns the entire share capital of Infracapital (Leo) S.r.l. and Infracapital (3Moon) S.L.. The company has listed debt on The International Stock Exchange.

Overview

Audit scope

- As part of designing our audit report, 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.

Key audit matters

- Material uncertainty related to going concern
- Risk of impairment in the carrying value of the Investment in subsidiaries and Loan receivables

Materiality

- Overall materiality: €528,000 (2023: €520,900) based on 1% of Total Assets.
- Performance materiality: €396,000 (2023: €390,675).

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.

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.

Key audit matters (continued)

In addition to going concern, described in the Material uncertainty related to going concern section above, we determined the matters described below to be the key audit matters to be communicated in our report. This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><i>Risk of impairment in the carrying value of the Investment in subsidiaries and Loan receivables</i></p> <p>The Investment includes both Investment in subsidiaries of €38,916,000 (held at cost less accumulated impairment) and Loan receivables of €13,770,000 (held at amortised cost), of which the risk of impairment in the carrying value has been identified as a key audit matter.</p> <p>Under the applicable accounting standard, management is required to assess impairment indicators at each reporting date. If any such indications exist, the carrying amount of the Investment in subsidiaries is assessed against its recoverable amount; and the Loan receivables is assessed against the present value of future cash flows to determine if any impairment is required.</p> <p>There is inherent subjectivity and complexity involved in the impairment assessment. Management has exercised judgment in estimating the fair value of the Investment, which is assessed against the carrying value to determine if an indication of impairment exists. Should an impairment indicator exist, the carrying value is impaired to the fair value. The fair value for the underlying investment involves subjective judgment and unobservable inputs, including assumptions about terminal value, discount rates, and projected cash flows. These elements are intricate and complex, and the risk of error in these valuation assumptions could potentially lead to a material misstatement in the impairment assessment.</p>	<p>We understood and evaluated the valuation methodologies applied in determining the fair value assessment of the underlying investments which supported the carrying value of the Investment in subsidiaries and Loan receivable, with reference to industry practice, guidelines and applicable accounting standards. Our testing approach included:</p> <ul style="list-style-type: none"> • Understood and evaluated the processes and controls in place surrounding impairment assessment; • Reviewed the accounting treatment for compliance with accounting standards and/or policies; • Obtained and evaluated management’s indicator assessment over the impairment for the carrying value of the investments, there were none identified; • Tested the additions during the year by tracing the cost of the investment to underlying contracts in place; • Reviewed the disclosures within the financial statements to ensure they are reasonable, providing sufficient information around the methodology and uncertainty over eventual outcomes; and • Concluded on the appropriateness of impairment indicator assessment performed and the related presentation and disclosure of Investments in subsidiaries and Loan receivables, discussing with management and reporting to those charged with governance as appropriate.

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.

This is a full scope audit in relation to the entity’s financial statements, there is only one operating segment as the entity is registered and operates in the United Kingdom only. We focus our audit procedures on the material financial statement line items.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the company’s financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the company’s financial statements.

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:

<i>Overall company materiality</i>	€528,000 (2023: €520,900).
<i>How we determined it</i>	1% of Total Assets
<i>Rationale for benchmark applied</i>	The entity is asset-based and the Investment in subsidiaries and Loan receivables are the primary financial statement line items considered by stakeholders in assessing the performance of an intermediate holding company. Therefore total assets is an appropriate benchmark to be considered.

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% (2023: 75%) of overall materiality, amounting to €396,000 (2023: €390,675) for the company financial statements.

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 those charged with governance that we would report to them misstatements identified during our audit above €26,000 (2023: €26,045) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Reporting on other information

The other information comprises all of the information in the Annual Report 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 Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and 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 in respect of the financial statements, 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 (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.

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 the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 manipulation of financial data or intentional bias in estimation with respect to the impairment assessment over the investment in subsidiaries and loan receivable. Audit procedures performed by the engagement team included:

- Enquiring with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Reviewing relevant meeting minutes of those charged with governance;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations;
- Obtaining management information, board reports and external market data to validate the Manager's inputs into the calculation used in the impairment assessment over the carrying value of investment in subsidiaries and loan receivable and challenging assumptions made, where appropriate; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

Auditors' responsibilities for the audit of the financial statements (continued)

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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. 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 Chapter 3 of Part 16 of the Companies Act 2006 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.

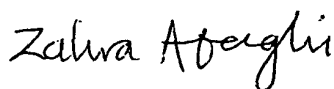
Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Zahra Afaghi (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
23 September 2025

COGENIO GROUP LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Note	2024 EUR 000	2023 EUR 000
Investment income	3	797	778
Administrative expenses	4	(267)	(294)
Operating profit		530	484
Interest expense	5	(575)	(767)
Loss before tax		(45)	(283)
Tax on loss	6	-	-
Loss for the financial year		(45)	(283)
Total comprehensive loss for the financial year		(45)	(283)

There was no other comprehensive income for the year ended 31 December 2024 other than that included in the statement of comprehensive income, all of which is derived from continuing operations.

The notes on pages 16 to 24 form part of these financial statements

COGENIO GROUP LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	Note	2024 EUR 000	2023 EUR 000
Non-current assets			
Investments in subsidiaries	8	38,916	38,916
Loan receivables	9	13,770	12,977
		<u>52,686</u>	<u>51,893</u>
Current assets			
Cash and cash equivalents		192	195
Trade and other receivables	10	2	2
		<u>194</u>	<u>197</u>
Current liabilities			
Trade and other payables	11	(60)	(135)
Net current assets		<u>134</u>	<u>62</u>
Non-current liabilities			
Loan payables	12	(13,860)	(13,285)
Net assets		<u>38,960</u>	<u>38,670</u>
Capital and reserves			
Called up share capital	13	23,816	23,816
Share premium	13	16,087	15,752
Profit and loss account	14	(943)	(898)
Total equity		<u>38,960</u>	<u>38,670</u>

The financial statements on pages 13 to 24 have been approved by the Board of Directors and signed on its behalf by:



L Cannizzo
Director



C Manrique
Director

23 September 2025

The notes on pages 16 to 24 form part of these financial statements

COGENIO GROUP LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Note	Called up share capital EUR 000	Share premium EUR 000	Profit and loss account EUR 000	Total equity EUR 000
Balance as at 1 January 2023		23,816	2,852	(615)	26,053
Total comprehensive loss for the financial year		-	-	(283)	(283)
Issue of shares	13	-	12,900	-	12,900
Balance as at 31 December 2023		23,816	15,752	(898)	38,670

	Note	Called up share capital EUR 000	Share premium EUR 000	Profit and loss account EUR 000	Total equity EUR 000
Balance as at 1 January 2024		23,816	15,752	(898)	38,670
Total comprehensive loss for the financial year		-	-	(45)	(45)
Issue of shares	13	-	335	-	335
Balance as at 31 December 2024		23,816	16,087	(943)	38,960

The notes on pages 16 to 24 form part of these financial statements

COGENIO GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. Accounting policies

Cogenio Group Limited (the "Company") is a private company limited by shares, incorporated and registered in England. These financial statements are prepared for the year ended 31 December 2024 (the "year").

Basis of preparation

The Company's financial statements have been prepared under the historical cost convention and in accordance with UK Generally Accepted Accounting Practices including FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102") and the Companies Act 2006.

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

These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent, M&G Plc, includes the Company in its consolidated financial statements. These consolidated financial statements are prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006 and are publicly available. Accordingly, the Company may adopt FRS 102 and take advantage of reduced disclosure exemptions.

The Company has taken advantage of the exemptions under FRS 102 section 7 Statement of Cash Flows paragraphs 1.8 to 1.12, not to prepare a Cash Flow Statement for the year ended 31 December 2024.

The principal accounting policies adopted have been set out below and have been applied consistently to all periods presented in these financial statements.

a) Change in accounting policies

In the opinion of the Directors, there are no mandatory new accounting policies applicable in the current year that are relevant and/or material to the Company. Consequently, no such mandatory new accounting policies are listed. The Company has not early adopted any new accounting policies that are mandatory.

b) Investment income

Investment income represents interest, which is ultimately recognised within the Statement of Comprehensive Income on an effective interest basis. Interest income represents interest receivable on debt investments where the company directly holds debt investments in underlying entities.

c) Interest expense

Interest payable is recognised in the Statement of Comprehensive Income as it accrues, using the effective interest method.

d) Employee benefits

Short-term employee benefits and contributions to defined contribution plans are recognised as an expense in the year in which they are incurred.

COGENIO GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

1. Accounting policies (continued)

e) Tax

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

The calculation of the total tax charge inherently involves a degree of estimation and judgment. The positions taken in tax returns, where applicable tax regulation is subject to interpretation, are recognised in full in the determination of the tax charge in the financial statements if the Company considers that it is probable that the taxation authority will accept those positions. Otherwise, the Company considers an uncertain tax position to exist and a provision is recognised to reflect that a taxation authority, upon review of the positions, could alter the tax returns. From recognition, the provision is measured based on management's judgment and estimate of the likely amount of the liability or recovery. This is achieved by providing for the single best estimate of the most likely outcome or the weighted average expected value where there are multiple possible outcomes, taking into account external advice where appropriate. Each uncertain tax treatment is considered separately or together as a group, depending on management's judgment as to which approach better predicts the resolution of the uncertainty. It is assumed that tax authorities will examine the uncertain tax treatments and they have full knowledge of all related information. The judgments and estimates made to recognise and measure the effect of uncertain tax positions are reassessed whenever circumstances change or when there is new information that affects those judgments.

The M&G Plc Group ("the Group"), into which the results of the Company are consolidated, is subject to Pillar 2 global minimum top-up tax rules. United Kingdom, where the Company is incorporated, has enacted domestic minimum top-up tax legislation so that Pillar 2 top-up tax due in respect of United Kingdom group entities (i.e. where the local effective tax rate is less than 15%) is payable in United Kingdom.

The Group has completed an assessment to estimate the top up tax that would be due for 2024, which indicates no Pillar Two top-up tax liability in respect of the Company.

As the compliance, reporting and / or notification obligations become clear in the United Kingdom, the Company shall take appropriate steps to ensure compliance with any consequent relevant obligations under Pillar Two as enacted in the United Kingdom.

COGENIO GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2024

1. Accounting policies (continued)

f) Investments in subsidiaries

The Company's equity investment in its subsidiary is held at cost less accumulated impairment losses. At the end of each reporting year, the Directors review the carrying amount of investment in subsidiaries to determine whether there is any indication that the asset has suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). An impairment loss is recognised immediately in the Statement of Comprehensive Income.

In assessing recoverable amount, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

The accumulated impairment loss recognised in prior periods are assessed at each reporting date for indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortisation, if no impairment loss has been recognised.

g) Basic financial instruments

Trade and other receivables

Trade and other receivables are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method, less any impairment losses. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Trade and other payables

Trade and other payables are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument. Amount due within a year are classified as current liabilities.

Loan receivables

Loan receivables are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, loan receivables are stated at amortised cost using the effective interest method, less any impairment losses. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss and allocated to the investment in the reversed order.

Loan payables

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest rate method.

COGENIO GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024

1. Accounting policies (continued)

h) Cash and cash equivalents

Cash at bank comprise cash balances at bank.

i) Called up share capital

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

j) Functional and presentational currency

The Company's functional currency is considered to be the Euro ("EUR"). The Directors have chosen the Euro as the Company's presentational currency. The Euro is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions that affect the Company. All amounts within these financial statements are rounded to the nearest thousand.

k) Going concern

The financial statements have been prepared on a going concern basis. The Company's shareholder is exploring a sale of the entity which, if approved, is expected to conclude within the going concern period. If the entity is sold, the Directors of the Company cannot be certain of the potential purchaser's future plans and strategy for the Company. These conditions and events indicate the existence of a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. However, the Directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

2. Use of judgments and estimates

In preparing these financial statements, the Directors have made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively. The judgment the Directors apply is whether there should be any impairment booked as part of their review.

Impairment

At the end of the reporting year, the Directors have compared the carrying value of the investments in subsidiaries against recoverable amount and loan receivable and accrued investment income against the present value of future cashflows to determine if any impairment is required. In assessing the recoverable amount of the investment in subsidiary, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflected current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. In assessing the recoverable amount of loan receivables and accrued investment income, estimated future cash flows are discounted to their present value using their original effective interest rate. Impairment losses are recognised in profit or loss and allocated to the investments in the following order: investment in subsidiaries, accrued investment income and loan receivables.

An impairment loss is reversed during the period in which the reversal is identified, to the extent that the asset is not increased to a carrying amount higher than it would have been had no impairment loss been recognised for the asset in prior years. Any reversal of impairment, or part thereof, is allocated based on when the cash inflows are expected from the assets in the following order: loan receivable, accrued investment income and lastly to investment in subsidiaries.

COGENIO GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024

3. Investment income

	2024	2023
	EUR 000	EUR 000
Interest income on loan notes	793	774
Bank interest	4	4
	<u>797</u>	<u>778</u>

4. Administrative expenses

	2024	2023
	EUR 000	EUR 000
Other professional fees	107	136
Salaries	117	119
Auditors' remuneration		
- Cogenio Group Limited	23	21
- Related entities	11	10
Other pension cost	3	4
Foreign exchange loss	6	4
	<u>267</u>	<u>294</u>

5. Interest expense

	2024	2023
	EUR 000	EUR 000
Interest payable on loan notes	575	767

6. Tax on loss

a) Analysis of tax charge in the year:

	2024	2023
	EUR 000	EUR 000
Current tax:		
Current tax charge for the year	-	-
Total tax charge	<u>-</u>	<u>-</u>

b) Factors affecting tax charge for the year:

There were no factors that affected the tax charge for the year which has been calculated on the loss before tax at the standard rate of corporation tax in the UK of 25% (2023: 23.52%).

Deferred tax is provided at the tax rates enacted at the balance sheet date applicable to when the temporary differences are expected to reverse. The impact of the change to the tax rates is therefore recognised in the deferred tax movement for the year.

COGENIO GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024

6. Tax on loss (continued)

	2024 EUR 000	2023 EUR 000
Loss before tax	(45)	(283)
Tax on loss before tax at standard UK rate of 25% (2023: 23.52%)	(11)	(67)
Effects of:		
Deferred tax not provided	8	41
Expenses not deductible	15	26
Income not taxable	(12)	-
Total tax charge for the year	-	-

c) Factors affecting the tax charge:

An increase in the UK Corporation Tax rate from 19% to 25% was substantively enacted on 24th May 2021 and came into effect on 1 April 2023.

Deferred tax assets are recognised to the extent that they are regarded as recoverable. On the assessment of all available evidence, the asset is recognised if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying temporary differences can be deducted.

Deferred tax assets are recognised for tax loss carry forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Company did not recognise additional deferred tax assets of EUR 8,000 (2023: EUR 41,000) in respect of losses amounting to EUR 45,000 (2023: EUR 283,000) that can be carried forward against future taxable income.

7. Employees

The average number of employees during the year was:

	2024	2023
Employees	1	1

8. Investments in subsidiaries

	2024 EUR 000	2023 EUR 000
Net book value		
At beginning of year	38,916	26,116
Additions	-	12,800
At end of year	38,916	38,916

The Company holds 100% of the entire issued ordinary share capital of Cogenio Italy S.r.l., an entity which is engaged in developing industrial energy solutions for industrial customers in Italy and Iberia. The Company also holds 100% of the entire issued ordinary share capital of Infracapital (3Moon) S.L., a company established and existing under the laws of Spain which is engaged in developing industrial energy solutions in Spain. Based on the review of the performance of the underlying investments, the Directors do not consider an impairment needs to be recognised this year (2023: EUR nil).

COGENIO GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2024****8. Investments in subsidiaries (continued)**

The registered office of Cogenio Italy S.r.l., is as follows: Milan, Viale Andrea Doria 7, Italy.

The registered office of Infracapital (3Moon) S.L. is as follows: C/ Suero De Quinones 34-36 28002, Madrid.

9. Loan receivables

	2024	2023
	EUR 000	EUR 000
Loan notes from related parties	<u>13,770</u>	<u>12,977</u>

The loan note investments are made up of EUR 13,770,000 (2023: EUR 12,977,000) of unsecured loan notes with an interest rate of 6% with EUR 10,945,000 (2023: EUR 10,314,000) repayable on 31 March 2031 and EUR 2,825,000 (2023: EUR 2,663,000) repayable on 31 March 2032 receivable from Infracapital (3Moon) S.L.

10. Trade and other receivables

	2024	2023
	EUR 000	EUR 000
Accrued investment income	<u>2</u>	<u>2</u>
	<u>2</u>	<u>2</u>

11. Trade and other payables

	2024	2023
	EUR 000	EUR 000
Amounts owed to related parties	51	95
Accrued interest payable	7	2
Accrued expenses	<u>2</u>	<u>38</u>
	<u>60</u>	<u>135</u>

12. Loan payables

	2024	2023
	EUR 000	EUR 000
Amounts owed to related parties	<u>13,860</u>	<u>13,285</u>

The amounts owed to related parties includes EUR 11,243,000 (2023: EUR 10,622,000) of unsecured loan notes with an interest rate of 5.75% repayable on 31 March 2031 and EUR 2,617,000 (2023: EUR 2,663,000) of unsecured loan notes with an interest rate of 6% repayable on 31 March 2032 payable to Infracapital (Leo) SLP LP.

COGENIO GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024

13. Called up share capital and share premium

	2024	2023
	EUR 000	EUR 000
Allotted, called-up and paid		
Called up share capital	23,816	23,816
Share premium	16,087	15,752
	<u>39,903</u>	<u>39,568</u>

As at 31 December 2024, 23,816,422 ordinary shares were in issue with a nominal value of EUR 1 each (2023: 23,816,420 ordinary shares were in issue with a nominal value of EUR 1 each).

On 11 November 2024, the Company allotted 2 ordinary shares with a nominal value of EUR 1 for a total consideration of EUR 335,000 to Cogenio Group Holdings Limited.

On 15 December 2023, the Company allotted 1 ordinary share with a nominal value of EUR 1 for a total consideration of EUR 12,900,000 to Cogenio Group Holdings Limited.

14. Profit and loss account

	2024	2023
	EUR 000	EUR 000
As at beginning of year	(898)	(615)
Loss for the year	(45)	(283)
As at end of year	<u>(943)</u>	<u>(898)</u>

15. Related party transactions

In accordance with paragraph 33.1A of FRS 102, the Company has not disclosed transactions with fellow group entities which are wholly-owned by M&G Plc. There were no other related party transactions.

16. Directors' emoluments

None of the Directors exercised M&G Plc share options during the year (2023: one).

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

The aggregate emoluments of the Directors of the Company were borne by related Group undertakings. The value of Directors' emoluments is based upon the apportionment of time spent providing qualifying services as Directors for the Company. No apportionment is made to companies where Directors are deemed to spend an inconsequential amount of time providing qualifying services.

COGENIO GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2024

17. Post balance sheet events

In April 2025, the United States of America (USA) initiated sweeping tariff arrangements against their global trading partners. This has heightened macro-economic uncertainty, with potential for escalating trade policy responses from USA trade counterpart countries, and significant impact to global trade. The Company via its investee entities, holds a stake in multiple European based infrastructure businesses. As at the date of approval of the financial statements, the Manager is closely monitoring these changes in global trade policy and anticipates the following potential impacts:

- Cogenio (Industrial Energy Solutions provider in Italy, Spain, Portugal and France) – minimal capital expenditure impact as mostly the assets under construction have fixed price contracts, and no major direct exposures to US manufacturers. Indirectly a wider economic downturn could lead to lower consumption by clients, and electricity and gas price movements could impact income margins although most energy price movements are contractually passed to the client.

The impact of the changing macro-economic environment will be reflected in the fair value of the investment in future reporting periods.

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

18. Controlling party

The immediate parent entity of Cogenio Group Limited is Cogenio Group Holdings Limited and the ultimate controlling party is M&G Plc, registered in England and Wales. Consolidated financial statements are prepared by M&G Plc and copies of these are available to the public and may be obtained from the registered office at 10 Fenchurch Avenue, London, EC3M 5AG.