Octopus Renewables Infrastructure Trust plc

Annual Report

For the period from 11 October 2019 to 31 December 2020

octopus renewables

A brighter way

Contents

About the Company

Octopus Renewables Infrastructure Trust plc ("ORIT" or the "Company") is a closed-ended investment company incorporated in England and Wales.

The Company's investment objective is to provide investors with an attractive and sustainable level of income returns, with an element of capital growth, by investing in a diversified portfolio of Renewable Energy Assets in Europe and Australia.

ORIT is an impact fund with the core impact objective of accelerating the transition to net zero through its investments. ORIT's Ordinary Shares were admitted to the Official List of the Financial Conduct Authority and to trading on the premium listing segment of the main market of the London Stock Exchange on 10 December 2019.

ORIT is managed by one of the largest renewable energy investors in Europe, Octopus Renewables, part of Octopus Investments Limited (the "Investment Manager").

Highlights

As at 31 December 2020

+15.9%
Total shareholder return[1,2]

+2.4%
NAV total return since IPO[1,2,3]

3.18p
Dividend per Ordinary Share declared for FY20

£344m
Net Asset Value ("NAV")

98.3p
NAV per Ordinary Share

15.8%
Premium to NAV[1]

£398m
Market capitalisation

£341m
IPO proceeds fully committed to renewable energy assets

£441m
Gross Asset Value ("GAV")[1,4]

502 GWh
Potential Renewable Electricity

79k
Estimated tonnes of carbon avoided

114k
Equivalent Homes Powered by clean energy

Alternative Performance Measures ("APMs")
The financial information and performance data highlighted in footnote 1 above are the APMs of the Company. Definitions of these APMs together with how these measures have been calculated can be found on page 160.

[1] These are alternative performance measures.
[2] Total returns in sterling, including dividend reinvested.
[3] Based on NAV at IPO of £0.98/share as stated in the Prospectus
[4] A measure of total asset value including debt held in unconsolidated subsidiaries

Key milestones during the period

1
10.12.2019
Admission to the premium segment of the main market of the LSE

2
10.03.2020
First investment of €68m into Ljungbyholm Wind Farm, a construction ready onshore wind farm in Sweden

3
20.03.2020
Acquisition of 8 operational UK solar sites for £144.3m

4
31.07.2020
Acquisition of 14 operational French solar sites for €58.9m, with existing project finance of €99m

5
21.08.2020
First dividend paid to investors for H1 2020 of 1.06p

6
15.09.2020
Impact Strategy published

7
30.09.2020
Conditional acquisition of 4 solar sites in Spain committing €37.8m, expected to be ready to build by January 2023 with additional construction costs of €82m

8
29.10.2020
- Acquisition of Cerisou, a construction ready onshore wind farm in France with total acquisition and construction costs of €56m
- IPO proceeds fully committed

9
27.11.2020
Interim dividend paid to Investors for Q3 2020 of 1.06p

10
19.11.2020
Secured a committed £150m Revolving Credit Facility with a further uncommitted accordion of £100m

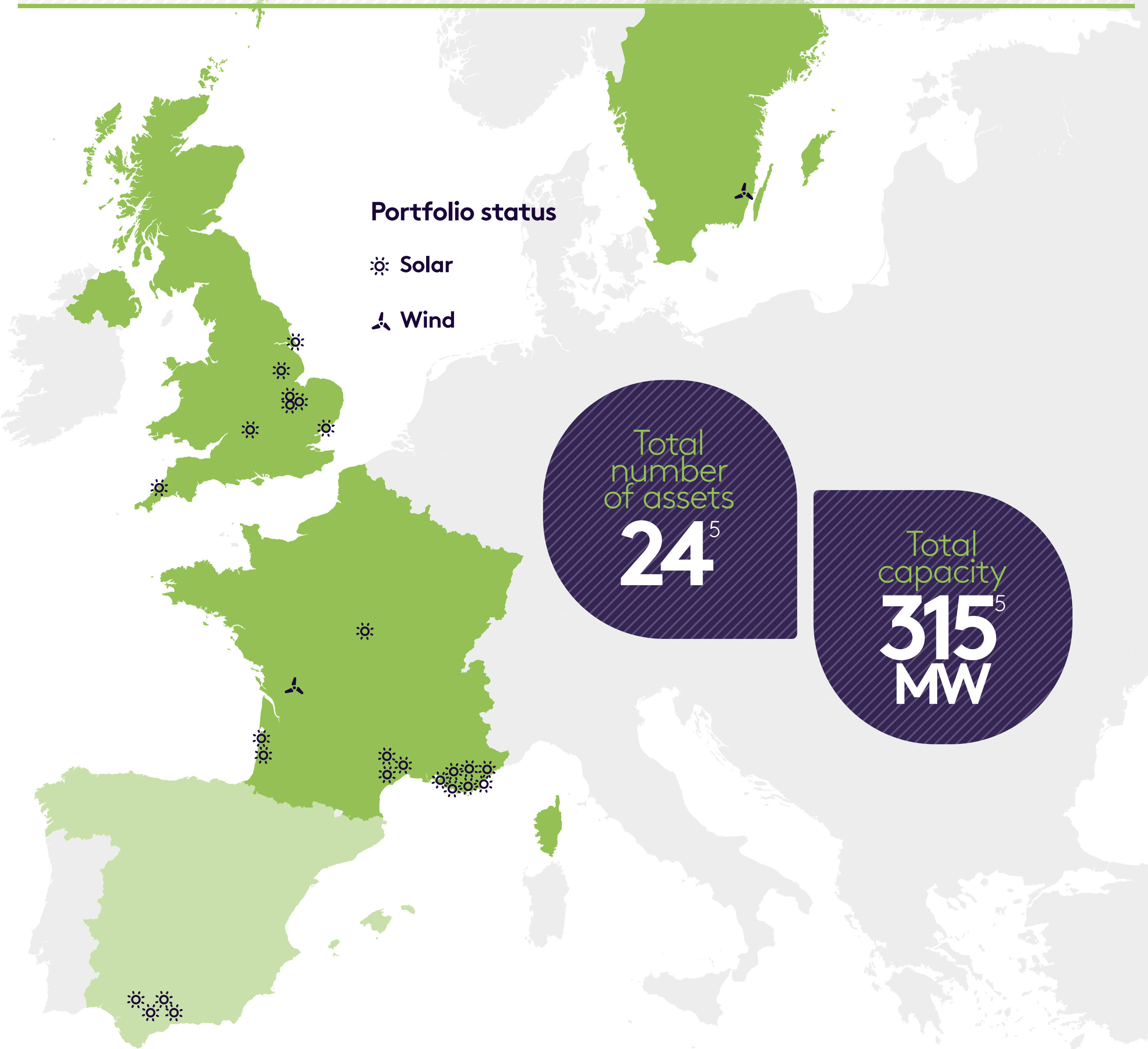
Post period end →

11
27.01.2021
Refinanced the French solar portfolio raising €125.7m of fully amortising debt with final repayment in December 2038 and all-in interest cost of 1.13%

12
05.03.2021
Interim dividend paid to Investors for Q4 2020 of 1.06p, taking the total dividend for FY 2020 to 3.18p, meeting our stated target

Portfolio

Technology	Country	Sites	Capacity (MW)	Average asset life remaining (years)	Status	Key information
Solar PV	UK	8	123	22.8	Operational	ROC Subsidised
Wind	Sweden	1	48	30.0	Construction, 12 Turbines	Expect operational in H2 2021
Wind	France	1	24	30.0	Construction, 8 Turbines	Expect operational in H2 2022
Solar PV	France	14	120	27.3	Operational	FiT Subsidised
Solar PV	Spain	4	175	35.0	Conditional acquisition	Expect operational in early 2024



[5] Excludes conditional acquisitions

Chairman's Statement

On behalf of the Board I am pleased to present this first annual report for Octopus Renewables Infrastructure Trust plc for the period from incorporation on 11 October 2019 to 31 December 2020 (the "Annual Report").

Initial Public Offering

We launched ORIT in response to growing investor demand for a diversified fund targeting opportunities arising from the energy transition. This led to a successful, oversubscribed IPO with the Company's Ordinary Shares being admitted to trading on the premium segment of the main market of the London Stock Exchange on 10 December 2019. In total, the IPO raised gross proceeds of £350 million and we were delighted to welcome a very broad range of shareholders to the register.

Deployment

Our investment strategy seeks to help accelerate the world towards a net zero future while delivering attractive yield and growth for investors. Diversification is at the heart of our strategy; the Company's ability to invest in assets across numerous countries and technologies provides a number of advantages, including reducing correlations in power prices, diversifying the influence of weather patterns and reducing the reliance on any single regulatory regime.

I am very pleased to report that during the year the Company completed 5 acquisitions, committing 100% of the net IPO proceeds in line with this diversification strategy.

- In March 2020, we completed our first acquisition, the Ljungbyholm Wind Farm in Sweden from OX2, a leading developer and constructor of renewable energy projects in Scandinavia. The total investment in the 48MW construction ready wind farm was €68million which will be disbursed as the construction progresses. At the date of this report, construction is proceeding on schedule and commissioning of the site is in progress.
- Our second investment also completed in March 2020, and was the acquisition of a portfolio of 8 subsidised, operational solar PV sites in the UK. This portfolio was one of the "Pipeline Assets" described in our IPO prospectus.
- In July 2020, we acquired a portfolio of 14 subsidised, operational solar PV sites in France. Post the period end, this portfolio was refinanced with a more optimal debt package from 3 leading European banks.
- In September 2020, we completed our fourth investment with the conditional acquisition of a portfolio of 4 solar PV sites in Spain. As the sites are still under development, transaction completion is dependent upon the portfolio reaching ready-to-build stage.
- Our fifth investment completed in October 2020 and was the acquisition of a construction ready wind farm in France which benefits from the French feed-in tariff, subsidising 100% of output for the first 20 years of operation.
- With our fifth investment, we fully committed the IPO proceeds and subsequently entered into a £150m revolving credit facility in November 2020.

As at 31 December 2020, the Company's portfolio spans 24 assets across 3 countries and includes onshore wind and solar, construction and operational sites, and a blend of government backed subsidies, power purchase agreements and uncontracted sale strategies.

Results

This has been a successful inaugural year for ORIT, delivering an exceptionally strong 15.9% total shareholder return over the period. NAV total return has totalled 2.4% over the period with the NAV per Ordinary Share at 31 December 2020 reaching 98.3 pence. This increase includes the 0.6 pence per share positive impact of the construction risk premium being partially recognised as the Ljungbyholm wind farm progressed through construction, a core part of our investment strategy.

The portfolio assets generated revenues of £30.8 million in the period from IPO to 31 December 2020, in line with the Investment Manager's expectations. Total EBITDA at the asset level for the period was £22.6m, slightly below budget due to increased operating costs. The profit at the Company level for the period from incorporation to 31 December 2020 was £8.3 million, resulting in earnings per share of 2.75 pence as disclosed in Note 8 on page 144. The annualised ongoing charges ratio ("OCR") is 1.15%.

Dividend

The Board was pleased to announce a third interim dividend of 1.06 pence per share in February 2021, which was paid in early March. Together with two dividends declared during the year, the Company has now delivered its target of a 3% annualised dividend. This is by reference to the IPO price of £1.00 in respect of the financial period from IPO on 10 December 2019 to 31 December 2020 (equating to 3.18 pence per share for FY 2020). The dividend was fully covered by the operational cash flows generated by the Company's underlying assets, prior to debt amortisation. As outlined in the IPO prospectus, the Company is targeting an annualised dividend yield of 5% by reference to the IPO price in respect of the financial year to 31 December 2021. Thereafter, the Company intends to adopt a progressive dividend policy and the Board plans to declare dividends on a quarterly basis henceforth.

The Directors have identified a procedural issue in respect of the payment of the first interim dividend covering the period from IPO to 30 June 2020. Out of an abundance of caution, the Directors intend to convene a general meeting as soon as practicable to propose resolutions, which will, if passed, put all potentially affected parties, so far as possible, in the position in which they were always intended to be on the basis that the first interim dividend had been properly paid. Further details are set out on page 91 of the Directors' Report and Note 7 to the financial statements.

Impact Investing

Investing for a positive impact lies at the heart of ORIT's investment objective, given the inherent benefits of renewable energy assets. This asset class does not require a trade-off between returns and responsible investment. It presents investors with an attractive investment opportunity, whilst helping the planet to decarbonise and move towards net zero. Environmental, Social and Governance ("ESG") principles thread their way through the investment process and ongoing management of the assets, alongside specific initiatives to drive greater impact. The Board recognises that impact investing is also becoming increasingly important for investors, so we will be aiming to report in a clear and transparent way, bringing our investments to life and making it easier for investors to assess and quantify the positive impact that ORIT is having on communities and the environment. Furthermore, we intend to adopt best practice reporting standards as they are developed, such as those from the Task Force on Climate-related Financial Disclosures ("TCFD"). I was delighted to publish the Company's Impact Strategy in September 2020 which will be updated regularly as we respond to market trends. This sets out our core impact goal of accelerating the transition to net zero alongside the three lenses through which all ORIT's activities are considered from a responsible investment and impact perspective: Performance, Planet and People.

- Performance: ESG is an essential risk management tool that improves the financial performance of the Company and our impact strategy is 100% aligned with our financial performance objectives
- Planet: Investing in renewable energy assets is core to what we do, but we also look to protect the planet by improving flora and fauna habitats in and around our projects and by taking action to monitor and reduce carbon emissions associated with our investment activity. Actions to protect nature and biodiversity improves resilience of natural capital assets, providing potential economic benefit and support for our investments
- People: Alongside mitigating risks to people and keeping those that work in our supply chains safe, we aim to support those who neighbour our renewable energy assets, enhancing the robustness of our investments through positive community relationships.

Changes to the Investment Policy

Following full commitment of the net proceeds of the initial public offering, the Board and the Investment Manager took the opportunity to review the Company's investment policy. After careful consideration and consultation with a range of shareholders, the Board recommended that the investment policy be amended to; allow limited investment in renewable energy assets that are under development together with renewable energy developers and development pipelines, reflect the progress of the Company since launch, for example by increasing the minimum number of assets, and make further minor changes to clarify certain sections of the current policy. These changes were approved by shareholders on 4 February 2021.

Consequently, the Investment Policy has been updated to enable investments into development pipelines and developers (together "Development Renewable Energy Assets"). Investment in Development Renewable Energy Assets will be limited to 5 per cent. of Gross Asset Value, calculated immediately following each investment. This addition will allow the Company to access a wider range of Renewable Energy Asset investment opportunities, including proprietary investments developed on behalf of the Company by the Investment Manager, who has a successful track-record of growing developers from small early-stage companies into global leaders in their sectors.

Portfolio Performance

The operating solar PV assets in the UK and France have performed broadly in line with budget, and work is ongoing to improve the ability of the sites to capitalise on periods of higher than expected irradiation. The construction of the Ljungbyholm Wind Farm in Sweden has progressed according to schedule and has been largely unaffected by the COVID crisis. Generation of power has commenced, and the start of full operations is currently forecast to commence on or ahead of schedule in H2 2021. The construction of the Cerisou Wind Farm in France is due to begin in H2 2021 with the project expected to be fully operational in 2022.

COVID-19

Despite the coronavirus pandemic continuing to disrupt the global economy throughout the period, there has been only a very limited impact on the Company's assets. Power prices which fell in the early stages of the pandemic have largely recovered whereas asset valuations have been robust as investor demand for the sector has increased. While supply chains have been materially affected, close cooperation with construction partners and turbine suppliers has ensured that the construction of the Ljungbyholm Wind Farm has continued to proceed on schedule.

Despite the various lockdown periods, the Board has been able to meet virtually, whilst the Investment Manager, Administrator and other key service providers have been able to operate effectively with robust systems and staff working from home.

Outlook

The energy transition continues to accelerate, propelled by green-led recoveries being pursued across ORIT's target markets. New European targets for the production of 'green hydrogen' powered by renewable energy, new deadlines on the phasing out of internal combustion engine vehicles and increasing decarbonisation of heating all point to exciting growth potential in the sector. Meanwhile, the UK government has in its 3 March 2021 Budget further demonstrated their commitment to supporting the energy transition with the Chancellor of the Exchequer expanding the remit for the Bank of England to include an objective to support the "transition to an environmentally sustainable and resilient net zero economy". With COP 26 approaching later in the year, we expect this positive momentum to continue.

As economies around the world move towards a carbon neutral future, with its wide and flexible mandate, the Company is well positioned to be a leader in driving this transition. On behalf of the Board, I would like to thank shareholders for their support since IPO, and we look forward to delivering yield and growth, whilst achieving a positive impact on the environment.

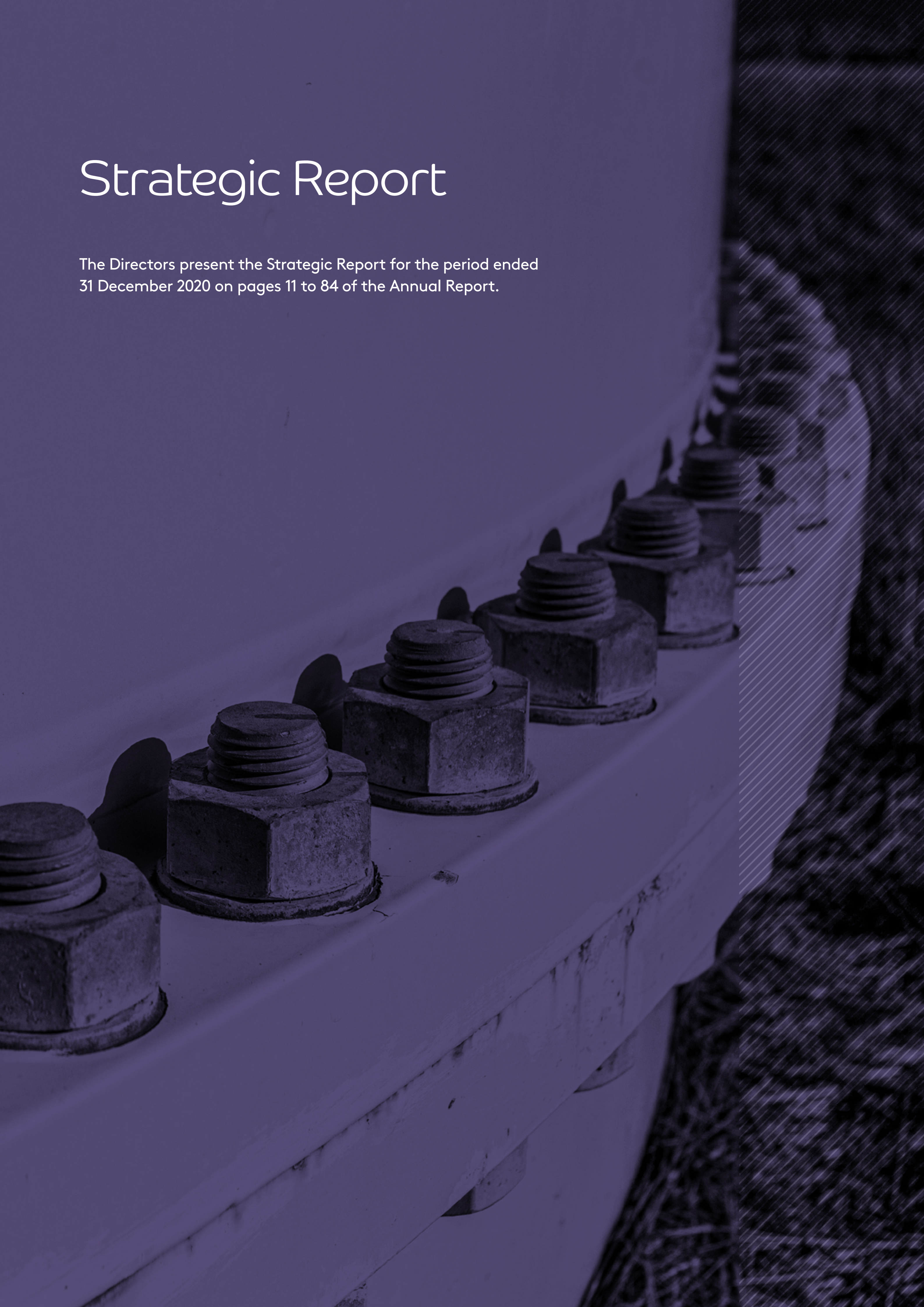
Philip Austin.

Phil Austin MBE
Chairman

Octopus Renewables Infrastructure Trust plc
12 March 2021

Strategic Report

The Directors present the Strategic Report for the period ended 31 December 2020 on pages 11 to 84 of the Annual Report.



Business Model, Objectives and KPIs

Business Model

Octopus Renewables Infrastructure Trust plc was incorporated on 11 October 2019 as a public company limited by shares. The Company intends to carry on business as an investment trust within the meaning of section 1158 of the Corporation Tax Act 2010 and was listed on the premium segment of the main market of the London Stock Exchange on 10 December 2019. The Company holds and manages its investments through a parent holding company, ORIT Holdings II Limited and two holding company subsidiaries, ORIT Holdings Limited and ORIT UK Acquisitions Limited (together the "intermediate holding companies"), which in turn hold investments via a number of Special Purpose Vehicles ("SPVs"). The jurisdictions in which the SPVs are incorporated is typically determined by the location of the assets, and further portfolio-level holding companies may be used to facilitate debt financings.

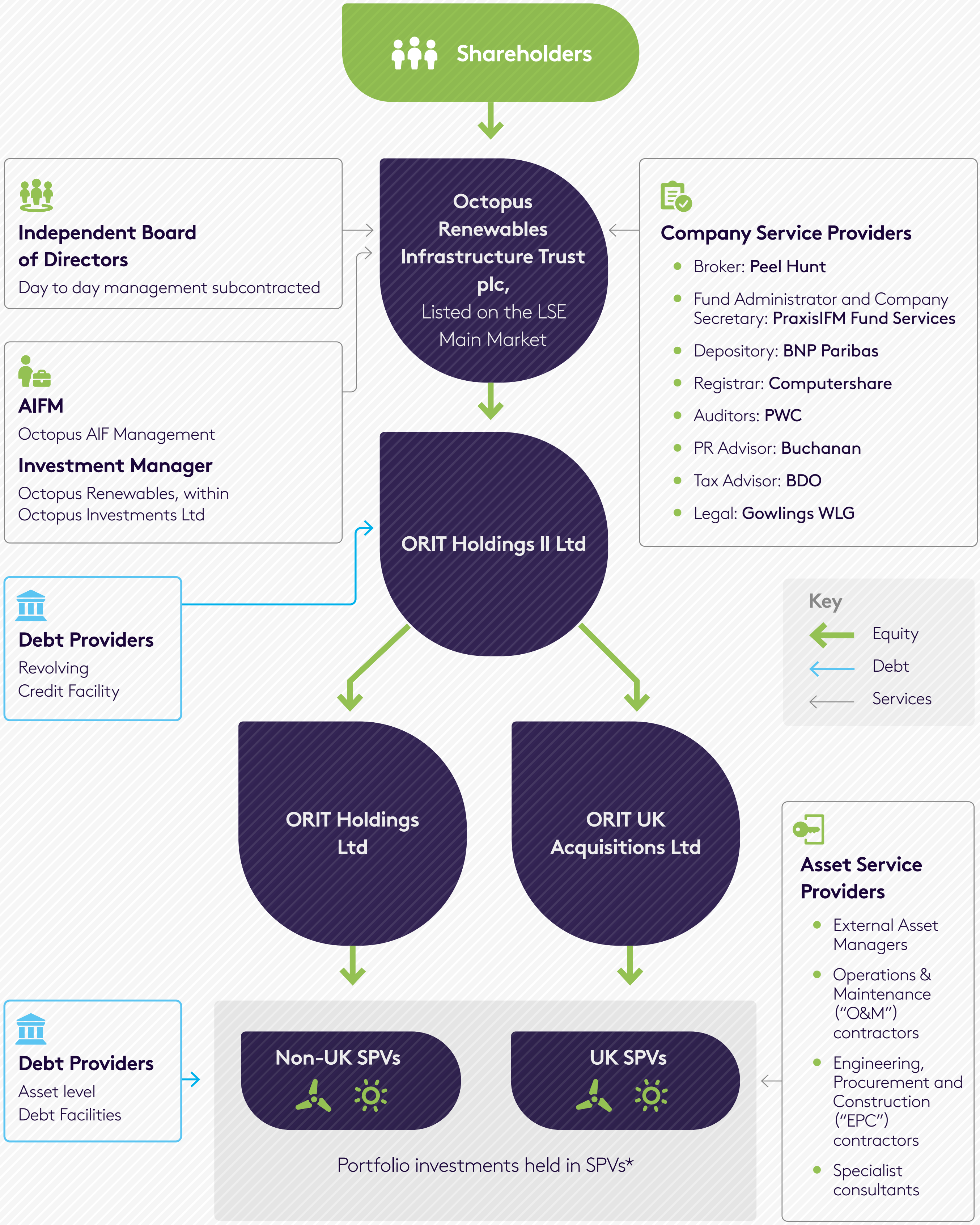
As at 31 December 2020, the Company owns a portfolio of 24 Renewable Energy Assets totalling 243MW of operational capacity and 72MW under construction. Long term structural debt is in place for the French solar portfolio and, as at 31 December 2020, this comprised outstanding principal amounts of €95.2m due to Hamburg Commercial Bank as well as associated interest rate swaps with a fair value liability of €11.3m. This debt was refinanced post-period end via a €125.7m facility provided by Allied Irish Banks, Société Générale and La Banque Postale. Short term debt financing is available through a £150m Revolving Credit Facility ("RCF") which may be drawn by ORIT Holdings II Limited.

The Company has a 31 December financial year end and announces half-year results in September and full-year results in March. The Company pays dividends quarterly, targeting payments in early March, May, August and November each year.

The Company has an independent board of non-executive directors and has appointed Octopus AIF Management Limited ("OAIFM") as its Alternative Investment Fund Manager ("AIFM") to provide portfolio and risk management services to the Company. The AIFM has delegated the provision of portfolio management services to the Investment Manager, Octopus Investments Limited, a fellow member of the Octopus Group. Within Octopus Investments Limited, Octopus Renewables has day to day portfolio management responsibilities. Further information on the Investment Manager is provided in the Investment Manager's Report.

As an investment trust, the Company does not have any employees and is reliant on third party service providers for its operational requirements. Likewise, the SPVs do not have any employees and services are also provided through third party providers. Each service provider has an established track record and has in place suitable policies and procedures to ensure they maintain high standards of business conduct and corporate governance.

Figure 1: Company operating model



*Some investments in SPVs may be held indirectly through portfolio-level holding companies

Objectives and KPIs

The Company's objective is to provide investors with an attractive and sustainable level of income returns, with an element of capital growth, by investing in a diversified portfolio of Renewable Energy Assets in Europe and Australia.

Financial Objectives

Objective	KPI	Performance commentary	Monitoring activities
Sustainable level of income returns • Provide investors with an initial annualised dividend yield of 3% for FY20 • Generated from strong operational cashflows	**3.18p** dividend declared for the year, in line with target **£22.6m** EBITDA from operational assets	The dividend of 3.18p was fully covered by operational cashflows at the SPV level less costs at the plc and intermediate holding company level. Due to a delay in completing the refinancing of the French solar portfolio, the dividend was not fully covered on a cash flow basis at the Company level. The Company's dividend yield target (by reference to the IPO issue price of £1.00 per Ordinary Share) is rising to 5% (5 pence) for FY21, and is expected to be progressive thereafter.[6,7] The operational assets have performed in line with expectations for the period.	The Board monitors dividend cover and ratios at each quarterly Board meeting against the targets and makes determinations on the dividends to be paid. The Investment Manager actively manages operational performance of assets on an ongoing basis with actions taken to resolve and mitigate operational issues. Financial performance of assets is reviewed monthly by the Investment Manager. Any material issues would be highlighted to the Board without delay. Operational and financial performance is reviewed quarterly by the Board.

[6] Investors should note that references to "dividends" and "distributions" are intended to cover both dividend income and income which is designated as an interest distribution for UK tax purposes and therefore subject to the interest streaming regime applicable to investment trusts.

[7] The dividend and return targets stated are targets only and not profit forecasts. There can be no assurance that these targets will be met, or that the Company will make any distributions at all and they should not be taken as an indication of the Company's expected future results. The Company's actual returns will depend upon a number of factors, including but not limited to the Company's net income and level of ongoing charges. Accordingly, potential investors should not place any reliance on these targets and should decide for themselves whether or not the target dividend and target net total shareholder return are reasonable or achievable.

Financial Objectives (continued)

Objective	KPI	Performance commentary	Monitoring activities
Capital preservation with element of growth • Provide investors with a net total shareholder return of 7% to 8% per annum over the medium to long term • Generated through a diversified portfolio including construction and development assets • Cost control and prudent financial management	**98.3p** NAV per share **15.9%** Total shareholder return since IPO **2.4%** NAV total return since IPO **4**[8] acquisitions delivering **315MW**[8] of capacity including wind and solar, construction and operational assets diversified across 3 countries **1.15%** Ongoing charges ratio **0.62%** Transaction costs as percentage of committed acquisition spend	There was a natural lag in the growth of the value of the portfolio as we deployed the IPO proceeds in this initial year. The acquisitions concluded in the period include a number of construction assets expected to deliver growth as they reach operations and are de-risked. The ongoing charges ratio for the period came in below expectations set at IPO of 1.3%. Transaction costs incurred on acquisitions in the period were slightly higher than budgeted levels.	The Board monitors both the NAV and share price performance and compares with other similar investment trusts. A review of performance is undertaken at each quarterly Board meeting and the reasons for relative under and over performance against various comparators is discussed. The Investment Manager evaluates and selects investment opportunities to deliver against the investment strategy and policy. Company level budgets are approved annually by the Board and actual spend is reviewed quarterly. Transaction budgets are approved by the Board and potential abort exposure is carefully monitored.

[8] Excludes conditional acquisition.

Impact Objectives

Our core impact objective is to accelerate the transition to net zero through our investments, building and operating a diversified portfolio of renewable energy assets to help facilitate the transition to a more sustainable future. Our investments are long term and therefore require a long term view to be taken both in the initial investment decisions and in the subsequent asset management, adopting long term and sustainable business practices.

Objective	KPI
Performance: Build and operate a diversified portfolio of renewable energy assets, mitigating the risk of losses through robust governance structures, rigorous due diligence, risk analysis and asset optimisation activities to deliver investment return resilience	**£341m** committed into renewables **502 GWh** of potential annual renewable energy generation, 221 GWh of which will be additional generation from constructing assets[9] **24** assets Financial return metrics are shown in the Financial Objectives table.
Planet: Consider environmental factors to mitigate risks associated with the construction and operation of assets, enhancing environmental potential where possible	**79.1k** equivalent tCO2 avoided[10] **9.6t CO2e per MW** estimated carbon intensity (direct and indirect) **18.5t CO2e** emissions offset (all direct emissions) **100%** investments qualify as sustainable in line with EU Taxonomy[11] **100%** generating sites moved onto renewable import tariffs
People: Evaluate social considerations to mitigate risks and promote a 'Just Transition' to clean energy	**0** RIDDORs relating to injuries on people[12] **120 students** benefiting from first social initiative

Further information on our Impact Strategy and performance against our Impact Objectives can be found in the Impact Report section of this strategic report from page 48 and the Company's Impact Strategy published on our website here: www.octopusrenewablesinfrastructure.com/investors/

[9] Metric calculated based on an estimated annual production of the construction portfolio once fully constructed.

[10] Metrics based on an estimated annual production of the whole portfolio once fully constructed. Carbon avoided is calculated using the International Financial Institution's approach for harmonised GHG accounting.

[11] 100% of investments are significantly contributing to climate change mitigation. Further analysis is required to better understand whether the investments meet the "Do No Significant Harm" technical screening criteria that is still under review and applies from 1 Jan 2022.

[12] RIDDOR stands for the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 and these are reportable incidents to the UK Health and Safety Executive. In the period there were 3 reported RIDDORs associated with technical equipment failures.

Investment Strategy and Policy

Investment Strategy

The Company will seek to achieve its objectives in four ways:

- **Diversification:** The Company's Investment Policy includes a broad mandate to invest across different renewable technologies and in different geographies, reducing concentration of risk in particular power markets or weather conditions as well as allowing the Company to access investments from a large set of opportunities originated by the Investment Manager.
- **Inclusion of construction and development:** Investing into renewable energy assets at the construction ready stage allows the opportunity for greater capital growth through the successful management of construction risks and delivery of the asset into operations, as well as increasing the ability to influence social and environmental benefits. Investments into development stage renewable energy assets are limited to 5% of GAV and allows the Company access to a wider range of renewable energy asset investment opportunities.
- **Active construction and asset management:** The Company, via the Investment Manager, takes an active role in ensuring site safety, in managing construction risks and in seeking to enhance the value of the portfolio through maximising generation, optimising the price received for generation, dynamic risk management and controlling costs as well as longer term value enhancements such as equipment upgrades or life extension.
- **Embedding impact into investments:** As an Impact Fund the Company ensures that social and environmental benefits are considered and maximised alongside financial returns, both at the time of initial investment and throughout the ongoing management of the portfolio.

Investment Policy

The Company will seek to achieve its investment objective through investment in renewable energy assets in Europe and Australia, comprising (i) predominantly assets which generate electricity from renewable energy sources, with a particular focus on onshore wind farms and photovoltaic solar ("solar PV") parks, and (ii) non-generation renewable energy related assets, and businesses (together "Renewable Energy Assets").

The Company may invest in operational, in construction, construction ready or development Renewable Energy Assets. In construction or construction ready Renewable Energy Assets are assets that have in place the required grid access rights, land consents, planning and regulatory consents. Development Renewable Energy Assets comprise projects that do not yet have in place the required grid access rights, land consents, planning and regulatory consents, as well as investments into development pipelines and developers ("Development Renewable Energy Assets").

The Company intends to invest both in a geographically and technologically diversified spread of Renewable Energy Assets and, over the long term, it is expected that investments: (i) located in the UK will represent less than 50 per cent. of the total value of all investments; (ii) in any single country other than the UK will represent no more than 40 per cent. of the total value of all investments; (iii) in onshore wind farms will not exceed 60 per cent of the total value of all investments; and (iv) in solar PV parks will not exceed 60 per cent. of the total value of all investments. For the purposes of this paragraph, investments shall (i) be valued on an unlevered basis, (ii) include amounts committed but not yet incurred and (iii) include Cash and Cash Equivalents to the extent not already included in the value of investments or amounts committed but not yet incurred.

The Company may acquire a mix of controlling and non-controlling interests in Renewable Energy Assets and may use a range of investment instruments in the pursuit of its investment objective, including but not limited to equity and debt investments. A controlling interest is one where the Company's equity interest in the Renewable Energy Asset is in excess of 50 per cent.

In circumstances where the Company does not hold a controlling interest in the relevant investment, the Company will secure its shareholder rights through contractual and other arrangements, to, inter alia, ensure that the Renewable Energy Asset is operated and managed in a manner that is consistent with the Company's investment policy.

Investment Restrictions

The Company aims to achieve diversification principally through investing in a range of portfolio assets across a number of distinct geographies and a mix of wind, solar and other technologies. The Company will observe the following investment restrictions when making investments:

- the Company may invest up to 32.5 per cent. of Gross Asset Value in one single asset, up to 27.5 per cent. of Gross Asset Value in a second single asset, and the Company's investment in any other single asset shall not exceed 20 per cent. of Gross Asset Value; and, in each case calculated immediately following each investment;
- the Company's portfolio will comprise no fewer than ten Renewable Energy Assets.;
- no more than 20 per cent. of Gross Asset Value, calculated immediately following each investment, will be invested in Renewable Energy Assets which are not onshore wind farms and solar PV parks;
- no more than 25 per cent. of Gross Asset Value, calculated immediately following each investment, will be invested in assets in relation to which the Company does not have a controlling interest;
- no more than 5 per cent. of Gross Asset Value, calculated immediately following each investment, will be invested in Development Renewable Energy Assets;
- the Company will not invest in other UK listed closed-ended investment companies;
- neither the Company nor any of its subsidiaries will conduct any trading activity which is significant in the context of the Group as a whole; and
- no investments will be made in fossil fuel assets.

Compliance with the above restrictions will be measured at the time of investment and non-compliance resulting from changes in the price or value of assets following investment will not be considered as a breach of the investment restrictions.

In addition to the above investment restrictions, following the Company becoming fully invested and substantially fully geared (meaning for this purpose borrowings by way of long term structural debt of 35 per cent. of Gross Asset Value) at the time of an investment or entry into an agreement with an Offtaker, the aggregate value of the Company's investments in Renewable Energy Assets under contract to any single Offtaker will not exceed 40 per cent. of Gross Asset Value.

The Company will hold its investments through one or more special purpose vehicles owned in whole or in part by the Company either directly or indirectly which will be used as the project company for the acquisition and holding of a Renewable Energy Asset (an "SPV") and the investment restrictions will be applied on a look-through basis.

For the purposes of the investment policy, "Gross Asset Value" means the aggregate of (i) the fair value of the Company's underlying investments (whether or not subsidiaries), valued on an unlevered basis, (ii) the Company's proportionate share of the cash balances and cash equivalents of assets and non-subsidiary companies in which the Company holds an interest and (iii) other relevant assets and liabilities of the Company (including cash) valued at fair value (other than third party borrowings) to the extent not included in (i) or (ii) above.

Borrowing Policy

The Company may make use of long term limited recourse debt to facilitate the acquisition or construction of Renewable Energy Assets to provide leverage for those specific investments. The Company may also take on long term structural debt provided that at the time of drawing down (or acquiring) any new long term structural debt (including limited recourse debt), total long term structural debt will not exceed 40 per cent. of Gross Asset Value immediately following drawing down (or acquiring) such debt. For the avoidance of doubt, in calculating gearing, no account will be taken of any investment in Renewable Energy Assets that are made by the Company by way of a debt investment.

In addition, the Company may make use of short term debt, such as a revolving credit facility, to assist with the acquisition or construction of suitable opportunities as and when they become available. Such short term debt will be subject to a separate gearing limit so as not to exceed 25 per cent. of Gross Asset Value immediately following drawing down (or acquiring) any such short term debt.

The Company may employ gearing at the level of an SPV, any intermediate subsidiary of the Company or the Company itself, and the limits on total long term structural debt and short-term debt shall apply on a consolidated basis across the Company, the SPVs and any such intermediate holding entities (but will not count any intra-Group debt).

In circumstances where these aforementioned limits are exceeded as a result of gearing of one or more Renewable Energy Assets in which the Company has a non-controlling interest, the borrowing restrictions will not be deemed to be breached. However, in such circumstances, the matter will be brought to the attention of the Board who will determine the appropriate course of action.

Currency and Hedging Policy

The Company has the ability to enter into hedging transactions for the purpose of efficient portfolio management. In particular, the Company may engage in currency, inflation, interest rates, electricity prices and commodity prices (including, but not limited to, steel and gas) hedging. Any such hedging transactions will not be undertaken for speculative purposes.

Cash Management

The Company may hold cash on deposit and may invest in cash equivalent investments, which may include short term investments in money market type funds ("Cash and Cash Equivalents").

There is no restriction on the amount of Cash and Cash Equivalents that the Company may hold and there may be times when it is appropriate for the Company to have a significant Cash and Cash Equivalents position. For the avoidance of doubt, the restrictions set out above in relation to investing in UK listed closed-ended investment companies do not apply to money market type funds.

Changes to and Compliance with the Investment Policy

Any material change to the Company's investment policy set out above will require the approval of Shareholders by way of an Ordinary resolution at a general meeting and the approval of the FCA.

In the event of a breach of the investment guidelines and the investment restrictions set out above, the AIFM shall inform the Board upon becoming aware of the same and if the Board considers the breach to be material, notification will be made to a Regulatory Information Service.

Investment Manager's Report

Octopus Renewables, part of Octopus Investments and the wider Octopus Group, is a specialist clean energy investment manager with a mission to accelerate the transition to a future powered by renewable energy.

Since 2010, Octopus Renewables has, on behalf of its clients, invested in a diverse portfolio of assets with a capacity of over 2.6GW and is now the largest commercial solar investor in Europe and a leading UK investor in onshore wind, with assets under management valued at c.£3.4 billion. Of those investments c.£1.8 billion has been invested in solar and wind assets at construction stage. Octopus Renewables has over 70 employees in the UK and Australia across four teams: Transactions, Energy Markets, Asset Management and Fund Management and Operations.

£3.4bn **Octopus Renewables AUM as at 31 December 2020**

The Investment Manager has established a robust investment and due diligence process to ensure that each of the investments acquired by ORIT complies with the Company's investment policy and Performance, Planet and People objectives. This includes an assessment against the Company's ESG Policy to ensure consideration is given to the wider stakeholder impacts and risks inherent in the Company's investments and decision making.

Whilst ORIT benefits from the breadth of the Investment Manager's whole team of over 70 professionals and a range of external professional advisors, within the Investment Manager, Matt Setchell, Chris Gaydon and David Bird are the named Fund Managers for ORIT.

We've been humbled by the support for ORIT throughout its inaugural year. I look forward to continuing to build ORIT into the leading platform for investors to make a positive impact on the planet whilst delivering on our performance targets.

Matt Setchell
Co-head of Octopus Renewables

Matt is co-head of Octopus Renewables, a team that he started ten years ago and has built to over 70 people with over £3.4 billion of energy assets under management.

During this time, Matt led Octopus' investment into Lightsource Renewable Energy (now Lightsource BP) and oversaw the growth of that business from start up to exit. He also led the team's expansion strategy from an initial focus on UK solar PV into onshore wind and other renewable energy assets across Europe and Australia.

Matt is chairman of the Octopus Renewables Investment Committee and a member of the Investment Manager's Executive Committee.

Prior to joining the Octopus Group, Matt was an investment manager at Shore Capital and a manager at PwC. He has an MBA from Cambridge University and an Economics degree from Bristol University.

ORIT's flexible mandate gives it access to a broad set of opportunities and the possibility for future growth. Following the addition of an allocation to development I look forward to expanding this opportunity set and accelerating ORIT's progression towards its impact objectives.

Chris Gaydon
Investment Director

Chris joined Octopus Renewables as an investment director in 2015, is a long standing member of the Octopus Renewables Investment Committee and a director of several of Octopus Renewables' wind and solar special purpose vehicles.

Chris originated and led one of the largest wind farm portfolio acquisitions in the UK valued at c.£320 million and led the transaction team that delivered over £1 billion of debt and equity transactions. Chris now focuses on the origination of acquisition opportunities and fundraising, as well as strategic investments in related sectors.

Prior to joining Octopus, Chris was a business development director at Falck Renewables where he had a range of roles, including in M&A and leading greenfield development in France and Poland. Chris holds a Bachelor of Commerce (Finance) degree and a Bachelor of Engineering (Chemical) degree from the University of Sydney.

"I am proud of the team's resilience and performance this year, despite the challenges presented by the COVID crisis, as we succeeded in fully committing the proceeds from IPO across multiple transactions and delivered on the Company's targets.

David Bird
Investment Director

David is an investment director who joined the Octopus Renewables team in 2014 and works full-time on fund management for ORIT. As well as working in the transaction team leading acquisitions and project finance debt raising in the UK, France and Ireland, David has previously led the team responsible for the management of Octopus Renewables' bioenergy investments and has represented Octopus Renewables on a number of industry panels convened by Ofgem, the GB energy regulator.

Prior to joining Octopus, David was a director at Walbrook Capital, a boutique investment manager with a particular focus on renewables. He is a chartered accountant having qualified at EY, and holds a Masters in Mathematics from Oxford University.

Investments

5
Investments made during the period

£341m
Total committed capital

315[13] MW
Total capacity

During the period, the Company announced five acquisitions. In March 2020, the Company made its first investment, acquiring 100% of Ljungbyholm Wind Farm, a construction-ready onshore wind farm project in southern Sweden. The acquisition was made for a total cash consideration, including future construction payments, of €68 million (£59 million).

Also in March 2020, the Company acquired a 100% interest in a portfolio of solar PV assets located throughout the UK for an initial cash consideration of £144.3 million. The portfolio consists of 8 fully operational solar PV assets, with a capacity of 122.8MW, that qualify under the Renewable Obligation Certificate ("ROC") regime.

In July 2020, the Company announced the acquisition of a portfolio of subsidised solar PV assets across France for a cash consideration of €58.9 million (£53 million) with existing debt of €99 million (£89 million). The portfolio consists of 14 fully operational solar PV assets with a total installed capacity of 119.5MW which all benefit from feed-in-tariffs ("FiT") under the French 2011 Tariff Order and 2011 Call for Tenders regimes for 100% of their output.

In October 2020, the Company announced the acquisition of a 100% interest in a portfolio of solar PV assets located in Southern Spain, with completion of the acquisition conditional on the assets becoming ready to build. The portfolio consists of 4 solar PV sites in Andalucia which are expected to be ready to build by January 2023 and will have a total installed capacity of 175 MW. The acquisition cost of the portfolio, including grid access rights, is €37.8 million (£34.5 million), which will be due once the portfolio is construction ready.

Later in October 2020, the Company announced the acquisition of 100% of the Cerisou wind farm, a construction-ready onshore wind project in the Vienne department of France. The project was acquired from RES SAS, part of the RES Group, a leading worldwide developer, constructor and manager of renewable energy assets, for a total cash consideration of €56m (c.£50m), including future construction payments.

Following the Cerisou wind farm acquisition, the Company had fully committed the proceeds from its IPO in December 2019.

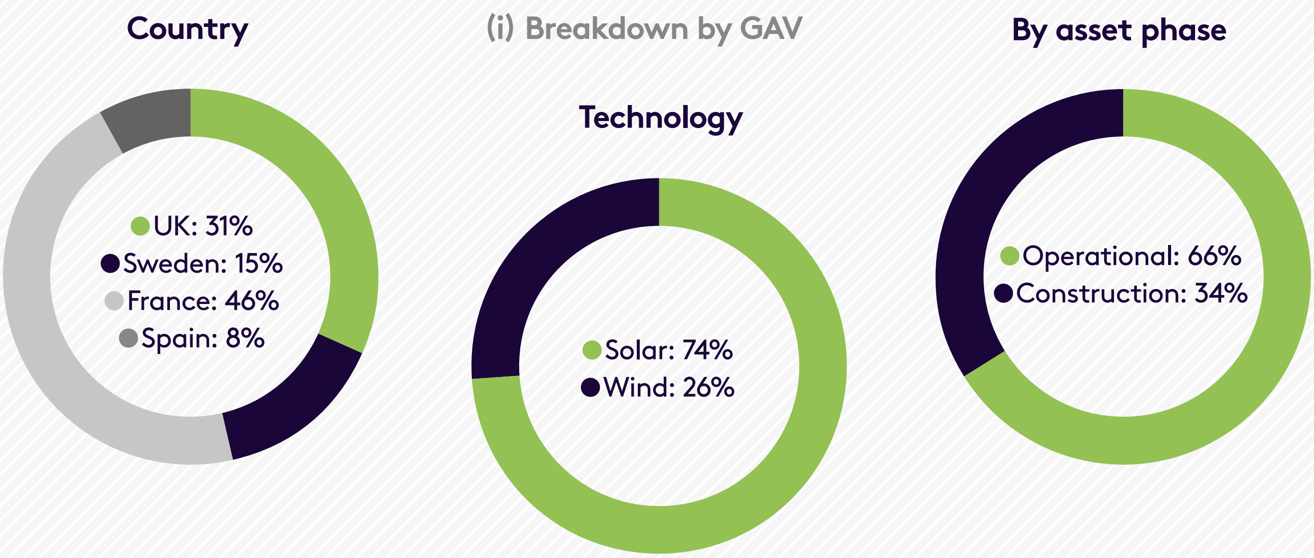
[13] Excludes conditional acquisition.

Portfolio Breakdown (as at 31 December 2020)

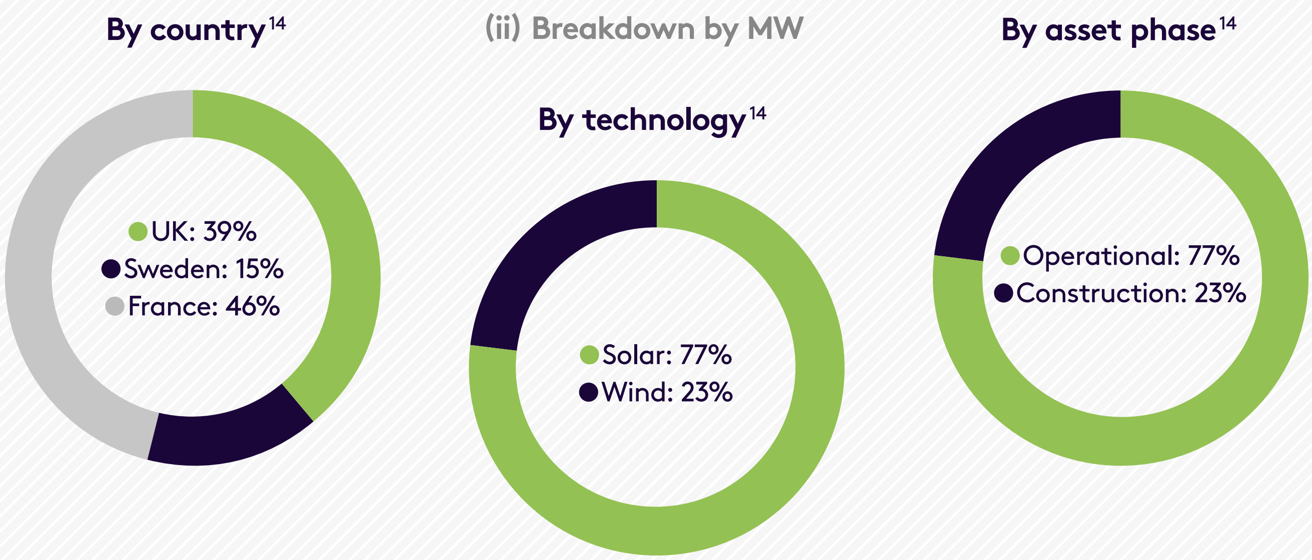
The Company's portfolio of assets are not segmented by technology, phase or jurisdiction for the Company's reporting purposes.

Site name	Technology	Country	Capacity (MW)	Phase	Start of operations	Remaining asset life
Penhale	Solar	UK	4	Operational	18/03/13	22
Ottringham	Solar	UK	6	Operational	07/08/14	24
Wiggin Hill	Solar	UK	11	Operational	10/03/15	20
Chisbon	Solar	UK	12	Operational	05/03/15	20
Westerfield	Solar	UK	13	Operational	25/03/15	25
Wilburton 2	Solar	UK	19	Operational	29/03/14	23
Abbots Ripton	Solar	UK	25	Operational	28/03/14	24
Ermine Street	Solar	UK	32	Operational	29/07/14	24
Ljungbyholm	Wind	Sweden	48	Construction	-	30
Arsac 2	Solar	France	12	Operational	05/03/15	20
Arsac 5	Solar	France	12	Operational	30/01/15	20
Brignoles	Solar	France	5	Operational	26/06/13	28
Chalmoux	Solar	France	10	Operational	01/08/13	28
Charleval	Solar	France	6	Operational	26/03/13	28
Cuges-les-Pins	Solar	France	7	Operational	17/04/13	28
Fontienne	Solar	France	10	Operational	02/07/15	30
IOVI 1	Solar	France	6	Operational	17/07/14	29
IOVI 3	Solar	France	6	Operational	17/07/14	29
Istres	Solar	France	8	Operational	18/06/13	28
LaVerdiere	Solar	France	6	Operational	27/06/13	28
Ollieres 1	Solar	France	12	Operational	19/03/15	30
Ollieres 2	Solar	France	11	Operational	19/03/15	30
Saint-Antonin-du-Var	Solar	France	8	Operational	28/11/13	28
Cerisou	Wind	France	24	Construction	-	30
Spain 1	Solar	Spain	44	Conditional acquisition	-	35
Spain 2	Solar	Spain	44	Conditional acquisition	-	35
Spain 3	Solar	Spain	44	Conditional acquisition	-	35
Spain 4	Solar	Spain	44	Conditional acquisition	-	35

Figure 2: Portfolio composition



The charts above show the portfolio composition broken down by GAV on a total committed basis (including the conditional acquisition in Spain).



The charts above show the portfolio composition broken down by MW on a current invested basis (and therefore exclude the conditional acquisition in Spain).

[14]Excludes conditional acquisition.

Portfolio Performance

Performance for the operational solar portfolios in the UK and France is reported for the period from 1 January 2020, as that is the date from which the Company secured the economic benefits associated with the assets under the respective transaction documentation.

Operational Performance

In the 12 months ending 31 December 2020, the Company's operational solar portfolio generated 278 GWh of electricity, broadly in line with budget.

Output for the UK operational solar portfolio was 110,252 MWh; 1.4% below budget despite higher than expected levels of irradiance. It was known at the time of purchase, and factored into the investment case, that modifications would be required to improve the resilience of certain key equipment, in particular some brands of inverters and switchgear. As a result of increased generation during the period of exceptionally high irradiation and temperatures in the first half of 2020, a number of these improvement works were accelerated. Where enhancements have not yet been completed, temporary measures have been implemented to maintain availability, with the planned upgrades due to be completed in 2021. Inverter upgrades have been fully completed at one site and the Investment Manager has also secured enhanced spare parts agreements for the remaining portfolio to maximise future output.

278,205 MWh **total production output**

The production variance also includes the impact of the UK sites' participation in National Grid Optional Downward Flexibility Management ("ODFM") initiative, which led to an increase in revenues despite lower generation. As part of its active management of the portfolio, the Investment Manager participated in ODFM whereby sites received payments to stop exporting power during periods of extremely low demand during the first COVID-19 lockdown. As well as increasing revenues over the amount which would have been received had they been operating, this also protected sites from the risk of losing income from forced grid turndowns which might have arisen without the participation in ODFM.

The French solar portfolio performed marginally below budget with an output of 167,953 MWh in the 12-month period ending 31 December 2020, a 0.8% decrease to budget, caused largely by minor reductions in grid availability.

Financial Performance

While generation has been slightly below budget, on a GBP basis the portfolio has generated revenues in line with the budget of £30.8 million. However, operational expenditure has been slightly higher than expected leading to total EBITDA generated across ORIT's operational portfolio of £22.6 million, 1.9% below budget.

£30.8m
Revenue

£8.2m
Opex

£22.6m
EBITDA

The UK portfolio generated revenues of £13.5 million, 1.4% below budget. This is largely due to the level of production along with a lower than expected ROC recycle rate due to the low levels of demand and high renewable generation experienced in the 2020-21 ROC compliance period to date. These revenues do not include anticipated recoveries relating to business interruption insurance or warranty claims as these are not accrued until formally agreed, however the Investment Manager is seeking to recover a portion of the lost revenue.

Operational expenditure on the UK portfolio amounted to £3.3 million in the period, 4.8% above budget. This is largely due to increased professional fees and other expenses associated with the accelerated site improvement works. EBITDA for the UK portfolio for the 12 months ending 31 December 2020 was £10.1 million, 5% down on budget for the year.

The French portfolio is fully subsidised, earning fixed-price revenues through the Feed-in-Tariff ("FiT") scheme. In the 12 months ending 31 December 2020, the portfolio generated revenues of €19.1 million, a 1% decrease to budget driven primarily by the slightly lower production explained above. Operational expenditure totalled €5.3 million, a 7% increase to budget, predominantly due to increased insurance costs, as new contracts were negotiated across the portfolio in the period, along with higher than anticipated local property taxes. The portfolio generated EBITDA of €13.7 million in the period, a 3% decrease to budget.

However, on conversion to GBP, the French portfolio generated EBITDA of £12.4 million, a 1% increase to the GBP budget set on acquisition.

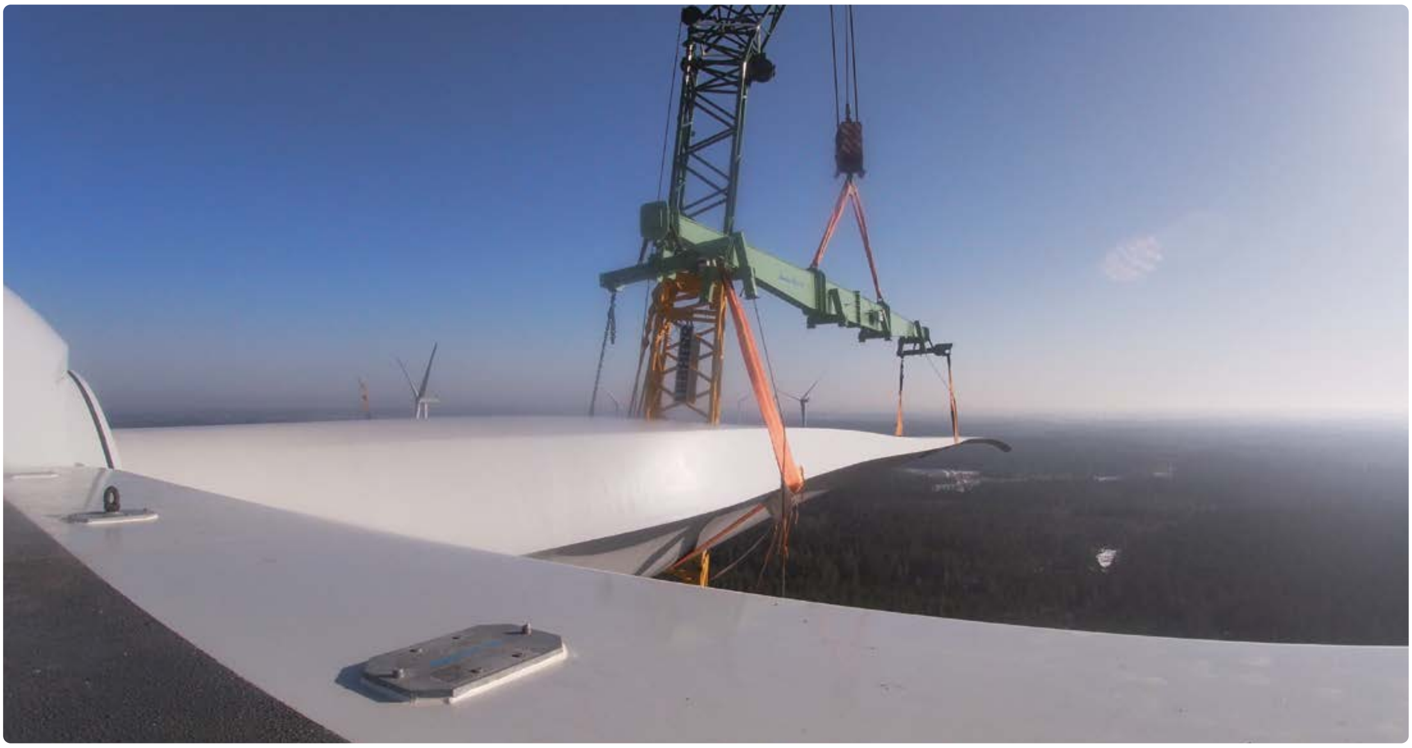
Construction

Ljungbyholm Wind Farm

Despite the impact of COVID-19 on construction projects across Europe, the Company's Swedish wind construction project, Ljungbyholm Wind Farm, is progressing as planned.

Since acquisition, the Investment Manager and third party engineering consultants have worked closely with OX2 and Nordex as construction contractor and turbine supplier to carry out a thorough design review, with particular focus on quality of foundations, alongside detailed development of Quality Assurance and Quality Control procedures. The purpose of the enhanced design review and quality measures is intended to ensure Balance of Plant "BoP" works reliably and deliver a high-quality build cost effectively. As a result of the pandemic, COVID protection measures have been rolled out across the site to protect the work force. Construction works have progressed in line with the expected programme, utilising a mix of rock anchor and traditional gravity foundations for the 12 turbines.

Nordex commenced delivery in December and five pre-installations were completed of the first tower sections before the year end. Following the period end, Nordex's full erection plan commenced in January with two main cranes and three commissioning teams. As at the date of this report, all 12 turbines are mechanically complete, commissioning is underway and the start of full commercial operations remains on track for H2 2021.



Ljungbyholm: Blade installation

Ljungbyholm: Hoisting a blade into position

Cerisou Wind Farm

On-site works for construction of the Cerisou wind farm in France are not due to commence until Q3 2021 and the turbines have been ordered from Siemens Gamesa to reserve a manufacturing slot for delivery in Q1 2022.

Market Outlook

COVID-19

2020 has been dominated by the effects of the COVID-19 pandemic, and the disruption to lives and livelihoods continues. The impact on the Company however has been limited, mirroring the resilience of the renewable generation sector as a whole. For the operational assets in the UK and France, operations and maintenance teams were able to continue attending site even during lockdowns, owing to the essential nature of electricity generation. In Sweden, site works have been able to continue uninterrupted as no lockdown was imposed. The Investment Manager leveraged strong relationships with the turbine supplier and construction manager to ensure that, for the Ljungbyholm site, the impacts on global supply chains have not delayed turbine delivery schedules.

Whilst the reduction in economic activity led to reduced power demand and hence lower power prices, renewable generation showed itself to be less affected than other industries. Unlike other infrastructure sub-sectors output volumes were not reduced, as the zero-marginal cost nature of renewables meant that assets continued to generate despite the reduction in demand. The reduction in power prices was mitigated across the sector and within the Company's portfolio by the high proportion of revenues contracted with governments or other entities whose ability to pay has not been affected by the crisis.

Investment activity has also continued. Some processes were delayed in the initial wave of European lockdowns, and remote working has slowed the pace of some transactions as well as at times presenting challenges during diligence, such as ability to attend site visits. However, the Investment Manager has still been able to source a significant volume of investment opportunities during the period and has fully committed the IPO proceeds as well as raising a revolving credit facility and arranging the re-financing of the French solar portfolio, which completed after the period end.

Brexit

Uncertainty surrounding Brexit persisted throughout the period. With the transition period in effect from 31 January 2020, there was limited effect on operations of the portfolio or on the Company's investment activity during the period, however a lasting Brexit trade deal remained in doubt until late in the year. The Investment Manager implemented contingency planning including increasing stocks of critical spares in the UK where these are sourced from Europe, in case of delays or tariffs being imposed.

Whilst a Brexit trade deal was reached, the impacts of Brexit reach beyond movement of goods. The Investment Manager implemented a significant level of foreign exchange hedging on investments denominated in Euros to protect against foreign exchange volatility driven by Brexit uncertainty. Given continued uncertainty regarding the future of the UK's double tax treaty network now that the UK is no longer covered by the EU Parent and Subsidiary Directive, investments have been structured to avoid holding companies in countries such as Germany where withholding tax on dividends may apply, for example by replacement of the German holding company acquired with the French solar assets as part of the refinancing of that portfolio.

Asset Valuations

The relative resilience of the renewables sector, combined with increasing appetite amongst investors for assets demonstrating strong impact and/or ESG credentials, has led to significant demand for renewable generation investments, particularly for operational assets with fixed revenues. This increasing demand has led to a downward trend in discount rates over the period, which has been reflected in the 0.5% reduction in the discount rate applied to UK solar assets held by the Company since their acquisition in March.

The reduction in discount rates offset the impact on market valuations of declining power prices across most power systems in the first half of the year, both in the short term as the impact of COVID-19 on power demand led to very low prices in Q2 in particular, and in longer term forecasts as advisors updated their assumptions on long term gas prices and levels of new renewable capacity.

The combination of these opposing factors has led to asset prices in the market remaining broadly stable or slightly increasing over the course of the year.

Decarbonisation and the investment opportunity

Whilst governments have been necessarily preoccupied with the immediate response to COVID-19, many have also recognised the opportunity for a 'green-led recovery', which should serve to add to the existing momentum behind decarbonisation and 'net zero' and increase the scale of the investment opportunity for the Company over the coming years. As well as new or extended support for renewable generation via Contract for Difference ("CfD") or grid capacity auctions, a number of countries have announced ambitious targets for green hydrogen production, which will create significant increases in demand for renewable electricity. The EU targets for electrolyser capacity imply incremental demand on European power networks roughly equivalent to the current total power demand of the UK.

Announcements of note during the period included:

- UK announcement of CfD auctions to be held in 2021. Whilst the allocation to different technology pots is yet to be determined, the 12GW capacity announced suggests a significant allocation to 'Pot 1' which includes onshore wind and solar, given the expected capacity of offshore wind which will be available to bid into its new dedicated auction pot.
- Spanish Royal Decree confirming a series of auctions for renewable capacity expected to procure over 3GW of generation per annum between 2021 and 2025
- France increasing auction targets for renewable capacity to be procured in its energy roadmap up to 2028, finalised in April 2020
- EU Hydrogen Strategy targeting 6GW of renewable-powered hydrogen electrolysers by 2024 and 40GW by 2040
- German Hydrogen Strategy targeting 5GW of renewable hydrogen by 2030 with a further 5GW by 2035
- UK Energy White Paper targeting 5GW of hydrogen electrolyser capacity by 2030
- France allocating €30bn of its 'Relaunch France' coronavirus recovery package to 'ecological transition' including ensuring France is at the forefront of green hydrogen

Following the end of the period the UK government has in its 3 March 2021 Budget further demonstrated their commitment to supporting the energy transition. The Chancellor of the Exchequer announced the launch of a new UK Infrastructure Bank, and an amendment to the monetary policy remit for the Bank of England to include an objective to "transition to an environmentally sustainable and resilient net zero economy".

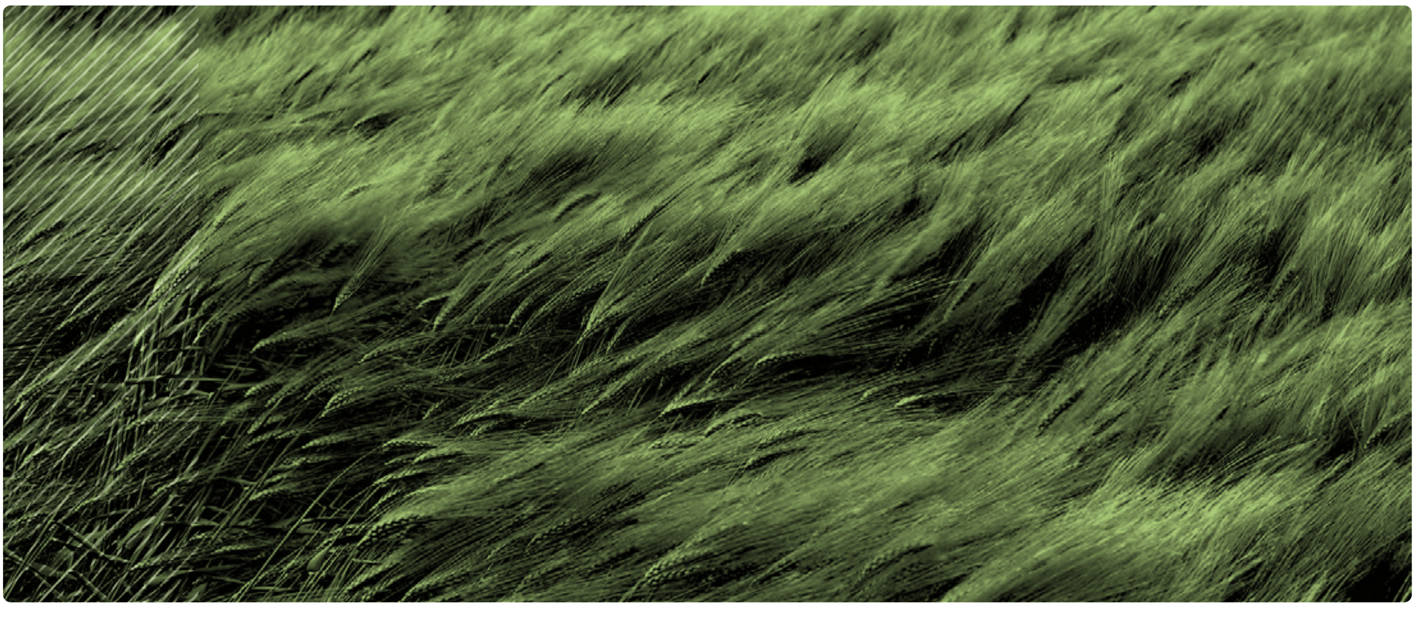
As well as the significant opportunities in construction-stage assets arising from existing support schemes and auctions, the ever-increasing enthusiasm amongst governments and other institutions for supporting decarbonisation, alongside projects brought forward on a merchant basis or with support from corporate offtakers, is expected to drive a healthy supply of investment opportunities over the coming years. Attractive opportunities also remain amongst operational assets. Research from BNEF suggests significant fragmentation in solar ownership and scope for consolidation, with only 9% of utility scale capacity outside China held by the top ten owners.

Notwithstanding the strong supply of assets, investor demand is also increasing rapidly, driven by a number of factors, including ESG, and a desire for stable yielding assets, not correlated to equities and with resilience to economic demand shocks. As such, competition for assets has increased. The recently implemented change to the Investment Policy to permit up to 5% of GAV to be invested in Development Renewable Energy Assets is designed to give the Company and its investors the benefit of access to a proprietary pipeline of construction-ready investment opportunities.

Investment pipeline

During the period the Investment Manager has reviewed opportunities across a large number of geographies, including the UK, Ireland, France, Germany, the Netherlands, Spain, Portugal, Italy, Sweden, Finland and Poland, and continues to see significant deal flow across these and other jurisdictions. French, German and Irish projects typically benefit from long term, government backed, fixed price offtake agreements, whereas those in Spain and the Nordics are typically reliant on merchant power market revenues or shorter-term utility or corporate power purchase agreements ("PPA"). Operational UK projects typically have a mixture of government subsidies via the Renewable Obligation Certificate regime ("ROC") and power market revenues. Whilst UK onshore wind and solar projects are expected to be able to secure CfD tariffs in forthcoming government auctions, there are also projects in the pipeline with corporate PPA or merchant revenue strategies.

The pipeline of investment opportunities remains healthy, and as at the date of this report the Investment Manager has secured exclusivity or submitted non-binding offers in respect of assets valued over £1bn.



Portfolio Review

Revenues

Figure 3 illustrates the forecast revenue breakdown by type from 2021 through to 2050. Over the next 15 years, the portfolio benefits from substantial levels of fixed-price revenues predominantly arising from government-backed subsidies in the UK and France. With the acquisition of the Cerisou wind farm the Company now has fixed revenues extending into the 2040s.

Figure 3: Fixed vs. Variable Revenues

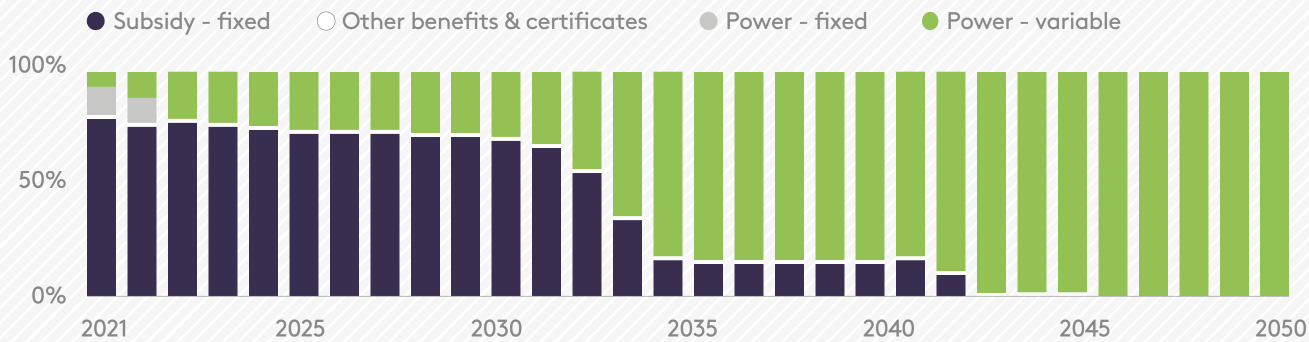


Figure 4 illustrates the share of fixed and variable revenues for the portfolio, including projects in construction, over the next two years. As at 31 December 2020, 91% of ORIT's forecast revenues over the next two years are fixed. Fixed-price revenues arise from either subsidies, such as ROCs or fixed power prices under PPAs with offtake counterparties.

During the period, the Investment Manager fixed the pricing for power revenues on all but one of the UK solar sites until 30 September 2022, with pricing on the remaining site fixed until its PPA expiry in March 2022. This has been achieved through a combination of agreeing fixed pricing under PPAs with electricity supplier offtakers, and entering into CfDs in respect of the output of sites with long term floating rate PPAs.

The generation-weighted average fixed price between January 2021 and March 2022 is £45.75 per MWh, compared to a forecast price of £35.55 per MWh in the investment case for the portfolio. On the sites for which pricing has been fixed for April 2022 to September 2022, the average fixed price is £44.05 per MWh.

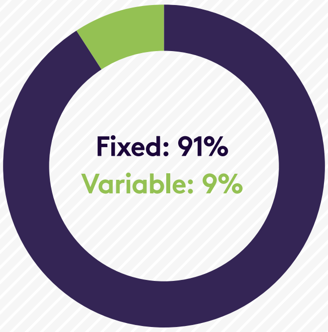


Figure 4: Fixed vs. Variable revenues for 2021 to 2022

Financing

More favourable debt terms tend to be available for assets with government-backed fixed revenues in stable jurisdictions. Borrowing in Euros, secured against assets whose revenue is Euro denominated, provides a natural hedge against foreign exchange movements. Therefore, the Investment Manager has prioritised securing long term structural debt against the French assets.

The French solar portfolio was acquired with amortising debt of €99.2m provided by Hamburg Commercial Bank across 13 loans with the last maturity date in early 2034. Between acquisition of the portfolio in July and the period end, scheduled principal repayments of €4.0m were made, leaving an outstanding principal amount of €95.2m as at 31 December 2020. The variable interest rate portion of the debt was fixed at rates between 2.42% to 3.70%, which gave rise to a potential liability on interest rate swaps with a fair value of €11.3m at the period end.

Following the acquisition, the Investment Manager agreed refinancing terms with a group of three banks which extended the maturity of the debt by over five years to 2038 and combined the debt into a single facility with more flexible covenants. This new facility was entered into following the period end, with Allied Irish Bank, Société Générale and La Banque Postale providing a total facility of €125.7m which was used to repay the existing facility, settle the interest rate swaps and fund a distribution to the Company. The margin on the new debt facility is 1.25% for the life of the loan, and the base interest rate has been fixed at minus 0.12% for 85% of the principal amount leading to an aggregate interest rate of 1.13%.

In November, the Company's direct subsidiary ORIT Holdings II Limited secured a £150m revolving credit facility from a group of five lenders. The three year multi currency facility is provided by Banco de Sabadell, Intesa Sanpaolo, National Australia Bank, NatWest and Santander and has an interest margin of 2.3% and commitment fees of 0.7%. At the period end the amount drawn was nil. The RCF includes an additional uncommitted accordion, allowing the facility to be increased by up to £100m without requiring the consent of any existing lenders not participating in the increase.

Operations Update

Following a competitive tender process, the Investment Manager recently appointed WPO to provide technical and commercial management services for the French solar portfolio. WPO are a leading independent provider of asset management and other specialist services who share our focus for driving a future powered by renewable energy. They manage more than 600 wind and solar generation sites in France, the UK, Ireland and Sweden.

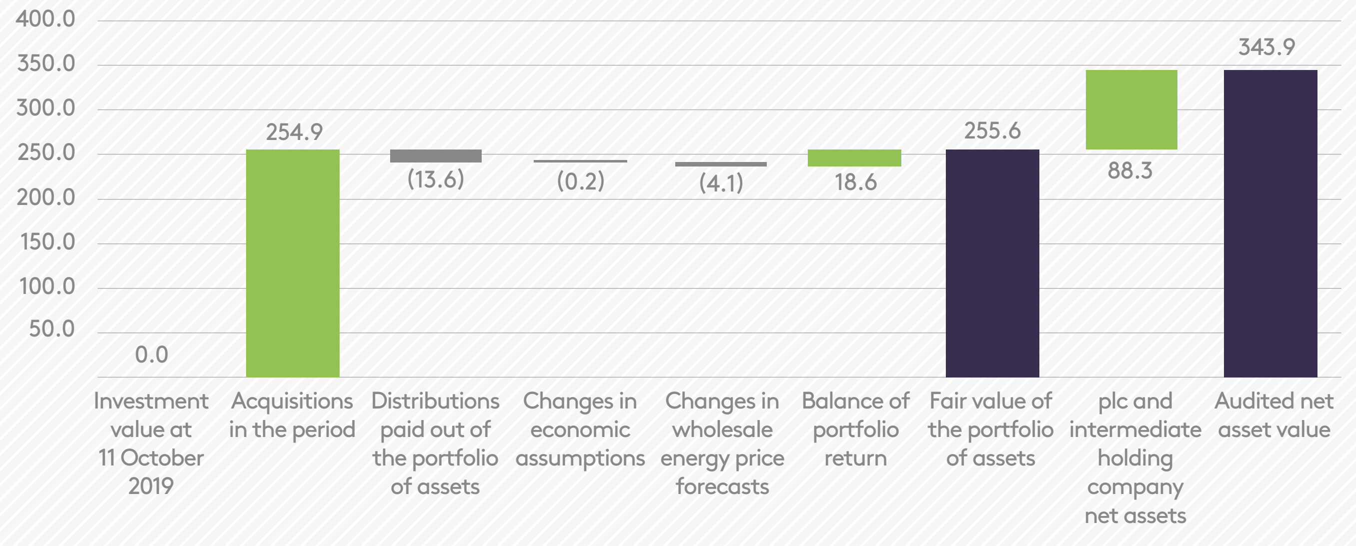
The Investment Manager also contracted new O&M service providers for 7 UK sites. The incoming day to day O&M operators are PSH Operations limited and RES Limited. PSH Operations Limited is a leading solar O&M company in the UK with over 1.6GW of operational assets under management across 300 sites. RES Limited is a well-established service provider with over 30 years' experience in the renewable energy industry with 6GW of operational assets supported worldwide.

Portfolio Valuation

Regular valuations are undertaken for the Company's portfolio of assets. The process follows International Private Equity Valuation Guidelines using a discounted cashflow ("DCF") methodology. DCF is deemed the most appropriate methodology where a detailed projection of likely future cash flows is possible. Due to the asset class and available market data over the forecast horizon, a DCF valuation is typically the basis upon which renewable assets are traded in the market. Key macroeconomic and fiscal assumptions for the valuations are set out in Note 9 to the financial statements.

Figure 5 illustrates the total fair value of the Company's portfolio of assets as at 31 December 2020 was £255.6 million, reflecting acquisitions and capital injections during the period of £254.9 million alongside changes to economic, wholesale energy and asset specific assumptions and the return on the portfolio net of distributions. Including the Company's and its intermediate holding companies' other assets of £88.3 million, the total portfolio value as at 31 December 2020 is £343.9 million or 98.3 pence per Ordinary Share.

Figure 5: ORIT Equity Value Bridge (£m)



	Period ended 31 December 2020 **(£m)**
Investment value at 11 October 2019	0.0
Acquisitions in the period	254.9
Distributions paid out of the portfolio of assets	(13.6)
Changes in economic assumptions	(0.2)
Changes in wholesale energy price forecasts	(4.1)
Balance of portfolio return	18.6
Fair value of the portfolio of assets	**255.6**
Plc and intermediate holding company net assets	88.3
Audited net asset value	**343.9**

Acquisitions in the period

Acquisitions in the period total £254.9 million. This comprises the UK solar portfolio totalling £144.3 million, the acquisition and ongoing construction payments of Ljungbyholm Wind Farm totalling £43.9 million, the acquisition of the French solar portfolio totalling £53.4 million, the initial payment of £11.5 million for the Cerisou Wind Farm and an initial payment of £1.8 million in respect of the Spanish solar portfolio. If the conditions of the Spanish acquisition are not satisfied, this initial payment is fully refundable and backed by a bank guarantee.

Distributions paid out of the portfolio of assets

This relates to the amount of cash paid out of the portfolio of assets and received by the Company or its intermediate holding companies in the period ending 31 December 2020.

Economic assumptions

The main economic assumptions used in the portfolio valuation are inflation rates, interest rates, foreign exchange rates and tax rates. Whilst COVID-19 has caused significant economic damage which goes beyond these metrics, the main impact of this for renewable energy assets has been the effect of reduced demand on near term power prices in the first half of the year. In the long term, COVID-19 is not expected to lead to changes in the main economic assumptions listed above. However COVID-19 has caused a reduction in near term CPI and RPI forecasts, leading to a small downward movement in the value of inflation-linked revenues.

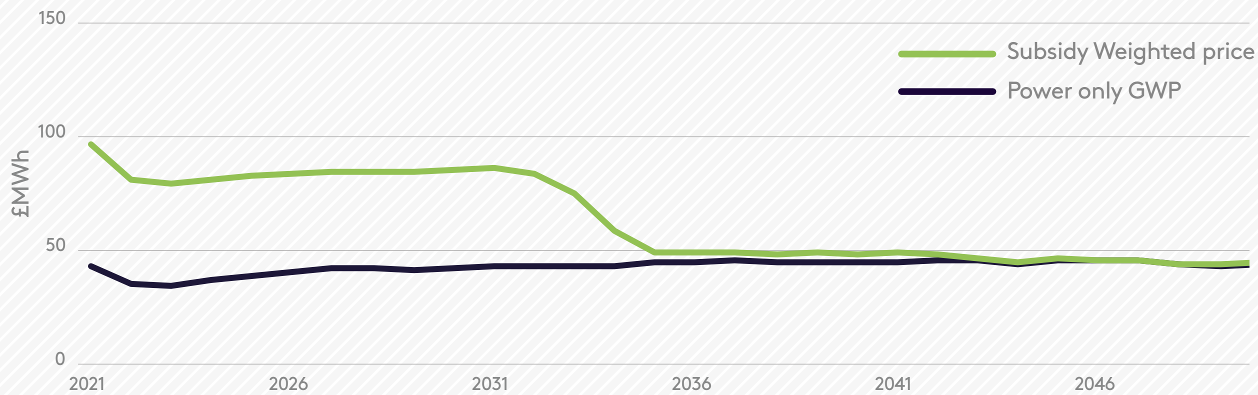
Following the UK Budget statement on 3 March 2021, the Chancellor of the Exchequer announced that the rate of UK corporation tax is set to increase from 19% to 25% with effect from April 2023. As this information was not known at the time of these valuations, the increased tax rate has not been factored into the calculations of the fair value of the portfolio of assets as at 31 December 2020. The Investment Manager estimates that this change, taken in isolation, would reduce the 31 December 2020 NAV by approximately 0.7 pence per Ordinary Share.

Power prices

Unless fixed under PPAs or otherwise hedged, the power prices used in the valuations are based on market forward prices in the near term, followed by an equal blend of up to three independent and widely-used market consultants' technology-specific capture price forecasts for each asset.

The prices paid by ORIT for the acquisitions made in March 2020 took into account the majority of the falls in near term power price forecasts observed as a result of the low gas prices at the beginning of the year, followed by the impact of COVID-19. This shielded the portfolio from the significant valuation adjustments seen across the market in the first half of the year. However, since transacting, there has been further softening in long term pricing from ORIT's market forecast providers, as certain of these advisors have refined their views which has put downward pressure on valuations. This has led to a £4.1 million reduction in the value of the portfolio at 31 December 2020. Figure 6 shows the portfolio's forecasted power only generation weighted prices ("Power only GWP") and the generation weighted prices including subsidies and additional benefits ("Total GWP") for the period from 2020 to 2050. The curves are blended across Great Britain, France and the SE4 (Malmo) region of Sweden, weighted by the portfolio generation mix and converted into £/MWh using the FX swap forward curve from 31 December 2020. On average, the graph shows Power only GWP of £36.16/MWh in the period 2021-2025 and £42.54/MWh in the period 2026-2050.

Figure 6: Power Price Forecasts



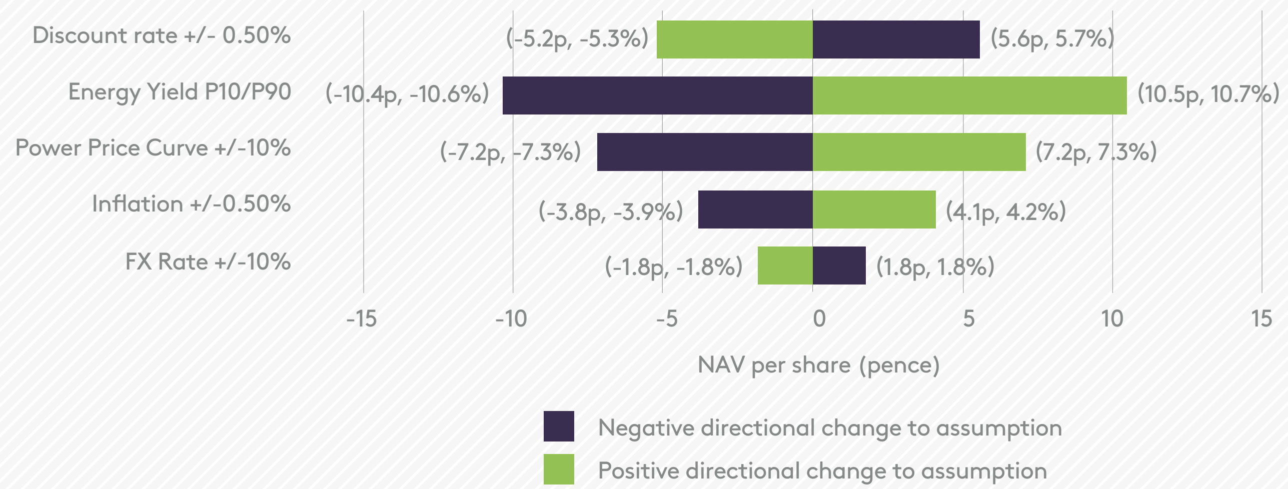
Balance of portfolio return

This refers to the balance of valuation movements in the period excluding the factors noted above and represents an uplift of £18.6 million. Of this, £9.3 million reflects the net present value of future cashflows being brought forward from the valuation date used for the acquisitions to 31 December 2020. £5.0 million of valuation increase resulted from a 0.50% reduction in UK solar rates to reflect valuations observed in transactions announced in the market and/or in which the Investment Manager participated and has reliable pricing information. £2.2 million of valuation increase resulted from the unwind of a portion of the construction risk premium included in the discount rate applied to the Ljungbyholm Wind Farm, recognising the significant construction progress made by the end of the period, including completion of all foundations.

Portfolio valuation sensitivities

Figure 7 shows the impact of changes to the key input assumptions on NAV with the X axis indicating the impact of the sensitivities on the NAV per share. The sensitivities are based on the existing portfolio of assets as at 31 December 2020 and as such may not be representative of the sensitivities once the Company is fully invested and geared. For each of the sensitivities shown, it is assumed that potential changes occur independently with no effect on any other assumption.

Figure 7: Sensitivities – impact on NAV as at 31 December 2020



Volumes

Each asset's valuation assumes a "P50" level of electricity output based on yield assessments prepared by technical advisors. The P50 output is the estimated annual amount of electricity generation that has a 50% probability of being exceeded – both in any single year and over the long term – and a 50% probability of being underachieved. The P50 provides an expected level of generation over the long term.

The P90 (90% probability of exceedance over a 10-year period) and P10 (10% probability of exceedance over a 10-year period) sensitivities reflect the future variability of wind speed and solar irradiation and the associated impact on output, along with the uncertainty associated with the long term data sources used to calculate the P50 forecast. The sensitivities shown assume that the output of each asset in the portfolio is in line with the P10 or P90 output forecast respectively for each year of the asset life.

Foreign exchange

The Company seeks to manage its exposure to foreign exchange movements to ensure that (i) the Sterling value of known future construction commitments is fixed; (ii) sufficient near term distributions from non-Sterling investments are hedged to maintain healthy dividend cover; (iii) the volatility of the Company's NAV with respect to foreign exchange movements is limited; and (iv) all settlements and potential mark-to-market payments on instruments used to hedge foreign exchange exposure are adequately covered by the Company's cash balances and undrawn credit facilities.

Of the portfolio as at 31 December 2020, 44% of the asset NAV is Euro denominated. Euro hedges are in place for all construction payments as well as forecast cash generation from the Swedish and French wind investments for just over three years of operations. The sensitivity highlighted in Figure 6 shows the impact on NAV per share of a +/- 10% movement in the GBP:EUR exchange rate.

Discount rate

A range of discount rates are applied in calculating the fair value of the investments, considering the location, technology and lifecycle stage of each asset as well as leverage and the split of fixed and variable revenues. The sensitivity shown in Figure 6 explains the impact of a plus or minus 0.5% movement in the weighted average cost of capital applied in the valuation of each asset. The weighted average discount rate as at 31 December 2020 is 6.9%.

Inflation

The sensitivity assumes a 0.5% increase or decrease in inflation relative to the base case for each year of the asset life.

Power price curve

As described above the power price forecasts for each asset are based on a number of inputs. The sensitivity assumes a 10% increase or decrease in power prices relative to the base case for each year of the asset life.

Financial Review

The financial statements of the Company for the period ended 31 December 2020 are set out on pages 131 to 158. These financial statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and the applicable legal requirements of the Companies Act 2006. In order to continue providing useful and relevant information to its investors, the financial statements also refer to the "intermediate holding companies", which comprise the Company's wholly owned subsidiary, ORIT Holdings II Limited and it's indirectly held wholly owned subsidiaries ORIT UK Acquisitions Limited and ORIT Holdings Limited.

Basis of accounting

The Company applies IFRS 10 and Investment Entities: Amendments to IFRS 10, IFRS 12 and IAS 28, which state that investment entities should measure all of their subsidiaries that are themselves investment entities at fair value. The Company accounts for its interest in its wholly owned direct subsidiary, ORIT Holdings II Limited as an investment at fair value through profit or loss.

The primary impact of this application, in comparison to consolidating subsidiaries, is that the cash balances, the working capital balances and borrowings in the intermediate holding companies are presented as part of the Company's fair value of investments.

Results as at/for the period ended 31 December 2020

	£m
Net assets	343.9
Fair value of Company's investments	258.7
Net assets per share	98.26p
Investment income from portfolio of assets	15.5
Losses on fair value of investments	(3.2)
Profit for the period	8.3

Net assets

Net assets comprise the fair value of the Company's investments of £258.7 million and the Company's cash balance of £87.2 million, offset by £2.0 million of Company liabilities.

Included in the fair value of the Company's investments are assets of £3.1 million held in the intermediate holding companies. These comprise cash (£1.1 million), the mark-to-market value of the FX hedges taken out to minimise the volatility of cashflows associated with non-UK portfolios (£0.6 million) and the amortised transaction costs associated with the revolving credit facility at ORIT Holdings II Limited (£2.4m), offset by liabilities of £1.0 million made up predominantly of accrued acquisition costs not yet paid.

As at 31 December 2020, ORIT Holdings II Limited had not drawn down on its revolving credit facility.

Results as at/for the period ended 31 December 2020

	£m
Fair value of portfolio of assets	255.6
Cash held in intermediate holding companies	1.1
Fair value of other net assets in intermediate holding companies	2.0
Fair value of Company's investments	**258.7**
Company's cash	87.2
Company's other liabilities	(2.0)
Net asset value at 31 December 2020	**343.9**
Number of shares (million)	350.0
Net asset value per share (pence)	**98.26**

Income

In accordance with the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("SORP") issued in October 2019 by the Association of Investment Companies ("AIC"), the statement of comprehensive income differentiates between the 'revenue' account and the 'capital' account and the sum of both items equals the Company's profit for the period. Items classified as capital in nature either relate directly to the Company's investment portfolio or are costs deemed attributable to the long term capital growth of the Company (such as a portion of the Investment Manager's fee).

In the period ending 31 December 2020, the Company's operating income was £12.3 million, including interest income of £7.7 million, dividends received of £7.8 million and net losses on the movement of fair value of investments of £3.2 million. The operating expenses included in the statement of comprehensive income for the year were £4.0 million. These comprise £3.4 million Investment Manager fees and £1.0 million operating expenses offset by £0.4 million deposit interest income received in the period. The details on how the Investment Manager's fees are charged are as set out in Note 16 to the financial statements.

Ongoing charges

The ongoing charges ratio ("OCR") is a measure, expressed as a percentage of average net assets, of the regular, recurring annual costs of running the Company. It has been calculated and disclosed in accordance with the AIC methodology, as annualised ongoing charges (i.e. excluding acquisition costs and other non recurring items) divided by the average published undiluted Net Asset Value in the period. The ongoing charges percentage for the period to 31 December 2020 was 1.15%, which is significantly below the expectation of 1.3% at IPO.

On a consolidated basis, taking into account the regular, ongoing expenses of the intermediate holding companies, the OCR would increase to 1.18%. The Investment Manager believes this to be competitive for the market in which ORIT operates and the stage of development and size of the Company, demonstrating that management of the Company is efficient with minimal expenses incurred in its ordinary operation.

Dividends

During the period, interim dividends totalling £7.4 million were paid (1.06p per share paid in respect of the period from IPO to 30 June 2020 in August 2020 and 1.06p per share paid in respect of the quarter to 30 September 2020 in November 2020). Post period end, a further interim dividend of 1.06p per share was declared in respect of the quarter to 31 December 2020 and paid in March 2021, and therefore dividends totalling £11.1 million were paid in respect of the period under review.

At the Company level, total dividends are fully covered on a profit and loss basis excluding valuation movements, however, from an operational cash flow basis dividend cover was impacted by the delay in finalising the refinancing of the French operational portfolio. This delay, originating from the impact of COVID-19, affected the ability of the Company to extract operational cash out of the French portfolio in the period.

Dividend cover – P&L (Company level)

	£m
Profit for the period	8.3
Adjustments for:	
Unrealised losses on fair value of investments	3.2
Realised profit for the period	**11.5**
Dividends paid in respect of period	11.1
Company level P&L dividend cover	**1.04x**

Dividend cover – operational cash flows (Company level)

	£m
Profit for the period	8.3
Adjustments for:	
Unrealised losses on fair value of investments	3.2
Investment income	(15.5)
Changes in working capital	1.5
	(2.5)
Distributions received from investments	13.3
Net cash flow from operating activities	**10.8**
Dividends paid in respect of period	11.1
Company level operational cash flow dividend cover	**0.97x**

At a portfolio level, total dividends were fully covered by the operational cash flows generated by the UK and French portfolios in the 12 months to 31 December 2020, prior to debt amortisation payments.

Dividend cover - operational cash flows (portfolio level)

Period from 1 January – 31 December 2020

	£m
Operational cash flows	
UK Solar	10.9
French Solar	12.1
	23.0
Debt interest payments	
UK Solar	-
French Solar	(2.6)
	(2.6)
Operational cash flow pre debt amortisation	**20.4**
Company and intermediate holding company level expenses	(5.0)
Net cash flow from operating activities	**15.4**
Dividends paid in respect of period	11.1
Portfolio level operational cash flow dividend cover	**1.39x**

During the 12 months ending 31 December 2020 the French operational portfolio made debt amortisation payments of £7.3 million.

Impact Report

As as 31 December 2020

£341m
Committed into Renewables

502 GWh
Potential Renewable Electricity

114k
Equivalent Homes Powered by clean energy[15]

79k
Estimated tonnes of carbon avoided[16]

389k
Equivalent new trees required to avoid the same carbon[17]

29.4k
Equivalent cars off the road to avoid the same carbon[18]

All metrics are calculated based on an estimated annual production of the whole portfolio once fully constructed.

[15] Homes Powered is based on latest regional average household consumption in the region of production
[16] Carbon avoided is calculated using the International Financial Institution's approach for harmonised GHG accounting
[17] Trees equivalent is based on UK Woodland and Peatland carbon statistics
[18] Equivalent cars is calculated using a factor for displaced cars derived from the UK government GHG Conversion Factors for Company reporting

The Call for Sustainability

There has never been a more pressing time to act on climate change. Reports from the Intergovernmental Panel on Climate Change (the "IPCC") warn us that an increase in global temperatures in excess of 1.5°C will be "catastrophic"[19].

In a recent speech, Secretary-General António Guterres reiterated the need to limit the global temperature rise to 1.5 degrees Celsius above pre-industrial levels, stating emissions needed to fall by 7.6 per cent every year between now and 2030[20]. Yet despite stark warnings, some countries are still going in the opposite direction, demonstrating the need to do more.

Progress is restrained due to a funding gap. With the objective for carbon neutrality by mid-century reliant on a clean electricity and green hydrogen pathway, it has been estimated that between $78 and $130 trillion of investment in low-carbon power, grids, electrolysers, hydrogen storage and transport is required globally by 2050 to meet the Paris Agreement[21]. Whilst governments have large budgets set aside for such activities, it is still insufficient. A problem of this magnitude requires all sectors of society to incorporate sustainability.

Impact funds, such as ORIT, provide a unique opportunity for individuals and institutions to use their private capital to close the problematic funding gap and create a lasting positive impact, helping to mitigate climate change.

Even more uniquely, investments within the renewables sector don't require the trade-offs between investing for returns and investing for impact. Renewables represent a cost-competitive power solution, with solar being identified as the "new king" of global electricity markets by the International Energy Agency[22] making it an attractive sector for investment. When renewable energy storage, digital demand side technologies and electric vehicles all converge, this will present an enormous sustainable investment opportunity.

And this is alongside the other economic arguments to support investments into renewables. It aligns with the post-COVID "Building Back Better" movement in the UK and Europe, helping not only the planet to decarbonise, but also the community through work opportunities. In fact, a study identified that renewable investments generate approximately three times more jobs per US dollar than fossil fuel investments[23].

I am proud to say that the Board and our Investment Manager passionately care about our impact on the environment and society alongside investment performance. This Impact Report outlines how sustainability is ingrained within ORIT's core impact objective to accelerate the transition to net zero. For ORIT, sustainability goes beyond these environmental, social and governance factors, with impact initiatives directly contributing towards enhancing our positive impact on people and the planet.

Philip Austin

Phil Austin MBE
Chairman

[19] IPCC. Global Warming of 1.5°C Special Report
[20] https://news.un.org/en/story/2021/01/1081802
[21] Bloomberg, "World Set for 3.3C of Warming Despite COVID-19 CO2 Drop"
[22] https://www.iea.org/reports/world-energy-outlook-2020
[23] Adapted from Garrett-Peltier 2017, Green versus brown

Impact Strategy

ORIT is an impact fund with a core impact objective to accelerate the transition to net zero through its investments, building and operating a diversified portfolio of renewable energy assets.

ORIT enables individuals and institutions to invest directly into a portfolio of renewable energy assets which generates a yield through renewable energy generation. The renewable energy generated supports the transition to net zero by replacing unsustainable energy sources with clean power. This intended outcome is the Company's core impact objective.

The ability to invest in renewable energy assets is a powerful tool, which not only enables people to invest in line with their values, but also drives change, facilitating the transition to a more sustainable future. More information on this "Theory of Change" can be found in the Company's Impact Strategy.

The Impact Strategy also considers all of ORIT's activities through three lenses: **Performance**, **Planet** and **People** to ensure that our activities integrate ESG risks and bring to life additional impact opportunities. The Impact Strategy defines ESG and Impact as:

- **ESG** — a vital risk management approach to identify and mitigate a range of potential issues to protect, and hopefully enhance, the long term value of our investments
- **Impact** — what an investment does to the environment or society

The investments the Company makes are long term and therefore require a long term view to be taken both in the initial investment decisions and in the subsequent asset management, adopting long term and sustainable business practices. Beyond the core impact objective of accelerating the transition to net zero, ORIT will seek to generate additional impact through Performance, Planet and People impact initiatives.

More details and background information related to the Company's Impact Strategy including information on our four Impact themes of Stakeholder engagement, Equality and Wellbeing, Innovation and Sustainable momentum can be found in the separately published **Impact Strategy**.

Performance

Impact Objective: Build and operate a diversified portfolio of renewable energy assets, mitigating the risk of losses through robust governance structures, rigorous due diligence, risk analysis and asset optimisation activities to deliver investment return resilience.

£341m
Committed into Renewables

502 GWh
of potential annual renewable energy generation, 221GWh of which will be additional generation from constructing assets[24]

24
Assets

Delivering the investment objective

The Board view the Impact Strategy as integral to the delivery of the core Investment Objective, and not as a cost to the Company. ESG processes and policies are a prudent risk management tool that improve the financial performance of the Company while reducing risks.

Integration into the investment cycle

Every investment ORIT makes is assessed against our Performance, Planet and People framework through an ESG scoring matrix. This ensures our investments adhere to **ORIT's ESG Policy** and there is a minimum scoring threshold for investment approval which was met for the transactions in the period.

Through the ESG Matrix, ESG risks are considered at every stage of investing in renewable energy assets by the Investment Manager. This tool is used to drive engagement on ESG and warrants additional investigation into ESG risks where necessary, ensuring they are identified and mitigated as soon as possible.

[24] Metric calculated based on an estimated annual production of the construction portfolio once fully constructed.

Materiality of risks included in the ESG matrix is determined using guidance from the Sustainability Accounting Standards Board (SASB) framework that identifies financially material ESG risks by asset class. The key risks for renewable energy assets are Political & Regulatory, Conflicts, Environmental damage (Biodiversity, Carbon, Pollution), Health and Safety, Unfair advantage, and Community Relations. At the Post-completion stage there is an onboarding process to the Investment Manager's Asset Management team to continue oversight of any residual ESG risks.

Anti-bribery and corruption

It is the Company's policy to conduct all of its business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates.

Service Providers (including Directors of the Company):

1. Must not promise, offer, give, request, agree to receive or accept a financial or other advantage in return for favourable treatment, to influence a business outcome or to gain any business advantage on behalf of themselves or of the Company.
2. Must follow all the anti-bribery and corruption laws to which the Company and Company Directors/Service Providers are subject.
3. Are liable to disciplinary action, dismissal, legal proceedings and possibly imprisonment if they are involved in bribery and corruption. Appropriate action will be taken against those who fail to comply.

The Company has obtained a copy of the Investment Manager's, Company Secretary's, Administrator's and Broker's anti-bribery policies and procedures and is satisfied that these are adequate for the purposes of the Company. The Investment Manager seeks to ensure asset level service providers have appropriate policies in place and conduct due diligence as appropriate as part of completing the ESG Matrix, for example anti-bribery, equal opportunities, modern slavery, and whistle blowing.

Further information in relation to Conflicts of Interest can be found on page 103 within the Corporate Governance Statement.

Performance initiatives

Delivering investment performance is fundamental to the Impact Strategy, supporting the transition to net zero and to being an impact fund. Asset optimisation initiatives, alongside robust ESG risk management, aim to improve financial resilience and overall performance of the Company.

Projects

Our Investment Manager works with key partners to mitigate production risks and maximise performance of ORIT's operational assets. Production losses are investigated through a root cause analysis, delivering appropriate actions that improve technical performance. This active management approach has mitigated potential performance risks for ORIT over this period.

Project	Outcome
Assisted the National Grid with the strain of high electricity output and low demand post COVID-19- lockdown by participating in the Optional Downward Flexibility Management ("ODFM") service.	Protected revenues and generated additional revenues of £82.9k for ORIT. **Stakeholder engagement**
Used deep technical expertise to optimise the commercial position when negotiating a revised service agreement with a key solar farm equipment manufacturer.	Under this agreement, the manufacturer will carry out a number of retrofits to the fleet, and will be incentivised to reduce equipment related operational downtime by guaranteeing a level of performance. This benefits 25% of ORIT's UK solar sites through free inverter upgrades, new warranty periods and a dedicated spare parts supply. **Stakeholder engagement**
Implemented a vendor spares management system, see case study for more information	Improved spare parts availability and commercial advantage for the assets. **Innovation**

In the period, detailed due diligence was undertaken on OX2, the construction partner for Ljungbyholm Wind Farm, and the Investment Manager is engaging with them as a key stakeholder to deliver ORIT's impact objectives and to mitigate performance risks.

Project	Outcome
Full time oversight by the Investment Manager's Owners Engineer during the Balance of Plant works has added value to the construction performance of the works by helping to identify potential issues before they materialise and supporting the development of solutions.	Active management approach has meant that construction of Ljungbyholm has kept to schedule despite challenging conditions in the global supply chain as a result of COVID-19 and a force majeure delay notice from the turbine suppliers. Stakeholder engagement
Enhanced Quality Assurance and Quality Control procedures implemented	The enhanced Quality Assurance and Quality Controls have ensured high quality works to be delivered with confidence, for example providing a reduced risk profile for construction on foundation type at Ljungbyholm. This work will also help inform foundation quality in all of ORIT's future wind construction assets, including Cerisou. Stakeholder engagement

Task Force on Climate-related Financial Disclosures

ORIT is a supporter of the recommendations of the Task Force on Climate-related Financial Disclosures. More information can be found in the Risks and Risk Management section on page 72

TCFD TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES

Task Force on Nature-related Financial Disclosures

Nature and the ecosystem services it provides are essential inputs to businesses across the economy. Indeed, it has been found that more than half of global GDP depends on nature. Whilst this has fuelled society's ambition to protect the planet's natural habitats, business activity and financial services that support it continue to degrade nature. Financial institutions are currently unable to fully identify, measure and manage nature-related risk. However, 2021 will see the launch of the Task Force for Nature-related Financial Disclosures (TNFD). The TNFD will develop a framework for corporates and financial institutions to assess, manage and report on their dependencies and impacts on nature. The TNFD will be designed to bring a similar robustness to the appraisal of nature-related risks as the TCFD has done for climate, and should help redirect global financial flows towards nature-positive outcomes.

ORIT will continue to follow the progress of the TNFD launch and look to implement TNFD guidelines as soon as they become available.

> ***The new Task Force on Nature-related Financial Disclosures will help financial institutions to shift finance from destructive activities and toward nature-based solutions.***
> *United Nations Secretary-General, António Guterres.*

Ljungbyholm Wind Farm

Case Study:

Multi-vendor spares arrangement

The Investment Manager identified that downtime impact and production losses caused by solar inverter underperformance could be significantly reduced by increasing inverter availability.

The Investment Manager engaged with an external asset manager to design and negotiate an arrangement for a multi-vendor spares management system. The agreement requires the external asset manager to own over 1000 spare parts that are compatible with the Investment Manager's portfolio and deliver these on-demand within a guaranteed time period. This arrangement will provide availability improvement, significantly reducing business interruption through lack of spares and will deliver commercial benefit for the assets. This arrangement also offers an elegant solution to the potential conflicted and operational burden of the SPVs owning and managing their own stock of spares.

Impact tracking

Who

5 operational solar sites

How much

100.9 MWp

63% of the UK Solar sites

What

Multi-vendor spares arrangement

Improved spares availability

Reduced business interruption risk

Impact Theme

Innovation

When combined with our [RES's] O&M service, the centralised parts management provides uninterrupted performance for solar assets for a much lower cost than the traditional approach... When equipment is offline due to lack of spare parts, it has a negative impact on energy generation. This new arrangement will actively support the production of much more green power and help Octopus's assets perform more efficiently.

Brian Darnell, RES Head of Solar and Storage.

UN SDG specific contributions

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

9.2 & 9.4

Promote sustainable industrialization and upgrade/retrofit infrastructure to make them sustainable:

Investment into operational and construction assets have helped support jobs. Working with the National Grid facilitated future growth in sustainable infrastructure resulting in additional revenues by well managing the reduced energy demand for COVID-19 response using the Optional Downward Flexibility Management service. New multi-vendor spares arrangement with key counterparty, RES, represents a novel and sophisticated parts management process that will actively support the production of more green power and help ORIT's assets perform more efficiently.

17 PARTNERSHIPS FOR THE GOALS

17.17

Encourage and promote effective partnerships, building on the experience and resourcing strategies of partnerships:

Have developed a community benefit strategy and have shared knowledge with key counterparties drawing insights from investors and marketplace research.

www.un.org/sustainabledevelopment/

Planet

Impact Objective: Consider environmental factors to mitigate risks associated with the construction and operation of assets, enhancing environmental potential where possible.

79.1k
equivalent t CO2 avoided[25]

9.6t
CO2e per MW estimated carbon intensity (direct and indirect)

18.5t
CO2e emissions offset (all direct emissions)

100%
investments qualify as sustainable in line with EU Taxonomy[26]

100%
generating sites moved onto renewable import tariffs

Maximise our positive environmental impact

ORIT recognises the fundamental role that renewable energy plays in meeting net zero emissions targets, with an inherently positive impact on the environment.

Investing in renewable energy assets enables investors to generate returns from this transition to a cleaner future and directly support climate change ambitions. On admission to the London Stock Exchange ("LSE"), ORIT was awarded the LSE's Green Economy Mark, recognising the Company as a significant contributor to the transition to a zero-carbon economy.

The Green Economy Mark identifies London-listed companies and funds that generate between 50% and 100% of total annual revenues from products and services that contribute to the global green economy.

[25] Metrics based on an estimated annual production of the whole portfolio once fully constructed. Carbon avoided is calculated using the International Financial Institution's approach for harmonised GHG accounting

[26] 100% of investments are significantly contributing to climate change mitigation. Further analysis is required to better understand whether the investments meet the "Do No Significant Harm" technical screening criteria that is still under review and applies from 1 January 2022

Whilst the Company's positive contribution has been recognised, ORIT commits to being transparent, measuring and reporting both positive and negative impacts on the planet. By reflecting on potential negative impacts rather than ignoring them, the Company can create meaningful targets for improvement and maximise the positive impact of investments. As part of this approach, ORIT will review and adopt relevant industry standards alongside initiatives to reduce our own carbon footprint.

Carbon measurement and reporting

Electricity generated by wind and solar resources prevents harmful emissions from other sources such as coal powered electricity. However, there are still emissions incurred in the manufacturing and transportation of the solar panels and wind turbines through the supply chain. Initial estimates of the carbon payback periods for the ORIT sites range from 1 – 3 years.

With the intent of developing a deeper understanding of both the negative and positive impacts to climate change, the Investment Manager, on behalf of the Company, engaged Carbon Intelligence to set a robust emissions boundary and calculate a comprehensive Greenhouse Gas ("GHG") emissions footprint for ORIT. As part of this process, Carbon Intelligence also set out recommendations for the next steps to improve ORIT's Scope 2 and Scope 3 data collection processes, enabling ORIT to understand its full value chain impact, and to improve data accuracy.

The Company has quantified and reported organisational GHG emissions in alignment with the World Resources Institute's Greenhouse Gas Protocol 'Corporate Accounting and Reporting Standard' and 'Corporate Value Chain (Scope 3) Standard'. This approach consolidates the organisational boundary according to the operational control approach. The GHG sources that constituted the Company's operational boundary for the reporting year are:

- **Scope 1:** No relevant emissions sources
- **Scope 2:** Purchased electricity – market-based
- **Scope 3:** Purchased Goods and Services, Capital Goods, Upstream Transportation and Distribution, Waste and Fuel-and-Energy-Related Activities (FERA)

Given the nature of the company, ORIT's Scope 1 and Scope 2 emissions are minimal, accounting only for 0.7% of the total emissions footprint:

Scope	Emissions (t CO2e)	% of Total
1 – Direct Emissions (Fuel burned)	0	0
2 – Indirect Emissions (Purchased electricity – market-based)[27]	18.5	0.7

The Scope 3 Categories that were identified and calculated account for 99.3% of the total emissions footprint:

Scope 3 Category	Emissions (t CO2e)	% of Total
Purchased Goods and Services – supply chain emissions (also including Capital Goods and Upstream Transportation & Distribution emissions)	2,078.4	74.5
Waste – emissions from the waste arising from ORIT's operations	631.5	22.6
Fuel-and-energy related activities (FERA) – emissions from the extraction and transmission losses of purchased electricity	60.7	2.2

ORIT's overall carbon intensity was calculated to be **9.6t CO2e per MW.**

As an initial look into ORIT's GHG footprint, it was expected that the overall data availability for calculations would be low. Where data was not available, Carbon Intelligence estimated emissions using proxies from other sites. To improve the proxy assumptions, Carbon Intelligence made sure that an accurate sample of activity data from representative assets was used. Overall, 23.9% of all emissions were estimated.

The Investment Manager will continue to improve the data through further engagement and standard setting with asset level service providers. Improved data accuracy is likely to impact the share of categories in Scope 3. However, it is expected that the split of proportions between Scopes 1, 2 and 3 will remain largely similar. These next steps will improve the accuracy of our emissions calculations and allow for more informed and targeted carbon reduction initiatives.

[27] Market-based not location-based purchased electricity emissions were calculated and included in Scope 2. This is in line with best-practice guidance. Location-based purchased electricity emissions were calculated to be 288.0t CO2e. Total energy consumption for Scope 2 was calculated to be 2,231.45 MWh.

Carbon reduction

As the ORIT portfolio grows, it is the Company's aim to reduce its emissions through stakeholder engagement and proactive management of its assets, especially for sites under construction. The Investment Manager has begun this process by informing all new counterparties of our intent to measure carbon emissions and support carbon emissions reductions. Additional carbon-reduction measures carried out over the period included a review of the suppliers that provide the electricity consumed by our generation sites. In December 2020, the Investment Manager was able to convert asset level supply agreements to fully renewable supply agreements. Previously, part of the portfolio had been on low-carbon electricity supply tariffs, which included nuclear sources.

> **As a result, 100% of ORIT's generating sites are on fully renewable supply agreements, which will result in a reduction in our Scope 2 and Scope 3 (FERA) emissions next year.**

Carbon offsetting

ORIT has offset the key emissions incurred through its direct business activities. The Company's chosen route for offsetting is through the purchase of carbon units from the Woodland Carbon Code. The Woodland Carbon Code is the voluntary standard for UK woodland creation projects with the aim of developing woodland that sequester carbon dioxide. This Code is a UK-specific certification program that ensures each woodland scheme will deliver the promised benefits and represents genuine new planting. This will help the UK meet its ambition of net zero emissions by 2050.

> **To date, we have purchased 20 carbon units. This is equivalent to offsetting ORIT's Scope 1 and Scope 2 emissions of 18.5 tonnes of carbon dioxide.**

EU Taxonomy for Sustainable Finance

The EU Taxonomy is a classification system for sustainable activities designed to help investors identify "green" environmentally friendly activities. This is aimed to demonstrate investments that are sustainable, ones that make a substantial contribution to climate change mitigation or adaptation, while avoiding significant harm to other environmental objectives and complying with minimum safeguarding standards.

An initial analysis of ORIT's investments against the EU taxonomy classification suggests that 100% of assets contribute to climate change mitigation. The Investment Manager is undergoing work to confirm that ORIT's investments are also in line with the "Do No Significant Harm" technical screening criteria which is currently under consultation and will come into effect from January 2022.

Planet initiatives

Maximising the Company's positive contribution to the environment is core to the Impact Strategy. Planet initiatives contribute to solutions to combat climate change. Projects undertaken in the period are outlined in the table below.

Project	Outcome
Engaged third party service providers and beekeepers to implement a bee and biodiversity programme on ORIT's solar farms. See case study for more information.	Innovative and sustainable biodiversity strategy in partnership with The Good Bee Company, including the installation of beehives and pollinator garden, has been developed and is under-way for Ermine Street solar farm. Innovation Sustainable Momentum
Engaged with third party service providers and ecologists to implement site-tailored land management and biodiversity programmes.	Biodiversity expert and Wychwood Biodiversity Founder, Guy Parker, hosted an educational workshop and undertook deep dive analyses on four ORIT solar farms, suggesting measures for future enhancement. Sustainable Momentum
Worked with Ljungbyholm Wind Farm's appointed construction manager, OX2, to maximise benefit on the wind farm under construction. This includes supporting the 1.5°C Science Based Targets initiative to set carbon emission targets for our largest carbon contributing site.	The chosen foundation types at Ljungbyholm Wind Farm have resulted in substantial savings on wind turbine embodied carbon. Eleven of the twelve foundations are able to be 'rock anchored' because the site lies on granite bedrock, with the twelfth foundation being a typical type of foundation. The 'rock anchored' foundation requires one third of the cement used in a typical foundation, resulting in a total of 4,510m^3 of carbon intensive concrete being avoided. Stakeholder Engagement Sustainable Momentum

Case Study:

Bees and Biodiversity

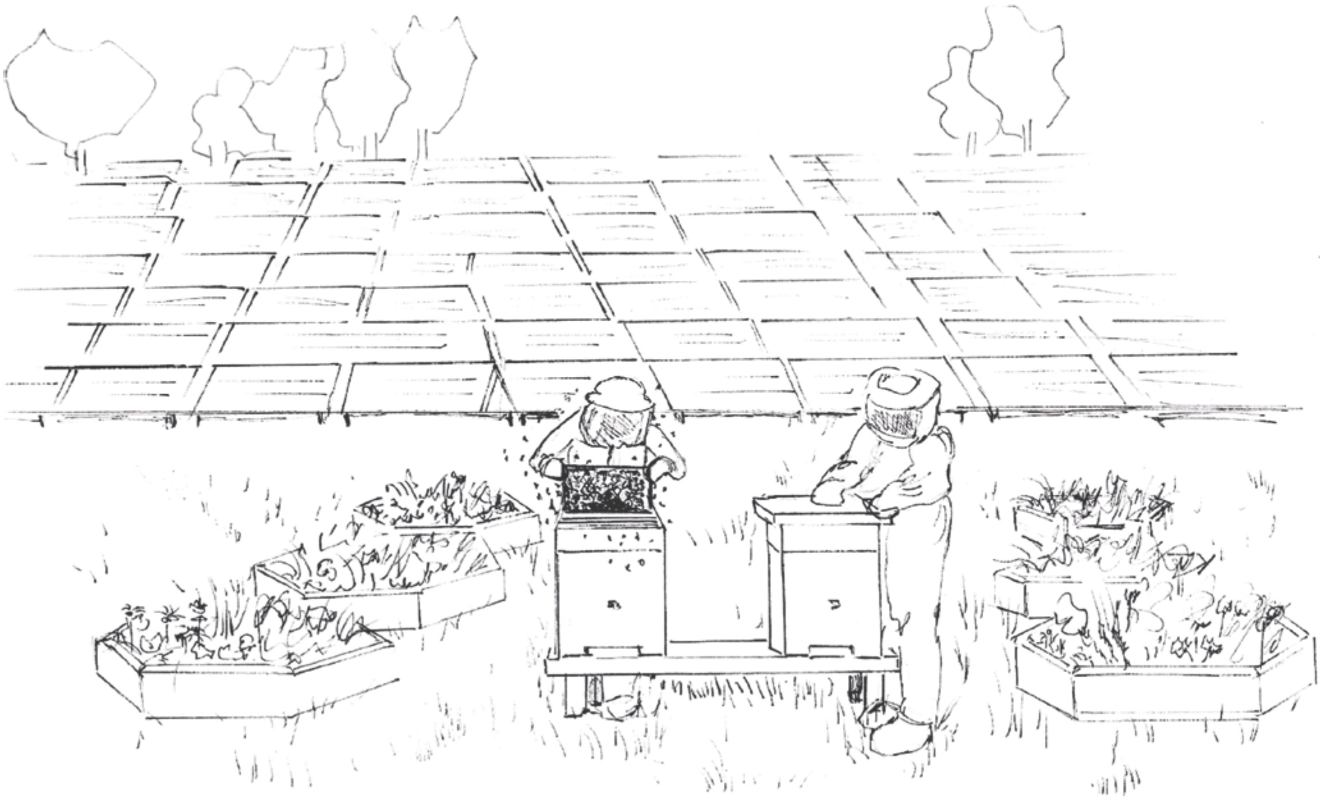
The Investment Manager has engaged with Wychwood Biodiversity and The Good Bee Company to develop and implement biodiversity enhancement strategies on three solar farms.

These strategies include the sowing of wildflowers, the installation of bird/bat boxes, beehives and an additional "pollinator garden" and pesticide-free weed management. After careful consultation from Good Bee Company, it has been decided that Ermine Street is most suitable for the installation of two honey beehives, which will make Ermine Street home for around 100,000 honeybees. Work has commenced to prepare the land for an additional pollinator garden that will be planted in the Spring when the beehives are to be installed. The pollinator garden will be filled with nectar rich plants and flowers that will provide the bees and other native pollinators with sources of food. The Good Bees Company will also install bumblebee houses on the site, with the hope that this will help local bumblebee population to thrive.

It is estimated that close to 75% of the food we eat depends, at least in part, on pollinators such as bees. Sadly, due to the high levels of pesticides and other unsustainable agriculture practices, bee populations are in decline. Initiatives such as these, whereby biodiversity enhancement measures create pollinator-friendly ecosystems, are key in the recovery of the bee population and the protection of our own agricultural processes. The work that is ongoing with Wychwood Biodiversity to plant wildflower meadows contributes to this same mission.

Impact tracking

Who?	How much?	What?	Impact Theme
1 Planet	100,000 honeybees	Pollinator-friendly ecosystem	Sustainable momentum
Ermine Street site	2 Beehives	Resilient bee population	Innovation
Pollinator species	3 Bumblebee homes	Natural Capital enhancement	
	1 Pollinator garden		



Artist's impression of Ermine Street bee hives

> ***Pollinators are the cornerstone of healthy ecosystems. The Ermine Street planet initiative will provide a habitat for wild and native bees alongside our managed bee colonies. Ermine Street will benefit the community for miles around, not only with clean renewable energy, but with the pollination of trees, crops and plants that provide us with clean air and fresh local food. We have a lot to thank bees for, and we are happy ORIT agrees.***
>
> *Wade Ball, The Good Bee Company, commenting on the proposed project for Ermine Street.*

UN SDG specific contributions

7 AFFORDABLE AND CLEAN ENERGY

SDG 7.2 & 7a
Increase renewable energy in the mix and stimulate investments into the renewable sector:

Provided renewable energy to the grid and provided renewable investment opportunities. Construction underway to add renewable energy capacity.

13 CLIMATE ACTION

SDG 13.1
Strengthen resilience and adaptive capacity to climate related hazards and natural disasters:

Technical due diligence carried out on all new investments. Biodiversity and habitat management plans proposed for most sites as planning requirement. Physical climate change risks considered and mitigated (e.g. flood risk mitigation strategy) and transition risks forecasted (e.g. low power price scenarios).

15 LIFE ON LAND

SDG 15.1 & 15.5
Conserve ecosystems and threatened species and take action to reduce the loss of biodiversity and degradation of habitats:

Threatened and non-threatened species monitored through ecological surveys and biodiversity plans. Additional biodiversity initiatives implemented beyond planning requirement. Support of woodland creation projects through carbon offset scheme.

www.un.org/sustainabledevelopment/

People

Impact Objective: Evaluate social considerations to mitigate risks and promote a 'Just Transition' to clean energy.

120

Students benefiting from social initiatives

Managing our impact on society

Investing in renewable energy has natural positive impacts on people (particularly for health) and also for the wider society by benefiting the economy. In a speech during 2020, the UN Secretary-General, António Guterres, stated that he believes that transitioning to a world powered by renewable energy is vital to mitigating the negative impacts of climate change on people.

With the economy suffering as a result of the COVID-19 pandemic, the economic benefits of job creation through renewable investments are well received. The post-COVID agenda put forward by the International Renewable Energy Agency (IRENA) would create some 5.5 million transition-related jobs over the next three years, bring renewables jobs to nearly 30 million globally by 2030 and pave the way for longer term resilience, development and equality.

It is also vital the Company mitigates any possible negative impacts and risks to people as the Company invests, constructs and operates our portfolio of renewable assets. ORIT has clear policies and governance structures to achieve this. Some social factors that ORIT and our Investment Manager consider to be the most important during due diligence and ongoing monitoring of assets include:

- Health and safety
- Social licence
- Local employment
- Diversity and inclusion

Health and Safety Approach

ORIT recognises its health and safety responsibilities and keeping people safe remains its highest priority. ORIT has put in place arrangements with its Investment Manager to ensure that health and safety risks are managed effectively.

Our Investment Manager employs specialist HSE consultants to ensure that health and safety are integrated into our model of investing and managing of assets. This integration is achieved through:

- Technical Compliance Standards
- Diligence and benchmarking of contractors
- Audits and ongoing oversight
- Continuous Improvement

Our Investment Manager actively tracks and monitors various accident and incident classifications, from those events where there is a statutory requirement to report to the UK Health & Safety Executive (RIDDORs) or other local governmental bodies, plus other incidents which are classified as one of; accidents, near misses, dangerous occurrences or safety observations.

In the period of this report nobody was hurt on any of the Company's sites. There were 11 reported accidents and incidents, two on the Ljungbyholm wind construction project and 9 on operational solar farms and all were investigated to a satisfactory conclusion. Three of the UK solar farm incidents were RIDDOR-reportable events relating to equipment fires caused by current overloads. In these three incidents the affected equipment was isolated immediately in order to render the site safe prior to replacement. In addition to these three RIDDORs there was one minor accident on the wind construction site where the visor of an operative was struck by a piece of rock and 6 safety observations relating to equipment failures on solar farms. All incidents have been satisfactorily closed out and where appropriate lessons learned. Each incident generated an incident report which was audited and closed by the Investment Manager.

Promoting a "Just Transition"

Just Transition refers to the movement that encourages wider and fairer distribution of benefits as a result of the switch to clean energy. ORIT's partners and subcontractors commit to standards promoting equal opportunities, ensuring workplace best practice standards are upheld, encouraging diversity and inclusion for all. The Investment Manager engages key counterparties to understand what schemes they already have in place, and also encourages the use of local labour (roughly within 30km radii of sites) on construction sites. By engaging counterparties and local stakeholders early-on, ORIT is ensuring that social licence is generated for our investments.

ORIT has committed to every investment portfolio demonstrating a tangible benefit to the local communities within the first 12-18 months of acquiring it. This may be through sharing profits via community benefit schemes and energy subsidies, or creating educational opportunities for locals via workshops and site visits for students, or fuel poverty workshops for individuals needing extra support during the winter months. The applicability of community initiatives will be determined on a portfolio by portfolio basis.

Diversity and Inclusion

Equality and wellbeing are fundamental to ORIT's impact ambitions. This is reflected in our Company policies and in the way that the Company operates externally, through understanding third party providers approach to diversity and inclusion and suggesting ways to improve this where possible.

The Company's board is made up of a complementary mixture of backgrounds with a gender composition of an equal 50/50 split between men and women, in line with the view that gender diversity delivers better company performance than if the Board was dominated by one gender.

The Investment Manager shares ORIT's values and places diversity and inclusion at the heart of them, and this is demonstrated through the initiatives implemented. The Investment Manager provides directors to the underlying subsidiary companies and ensures diversity is considered when appointing them.

Further detail can be found in the **Impact Strategy.**

People initiatives

Alongside keeping people safe, ORIT considers its potential impact on people. People initiatives contribute to solutions to engage communities and promote a "Just Transition" to clean energy. The projects in the table below demonstrate examples of where ORIT exhibits a variety of social considerations across its assets, utilising the experience and approach developed by our Investment Manager to maximise benefits.

Project	Outcome
Worked with Ljungbyholm Wind Farm's appointed construction manager, OX2, to maximise benefit on the wind farm under construction. This includes promoting local employment, social mobility initiatives and proposing alternative solutions to residents affected by construction practices.	68 individuals work on site at ORIT's construction wind farm, Ljungbyholm Wind Farm, 37% of which are considered local (i.e. commute daily). Appropriate Health and Safety measures in place, confirmed by completed audit. Work is ongoing to identify further opportunities to improve some safety aspects of the turbine supplied to the project. Employed cleaning staff from Ungdomsstäd, a company that hires and trains young, previously unemployed individuals. Disruption to local residents was avoided by building a secondary road for construction traffic. **Equality and Wellbeing,** **Stakeholder Engagement**
ORIT will add beehives to specific suitable solar sites in the Spring and has engaged The Good Bee Company to look at related people initiatives.	Examples being reviewed include educational beekeeper visits to local schools, enterprise programmes for children to learn about entrepreneurship by selling honey made on ORIT sites and partnerships with Help for Heroes to train local ex-service personnel as beekeepers, giving them a route into the civilian workforce. **Equality and Wellbeing,** **Stakeholder Engagement** **Innovation**
ORIT has also engaged with Solar Power Education to deliver webinars, workshops and site-visits for schools located locally to one of ORIT's solar farms. **See case study for more information.**	To date, one workshop has been delivered to one Year 8 class at Wadebridge School. The webinar workshop was recorded and has been shared with three further Year 8 classes at the school. It is the aim to continue to engage with this school and others in the long term to promote STEM learning and education around sustainable futures. **Equality and Wellbeing,** **Stakeholder Engagement** **Innovation**
In support of a Just Transition, the Investment Manager has developed a community benefit funding strategy.	This ensures benefits to communities surrounding renewable assets are maximised. The strategy is based on years of past experiences as well as recent insights from conversations with community COVID-19 response groups. **Equality and Wellbeing,** **Stakeholder Engagement**

Case Study:

Solar Power Education

ORIT has successfully launched its first education workshop in partnership with Solar Power Education. The renewable energy workshop spanning over a week consisted of two sessions and one activity run remotely by Tracy Linney, SPE's education consultant.

The sessions were attended by one Year 8 class at Wadebridge School and were recorded so that the workshop could be repeated for the three remaining Year 8 classes. The aim of the workshop was to promote STEM learning and to educate the children on sustainable futures including, introducing the benefits of renewable energy sources like that of the local ORIT-owned solar farm. The sessions involved discussions on climate change, different renewable energy sources and the future of solar power. The class was introduced to the Cambridge University Energy Mapping Project and as an activity, Tracy set them up to investigate and measure the light and wind in their school grounds, as if they were energy engineers, looking for the best spot to locate a wind turbine or solar panels. The pupils were allocated luxmeters and anemometers and set off around the school to take readings. The pupils were then joined (again remotely) by scientists Beth Tennyson and Stuart MacPhearson, from Cambridge University for a Q&A session. The pupils were able to ask about their current research projects at the university and what it means to be a scientist. Jayne Richards, the science teacher from Wadebridge School, said they were "inspirational", helping to promote STEM in the class.

Impact tracking

Who?	How much?	What?	Impact Theme
Year 8 pupils of Wadebridge School	30 Students attended 90 other students participated through recording	Renewable energy workshop Cambridge University Energy Mapping Project Activity Q&A with scientists STEM promotion	Equality & Wellbeing Innovation Stakeholder Engagement

The workshop was a definite addition and enhancement to the curriculum, seeing real life people doing careers in science and handling the equipment that real scientists are using - generating excitement and enthusiasm.
Wadebridge School Science Teacher

UN SDG specific contributions

4 QUALITY EDUCATION

4.1

Provide free, quality education leading to relevant and effective learning outcomes:

Partnership with Solar Power Education to provide free workshops involving discussions around sustainable futures and renewable energy activities to local schools.

8 DECENT WORK AND ECONOMIC GROWTH

8.5

Provide full and productive employment and decent work for all:

Initiative to provide jobs to local people and increase of social mobility by employment of young cleaners. Extensive Health and Safety measures ensures employees are not exposed to risk.

17 PARTNERSHIPS FOR THE GOALS

17.17

Encourage and promote effective partnerships, building on the experience and resourcing strategies of partnerships:

Have developed a community benefit strategy and have shared knowledge with key counterparties drawing insights from investors and marketplace research.

www.un.org/sustainabledevelopment/

Risks and Risk Management

Risk Appetite

The Board is ultimately responsible for defining the level and types of risk that the Company considers appropriate. In the context of the Company's strategy, risk appetite is aligned to the Investment Policy and this provides the framework for how capital will be deployed to meet the Company's investment objective. The limits set out in the Investment Policy represent the amount of risk the Company is willing to take and the constraints that the Board determines that the Investment Manager must adhere to on behalf of the Company. This covers the principal risks the Company faces including, amongst other things, the level of exposure to power prices, financing risks and investment risks. Beyond this, risk limits and tolerances are monitored and set by the AIFM as part of the AIFM's risk management services. These are documented in the AIFM's Risk Management Policy for the Company covering credit, liquidity, counterparty, operational and market risks. Adherence to these risk limits is reported regularly to the Board through the quarterly AIFM risk management report.

Principal risks and uncertainties

The Company has carried out a robust assessment of its principal and emerging risks and the procedures in place to identify any emerging risks are described below.

Procedures to identify principal or emerging risks:

It is not possible to eliminate all risks faced by the Company. The purpose of the risk management framework and policies adopted by the Company is to identify risks and enable the Board to respond to risks with mitigating actions to reduce the potential impacts should the risk materialise.

The Board regularly reviews the Company's risk matrix, with a focus on ensuring appropriate controls are in place to mitigate each risk. The experience and knowledge of the Board is important, as is advice received from the Company's service providers.

The following is a description of the procedures for identifying principal risks that are carried out by each service provider, along with the frequency with which they are communicated to the Board.

1. Alternative Investment Fund Manager: The Company has appointed Octopus AIF Management Limited (the "AIFM") to be the Alternative Investment Fund Manager of the Company for the purposes of Directive 2011/61/EU of the European Parliament and of the Council on Alternative Investment Fund Managers. Accordingly, the AIFM is responsible for the portfolio management of the Company and for exercising the risk management function in respect of the Company. As part of this the AIFM has put in place a Risk Management Policy which includes stress testing procedures and risk limits. The AIFM maintains a register of identified risks including emerging risks likely to impact the Company, which is updated quarterly following discussions with the Investment Manager . Any changes and amendments to the risk register are highlighted to the Board on a quarterly basis.
2. Investment Manager: Portfolio Management has been delegated by the AIFM to the Investment Manager. There is a comprehensive due diligence process in place to ensure that potential investments are screened against the Company's objectives, and that financial and

economic analysis is conducted alongside a full risk analysis. Any potential transaction must be granted approval in principle ('AIP') by the Octopus Renewables Investment Committee ('ORIC') and the due diligence budget signed off by the Board. Once due diligence and negotiations of final terms are substantially complete, the final proposal including the risk analysis will be presented to ORIC for a decision on whether the Company should proceed with investment, subject to a right of veto from the Board. The Investment Manager also provides a report to the Board, at least quarterly, on asset level risks, industry trends and insight to future challenges in the renewable sector, including the regulatory, political and economic changes likely to impact the Company.

3. Broker: The Broker provides regular updates to the Board on Company, performance advice specific to the Company's sector, competitors and the investment company market, whilst working with the Board and Investment Manager to communicate with shareholders.
4. Company secretary and auditors: The Company Secretary briefs the Board on an ad hoc basis on forthcoming legislation/regulatory change that may impact the Company. The auditors also have specific briefings with the Audit and Risk Committee at least annually.

Procedure for oversight

The Audit and Risk Committee undertakes a review at least twice a year of the Company's risk matrix and a formal review of the risk procedures and controls in place at the AIFM and other key service providers to ensure that known (as well as emerging) risks are adequately identified and – so far as practicable - mitigated. The change in investment policy has led to a new principal risk being including for Development.

Principal risks

The Board considers the following to be the principal risks faced by the Company along with the potential impact of these risks and the steps taken to mitigate them.

Economic, political and climate risks - income and value of the Company's investments may be affected by future changes in the economic and political environment, alongside risks associated with climate change.

Risk	Potential Impact	Mitigation
Inflation and interest rates	The revenue and expenditure of the Company's investments are frequently partially index-linked and therefore any discrepancy with the Company's inflation expectations could impact positively or negatively on the Company's cashflows. Changes in interest rates may affect the valuation of the investment portfolio by impacting the valuation discount rate and could also impact returns on cash deposits.	Inflation and interest rate assumptions are reviewed and monitored regularly by the AIFM and the Investment Manager in the valuation process. Most analysts suggest that any interest rate increases will be slow and therefore become more manageable to the portfolio. It is expected that a natural hedge may occur where higher interest rates are also accompanied by higher inflation rates due to subsidies being inflation linked. The Company can utilise interest rate swaps or fixed rate financing to mitigate interest rate risks.

Risk	Potential Impact	Mitigation
Foreign currency	The Company's functional currency is Sterling, but some of the Group's investments are based in countries whose local currency is not Sterling. Therefore, changes in foreign currency exchange rates may affect the value of the investments due to adverse changes in currencies.	The principal mitigation is through the Company's hedging policy which seeks to minimise the volatility of cash flows in non-GBP currencies. The Investment Manager monitors foreign exchange exposures using short and long term cash flow forecasts, and where possible, aims to match the currency of debt to assets. The Company's portfolio concentrations and currency holdings are monitored regularly by the Board, the AIFM and the Investment Manager.
Government policy changes	The Company's investments in renewable energy assets are remunerated by both government support schemes and private PPAs – the terms of these may be impacted by government changes or policy or even terminated in certain circumstances. This would adversely impact the value of the Company's investments.	The Company aims to hold a diversified portfolio of renewable energy assets and so it is unlikely that all assets will be impacted equally by a change in legislation. There is also strong public demand for support of the renewables market to hit "net zero" carbon emission targets.
Brexit	A trade deal was signed between the UK and the EU ahead of the deadline. Whilst this provides some level of certainty, financial services were not an area where a detailed "deal" was achieved. As a result, there may be a prolonged period of market uncertainty as the exact details continue to be understood and negotiated between the parties, which could result in adverse conditions for the Company, in particular volatility in macroeconomic indicators such as inflation and interest rates, foreign exchange and changes in regulations. There is also ongoing risk of supply chain disruption whilst new arrangements are embedded and uncertainty regarding the future of the UK's double tax treaty network.	The mitigation measures for the principal macroeconomic risks are those described above in relation to: • Inflation and interest rates • Foreign currency • Government policy changes The Investment Manager works with suppliers to mitigate supply chain risks including ensuring a level of spares is maintained from diversified manufacturers. The Investment Manager has structured its investments to avoid holding companies in countries such as Germany where withholding tax on dividends may apply.
Risks associated with climate change	Climate related risks relate to transition risks and physical risks. The prominent transition risk relates to over supply of renewables over time, which may cause downward pressure on long term power price forecasts setting lower capture prices, including the risks associated with periods of negative power prices and power price volatility. This could ultimately lead to a shortfall in anticipated revenues to the Company.	The Investment Manager is actively engaging with third party advisors on how climate related risks are being modelled in long term power price forecasts. There are likely to be opportunities associated with the transition to a low carbon future including growth in the market, government interventions and technology advancements that could counterbalance the transition risks of climate change on the Company.

Risk	Potential Impact	Mitigation
Risks associated with climate change	The prominent physical risks relate to long term changes to weather patterns, which could cause a material adverse change to an asset's energy yield from that expected at the time of investment. Physical risks associated with acute and chronic temperature change could lead to flooding, storms, and high winds. This could damage equipment and force operational downtime resulting in reduced revenue capability and profitability of the portfolio of assets.	The Board and the Investment Manager periodically assess the Company's portfolio of assets for potential transition risks within the jurisdictions that it currently operates. The Investment Manager works with third party asset managers to ensure an appropriate level of equipment spares to minimise downtime associated with damaged equipment. There is growing demand for consistent, comparable, reliable, and clear climate related financial disclosure from many participants in financial markets. The Board, AIFM and Investment Manager have included TCFD reporting as part of the Company's Impact Strategy.

Company: operational and financial risks - risk that target returns and Company objectives are not met over the longer term.

Risk	Potential Impact	Mitigation
Deployment	A deterioration of the investment pipeline may impact the ability to commit and deploy capital into suitable opportunities in the expected time frame. Competition for assets in the infrastructure market remains strong which could limit the ability of the Company to acquire assets in line with target returns, or lead to abort costs where transactions are unsuccessful. Both deployment risks could ultimately impact shareholder returns.	The Company has an experienced Investment Manager with a good presence and strong relationships in the renewables market. The investment mandate is diversified giving a broad landscape of opportunities. The Board and Investment Manager oversee the investment pipeline and abort exposure and frequently monitor its progress in relation to Company targets.
Reliance on third party service providers	The Board has contractually delegated to third party service providers day to day management of the Company. A deterioration in the performance of any of the key service providers including the Investment Manager, AIFM and Administrator could have an impact on the Company's performance and there is a risk that the Company may not be able to find appropriate replacements should the engagement with the service providers be terminated.	Each contract was entered into after full and proper consideration of the quality and cost of services offered, including the financial control systems in operation in so far as they relate to the affairs of the Company. All of the above services are subject to ongoing oversight by the Board and AIFM and the performance of the key service providers is reviewed on a regular basis. The Board, through the Management Engagement Committee monitors key personnel risks as part of its oversight of the Investment Manager and the Company's key service providers report periodically to the Board on their control procedures.

Risk	Potential Impact	Mitigation
Valuations	Valuation of the portfolio of assets is based on financial projections and estimations of future results. Actual results may vary significantly from the projections, which may reduce the profitability of the Company leading to reduced returns to shareholders.	The Investment Manager has significant experience in the valuation of renewable assets and conducts a quarterly valuations process. The AIFM has a valuations committee separate to the Investment Manager to provide valuations consistency on macro assumptions and to provide oversight and challenge to the valuations. The Board and AIFM review the valuations provided quarterly and they are audited annually.
ESG policy	Material ESG risks may arise such as health and safety, unfair advantage, bribery, corruption and environmental damage. If the Company fails to adhere to its public commitments as stated in its ESG Policy and Impact Strategy, this could result in shareholder dissatisfaction and adversely affect the reputation of the Company.	ESG is embedded in the investment cycle with a formal ESG matrix including a minimum target ESG score required for approval of any new investments. Ongoing operational and construction ESG risk management is reviewed periodically by the Investment Manager, who work closely with service providers on ESG and impact standards reporting.
Conflicts of interest	The appointment of the AIFM is on a non-exclusive basis and each of the AIFM and Investment Manager manages other accounts, vehicles and funds pursuing similar investment strategies to that of the Company. This has the potential to give rise to conflicts of interest.	The AIFM and Investment Manager have clear conflicts of interest and allocation policies in place. Transactions where there may be potential conflicts of interest are overseen by the Investment Manager's conflicts committee, an independent fairness opinion on valuation is commissioned, and as with all transactions, the Board has the right of veto. The Board, AIFM and Investment Manager are responsible for establishing and regularly reviewing procedures to identify, manage, monitor and disclose conflicts of interests relating to the activities of the Company. These procedures are more fully described in the Company's prospectus dated 19 November 2019.
Cyber security	Attempts may be made to access the IT systems and data used by the Investment Manager, Administrator and other service providers through a cyber attack or malicious breaches of confidentiality that could impact the Company reputation or result in financial loss.	Cyber security policies and procedures implemented by key service providers are reported to the Board and AIFM periodically to ensure conformity. The Investment Manager has a robust 3 lines of defence risk model in place in place to implement, check and audit technology controls. Thorough third party due diligence is carried out on all suppliers engaged to service the Company. All providers have processes in place to identify cyber security risks and apply and monitor appropriate risk plans.

Portfolio of assets: operational and financial risks - risk that the portfolio underperforms and, as a result, the target returns and Company objectives are not met over the longer term.

Risk	Potential Impact	Mitigation
Power prices	The income and value of the Company's investments may be adversely impacted by changes in the prevailing market prices of electricity and prices achievable for off-taker contracts. There is a risk that the actual prices received vary significantly from the model assumptions, leading to a shortfall in anticipated revenues to the Company.	The Investment Manager has a specific Energy Markets Team that monitors energy price forecasts and puts in place mitigating strategies. This could be through the use of short term PPA contracts to fix the electricity prices where possible, or to hedge the exposure of fluctuating electricity prices through derivative instruments. Model assumptions are based on quarterly reports from a number of independent established market consultants to inform on the electricity prices over the longer term.
Construction	Construction project risks associated with the risk of inaccurate assessment of a construction opportunity, delays or disruptions which are outside the Company's control, changes in market conditions, and the inability of contractors to perform their contractual commitments could impact Company performance.	The Investment Manager monitors construction carefully and reports frequently to the Board and AIFM. The Investment Manager undertakes extensive due diligence on construction opportunities and has in place clear approval processes for any material construction cost overruns and contingency spend.
Development	Development project risks associated with delays, increases in costs or ultimate failure to deliver the expected assets to construction ready status.	The Company's maximum exposure to development is limited to 5% of GAV. The Investment Manager monitors progress of development projects carefully and ensures all costs are managed appropriately. A clear approval process is in place for any material project cost overruns and contingency spend. Cost and progress analysis of development projects is reported frequently to the Board and AIFM. The Investment Manager also monitors exposure to any one developer to ensure this is kept within reasonable limits.
Asset-specific risks	Circumstances may arise that adversely affect the performance of the relevant renewable energy asset. These include health and safety, grid connection, material damage or degradation, equipment failures and environmental risks.	The Company's experienced Investment Manager oversees and manages asset and site level issues. Third party O&M contractors are engaged to carry out regular preventative maintenance and a level of spares is maintained from diversified manufacturers. The Investment Manager uses established relationships with relevant DNOs and works closely with them to maintain grid connection. A SH&E Director is employed by the Investment Manager to oversee and advise on the HSE system for renewable assets. The Company has in place insurance to cover certain losses and damage.

Compliance and regulatory risks - failure to comply with relevant regulatory changes, tax rules and obligations may result in reputational damage to the Company or have a negative financial impact.

Risk	Potential Impact	Mitigation
Non compliance with FCA, Listing Rules, AIFMD, MAR and investment trust eligibility conditions	Failure to comply with any relevant regulatory rules including Section 1158 of the Corporation Tax Act, the rules of the FCA, including the Listing Rules and the Prospectus Rules, Companies Act 2006, MAR, AIFMD, Accounting Standards, GDPR and any other relevant regulations could result in financial penalties, loss of investment trust status, legal proceedings against the Company and/or its Directors or reputational damage.	The Board monitors compliance and regulatory information provided by the Company Secretary, the AIFM and Investment Manager on a quarterly basis and the assessment of regulatory risks forms part of the Board's risk management framework. All parties are appropriately qualified professionals and ensure that they keep informed with any developments or updates to the legislation.

COVID-19 - the risk relating to the COVID-19 pandemic has emerged during the year. Events arising as a result of COVID-19 may impact the target returns of the Company and the ability of the Company to meet its objectives over the longer term.

Risk	Potential Impact	Mitigation
COVID-19 pandemic	The continuing COVID-19 pandemic could impact the Company as follows: • Extended lock downs may lead to significant reduction in energy demand and drops in short and medium term power prices. • Disruption of supply chains could adversely impact the Company's construction projects and ability to source spares for operational assets. • Restrictions on travel may limit the ability to conduct due diligence site visits for transaction targets thus impacting the Company's deployment targets.	The Board has continued to meet virtually and the Investment Manager, Administrator and other key service providers have been able to operate effectively with robust systems and staff working from home. The Investment Manager continues to work with third party service providers to put in place mitigation plans to minimise the impacts of COVID-19 to the Company. The Board and the Investment Manager will continue to monitor the situation as it develops and respond to Government advice as necessary. Mitigations for power prices are described above.

Further financial risks are detailed in Note 16 of the financial statements.

The Board are of the opinion that these are the principal risks, but mindful of their obligations under the changes made to the AIC Code of Corporate Governance issued in February 2019, the Board has also considered emerging risks which may impact the forthcoming six-month period. There are no additional risks to note as a result of this review.

TCFD TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES

Task Force on Climate-related Financial Disclosures

Investment in renewables is considered key to helping the global energy sector transition to a lower carbon economy. For example, it has been found that Renewables can cut 70% of the needed energy-related CO2 emissions to generate a transformation of the global energy system that limits the rise in global temperature to well below 2 degrees Celsius above pre-industrial levels[28]. Whilst renewables represent a climate solution, it is not exempt from the potential impacts of Climate change. ORIT recognises that there are a number of climate-related risks and opportunities that may have a material financial impact on ORIT's performance. For this reason, we have decided to align ORIT to the Task Force on Climate-related Financial Disclosures ("TCFD").

The TCFD was established to develop voluntary, consistent climate-related financial risk disclosures for use by companies in providing information to investors, lenders, insurers, and other stakeholders. The TCFD recommends that all organisations provide climate related disclosures in their annual report and accounts, providing a framework to help companies assess the risks and opportunities associated with climate change.

> ***"We believe that financial disclosure is essential to a market-based solution to climate change. A properly functioning market will price in the risks associated with climate change and reward firms that mitigate them."*** *– Mark Carney and Michael Bloomberg, The Guardian.*

The Financial Conduct Authority ("FCA") issued a proposal at the start of 2020 that would require all premium listed companies to align their reporting to the TCFD framework for companies with a financial year end from December 2021. Whilst the implementation of this proposal does not require ORIT to begin making disclosures yet as it is an Investment Trust and therefore excluded, ORIT has decided to begin making specific disclosures on risks the Company faces relating to climate change, in line with the recommendations, as we are supporters of TCFD as representing best practice. See below for an outline of the Company's current approach to recommendations suggested by TCFD.

[28] Energy-related CO2 emissions: Roadmap for faster reduction, IRENA 2019

TCFD Recommendation	ORIT approach
Governance: **Introduce governance around climate related risks and opportunities**	The ORIT Board meets quarterly, and the ORIT Audit and Risk Committee ("ARC") meets at least three times per year to discuss risks, including those relating to climate change. The Board has decided to embed TCFD recommendations within the management of ORIT, identifying climate change as an emerging risk and instructed the AIFM and Investment Manager to integrate this within the existing risk management framework and transaction due diligence.
Strategy: **Research the actual and potential impacts of climate related risks and opportunities on businesses, strategy, and financial planning**	The transition to a lower carbon future is ingrained within ORIT's investment strategy. The speed and efficiency of the transition will have a notable effect on performance. If global temperature change is limited to below a 2 degree increase from pre-industrial levels by 2100, it is expected there will need to be significant intervention from governments, regulators and the market. There is a direct correlation between transition to a low carbon future and the size of ORIT's investment opportunity. If only the Nationally Determined Contributions are upheld in line with the Paris Agreement, then temperatures are expected to increase to in excess of 3 degrees. In this scenario, the physical effects of climate change will be severe, creating additional risks for the infrastructure that ORIT acquires. ORIT has explored qualitative scenario planning. This focuses on transition risks and opportunities in a 2 and 4 degree model, and physical risks and opportunities in a 4 degree model on the basis physical risks will be more limited in the 2 degree scenario.
Risk Management: **Implement processes that identify, assess, and manage climate related risks**	The AIFM and Investment Manager understand how climate change could impact ORIT's overarching strategy and evaluate climate related risks and opportunities within risk management processes. This will ensure that transition and physical risks/opportunities are considered throughout the acquisition process and will continue to be assessed throughout the management of the renewable infrastructure sites. The Investment Manager will continue to explore methods to quantify the impact of physical risks/opportunities on the ORIT portfolio while also integrating transition risks and opportunities within the long term forecasting of the valuation process. A brief overview of the risks considered as well as the current mitigation strategies in place are laid out on the next page.

TCFD Recommendation	ORIT approach
Risk Management: **Implement processes that identify, assess, and manage climate related risks**	**Transition risks** A faster than forecast transition to a global renewable energy supply would increase the penetration of zero marginal cost electricity, generating assets (such as wind and solar farms). This additional 'price cannibalisation' could result in assets selling their power for less than forecast at investment. The impact of this risk is modelled within the proprietary models developed for portfolio construction and WEP diversification. The risk is managed by tracking leading indicators and reacting appropriately, for example by implementing price hedges. **Physical risks** The impact of climate change is considered in the detailed technical and environmental due diligence we undertake in the transaction stage of investments. Physical damage could occur to assets as a result of extreme weather events. The Investment Manager reduces the potential impact of risks, such as flooding, through diligence of the design of assets and insurance cover. The Investment Manager will aim to better integrate the implications of potential increasing insurance costs by carrying out climate scenario modelling. Physical climate risks also include potential long term changes to weather patterns causing material variations in an asset's energy yield from that expected at the time of investment. The Investment Manager mitigates the impact of these physical climate risks on the portfolio by diversifying the investments' phase, technology, and geography. Currently, the portfolio comprises of investments in all phases (pre-construction, under construction and operational), in three different countries across Europe (UK, France and Sweden) and that differ in technology (solar PV and onshore wind). This diversification is expected to provide the portfolio returns added protection and durability to physical climate risks compared to that of a more restricted and unvaried portfolio.
Metrics and Targets: **Use metrics and targets to assess and manage climate related risks and opportunities**	The financial impact of these risks can be estimated through the disclosure of power price sensitivity and energy yield (P10/P90) sensitivities contained in Note 15. The Board and Investment Manager consider renewables build-out assumptions in ORIT's investment and target acquisition markets, which impacts long term power price forecast assumptions. The Board will continue to identify metrics that quantify climate related risks and opportunities and will continuously evaluate and respond as the industry standards evolve, particularly in relation to scenario analysis.

Stakeholder Engagement

The Board is aware of the need to foster the Company's business relationships with suppliers, customers and other key stakeholders through its stakeholder management activities as described below. The Board believes that positive relationships with each of the Company's stakeholders are important to support the Company's long term success.

Stakeholder	How ORIT has communicated and engaged
Shareholders	The Board looks to attract long term investors in the Company and in doing so, it has sought out regular opportunities to communicate with shareholders through: • Annual and Interim reports • Dedicated ORIT website • Quarterly factsheets • Investor roadshows and presentations • Dialogue with shareholders • Regular market announcements • The inaugural Annual General Meeting to be held virtually on 8 April 2021
AIFM and Investment Manager	The most significant service provider for the Company's long term success is the AIFM who has engaged the Investment Manager for the purpose of providing investment management services to the Company. The Board regularly monitors the Company's investment performance in relation to its objectives, investment policy and strategy. The Board receives and reviews regular reports and presentations from both the AIFM and Investment Manager and seeks to maintain regular contact to maintain a constructive working relationship. The Board receives regular reports from the Investment Manager and maintains ongoing dialogue between scheduled meetings. Representatives of the Investment Manager attend Board meetings. The Investment Manager's remuneration is based on the NAV of the Company, which aligns their interests with those of shareholders. A description of the Investment Manager's role, along with that of the AIFM, can be found on page 88 of the Directors' Report.

Stakeholder	How ORIT has communicated and engaged
Company Service Providers	To build and maintain strong working relationships, the Company's key service providers are invited to attend quarterly Board meetings to present their respective reports. This enables the Board to exercise effective oversight of the Company's activities. The Board also has in place a Management Engagement Committee that meets annually to review service provider performance. Further information on the Management Engagement Committee can be found in the Corporate Governance Statement on page 98. The Company's external auditors are invited to attend at least one Audit and Risk Committee meeting per year. The Chair of the Audit and Risk Committee maintains regular contact with the auditors, Investment Manager and Administrator to ensure that the Audit process is undertaken effectively. The Board has also spent time engaging with the Company's key service providers outside of scheduled Board meetings to develop its working relationship with those service providers and ensure the smooth operational function of the Company.
Asset Service Providers	The Investment Manager has an experienced asset management team who actively manage asset level service providers including third party asset managers, Operations & Maintenance ("O&M") contractors, Construction Managers, Owner's Engineers[29], suppliers, HSE contractors and Landowners. Communications with service providers are managed across a variety of platforms to ensure focus on day-to-day operational performance of the assets. The Investment Manager undertakes quarterly meetings with external asset managers to review performance against service provisions, weekly calls with all operators and formal annual contract reviews. The Investment Manager actively engages asset service providers to seek innovative solutions to reduce the downtime of our assets. An example of this is outlined in our Performance case study on page 56. Health and safety is a business-critical function and our Investment Manager positively influences the safety performance of our service providers by monitoring accidents, incidents and unsafe conditions at site. Our Investment Manager actively manages the investments in construction assets through a risk prevention oversight model and by maintaining strong relationships with the Owners Engineering teams. There is daily communication with the Owners Engineering teams during the critical stages of construction.
Debt Providers	The Company's wholly owned subsidiary, ORIT Holdings II Limited, has a Revolving Credit Facility ("RCF") provided by a group of five lenders: Banco de Sabadell, Intesa Sanpaolo, National Australia Bank, NatWest and Santander. Regular communications with each lender alongside the provision of data for formal semi-annual reporting and covenant testing requirements is undertaken by the Investment Manager. The Investment Manager ensures that asset level debt providers are provided with data and information in line with debt agreements and undertakes all covenant testing requirements.

Further information on how we interact and communicate with local communities, subcontractors, end-customers and employees of our subcontractors can be found on page 69 of the Impact Report and our approach to anti-bribery and corruption on page 52. Further information on how we manage Conflicts of Interest can be found on page 103 within the Corporate Governance Statement.

[29] An Owner's Engineer is a subcontracted role; undertaken to protect the owner's interests by ensuring that the technical and build contractors are adhering sufficiently to the project specification

Human Rights

Although ORIT has no employees, the Company is committed to respecting human rights in its broader relationships and respects the UN Guiding Principles on Business and Human Rights. This is reflected in our wider policies and in how the Company conducts business with its stakeholders.

Our Investment Manager undertakes due diligence on service providers and as part of this suppliers are required to complete an ESG questionnaire to ensure alignment with Company values. This contains specific questions in relation to Human Rights which is reviewed before appointment alongside their policies, for example anti bribery and corruption policies.

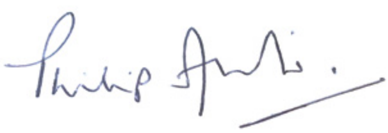
Section 172(1) Statement

The Directors discharge their duties under Section 172 of the Companies Act 2006 to act in good faith and to promote the success of the company for the benefit of shareholders as a whole. As a closed-ended investment company, the Company has no employees; however the Directors assess the impact of the Company's activities on other stakeholders, in particular local communities, sub-contractors and end customers, recognising that its investments in Renewable Energy Assets make a positive contribution to the transition to a cleaner future. Please see the table below for a reference to where this information can be found:

Section 172 (1) Statement Area	Reference
a) The likely consequences of any decision in the long term	See Objectives section on page 13 and Stakeholder Engagement section on page 82.
b) The interests of the Company's employees	As a closed-ended investment company, the Company has no employees. The People Section of the Impact Report on page 66 refers to how the Company assesses its impact on the employees of its sub-contractors.
c) The need to foster the Company's business relationships with suppliers, customers and others	See Stakeholder Engagement section on page 82 and People section of the Impact Report on page 66.
d) The impact of the Company's operations of the community and environment	See Planet and People section of the Impact Report on pages 58 and 66 respectively.
e) The desirability of the Company maintaining a reputation for high standards of business conduct	See Stakeholder Engagement section on page 82.
f) The need to act fairly as between members of the Company	See Stakeholder Engagement section on page 82 and Corporate Governance Statement on page 96.

Updates relating to Section 172 (a)-(f) are provided during the Board's quarterly meetings through an update from the Investment Manager and the Broker. The Company's relationships with suppliers, customers, contractors and key investment decisions are covered as part of the Investment Managers report, whilst items relating to shareholders and Company reputation are contained within the Broker's report. The Company's risk review framework also facilitates the identification of items relevant to the Section 172 (1) statement.

This strategic report has been approved by the Board of Directors and signed on their behalf by:



Phil Austin MBE
Chairman, Octopus Renewables Infrastructure Trust plc, 12 March 2021

Governance

Directors' Report

The Directors present their report and financial statements for the period ended 31 December 2020.

The directors of the Company who were in office during the period and up to the date of signing the financial statements were:

Philip Austin MBE (Chairman) – appointed 11 November 2019

James Cameron – appointed 11 November 2019

Elaina Elzinga – appointed 11 November 2019

Audrey McNair – appointed 11 November 2019

Christopher Gaydon – appointed on 11 October 2019 and resigned 11 November 2019

Matthew Setchell – appointed on 11 October 2019 and resigned 11 November 2019

Strategic Report

The Directors' Report should be read in conjunction with the Strategic Report on pages 11 to 84.

Corporate Governance

The Corporate Governance Statement on pages 96 to 104 forms part of this report.

Risks and Risk Management

The Risks and Risk Management section on pages 72 to 81 forms part of this report.

Legal and Taxation Status

The Company is an investment company within the meaning of Section 833 of the Companies Act 2006. The Company conducts its affairs to meet the requirements for approval as an investment trust under section 1158 of the Corporation Tax Act 2010. The Company has received initial approval as an investment trust and the Company must meet eligibility conditions and ongoing requirements for investment trust status to be maintained. In the opinion of the Directors, the Company has met the conditions and requirements for approval as an investment trust for the period ended 31 December 2020.

Market Information

The Company's Ordinary Shares are listed on the premium segment of the main market of the London Stock Exchange. The NAV per Ordinary Share of the Company is published quarterly through a regulatory information service.

Retail distribution of Investment Company shares via financial advisers and other third party promoters

As a result of the Financial Conduct Authority ("FCA") rules determining which investment products can be promoted to retail investors, certain investment products are classified as "non-mainstream pooled investment products" and face restrictions on their promotion to retail investors.

The Company has concluded that the distribution of its shares, being shares in an investment trust, is not restricted as a result of the FCA rules described above.

The Company currently conducts its affairs so that the shares issued by the Company can be recommended by financial advisers to retail investors and intends to continue to do so for the foreseeable future.

Articles of Association

Amendments to the Company's Articles of Association require a Special resolution to be passed by shareholders.

Management

The Board

The Board is comprised of four independent non-executive Directors who are responsible to swhareholders for the overall management of the Company. The Board has adopted a Schedule of Matters Reserved for the Board which sets out the division of responsibilities between the Board and its various committees. Further details can be found in the Corporate Governance Statement on pages 96 to 104. Through the Committees and the use of external independent advisers, the Board manages risk and governance of the Company.

Directors' indemnities

Subject to the provisions of the Companies Act 2006, the Company has agreed to indemnify each Director against all liabilities which any Director may suffer or incur arising out of or in connection with any claim made, or proceedings taken against him/her, or any application made by him/her, on the grounds of his/her negligence, default, breach of duty or breach of trust in relation to the Company or any associated Company. This policy remained in force during the financial period and also at the date of approval of the financial statements.

Appointment and Replacement of Board

The rules concerning the appointment and replacement of directors are contained in the Company's Articles of Association which require that all Directors shall be subject to election at the first AGM after appointment and re-election annually thereafter. Further details of the Board's process for the appointment and replacement of Board members can be found on page 98.

Alternative Investment Fund Manager

The Company is classified as an Alternative Investment Fund under The Alternative Investment Fund Managers' Directive ("AIFMD") and has appointed Octopus AIF Management Limited as its AIFM. The AIFM is responsible for portfolio management of the Company, including the following services:

- Risk management – Portfolio management is delegated to the Investment Manager;
- Approval of quarterly portfolio valuations through the AIFM Valuations Committee;
- Review of financial reporting prepared by the Administrator;
- Ensuring compliance with AIFMD regulations and reporting;
- Ensuring compliance with FATCA reporting requirements; and
- Monitoring and ensuring compliance with Investment Restrictions and policies as set out in the Company's prospectus.

The AIFM is entitled to a management fee of 0.95% per annum of the Net Asset Value of the Company up to £500 million and 0.85% per annum of Net Asset Value in excess of £500 million, payable quarterly in arrears. No performance fee or asset level fees are payable to the AIFM under the Management Agreement.

The AIFM is responsible for the payment of the Investment Manager's fees.

The Management Agreement is for an initial term of five years from the date of First Admission and thereafter subject to termination on not less than 12 months' written notice by either party. The Management Agreement can be terminated at any time in the event of the insolvency of the Company or the AIFM, in the event that the AIFM ceases to be authorised and regulated by the FCA (if required to be so authorised and regulated to continue to carry out its duties under the Management Agreement) or if certain key members of the Octopus Renewables team cease to be involved in the provision of services to the Company and are not replaced by individuals satisfactory to the Company (acting reasonably).

The Company has given an indemnity in favour of the AIFM (subject to customary exceptions) in respect of the AIFM's potential losses in carrying on its responsibilities under the Management Agreement.

The Management Agreement is governed by the laws of England and Wales.

Investment Manager

The AIFM has delegated portfolio management services to Octopus Investments Limited as Investment Manager to provide Investment Management services to the AIFM in respect of the Company pursuant to the Management Agreement. As part of these delegated portfolio management services, the Investment Manager has responsibility for managing cash not yet invested by the Company or otherwise applied in respect of the Company's operating expenses, with the aim of preserving capital value.

Company Secretary and Administrator

PraxisIFM Fund Services (UK) Limited has been appointed to provide company secretarial and administration services to the Company.

Depositary

BNP Paribas Securities Services has been appointed as the Company's depositary.

Alternative Investment Fund Portfolio Managers' Directive

In accordance with the AIFMD, the AIFM must ensure that an annual report containing certain information on the Company is made available to investors for each financial year. The investment funds sourcebook of the FCA (the "Sourcebook") details the requirements of the annual report. All the information required by those rules are included in this Annual Report or will be made available on the Company's website.

Appointment of Service Providers

The Board has committed to undertake an annual review of its service providers which will be undertaken by the Management Engagement Committee, to ensure that their continued appointment is in the best long term interests of the Company's shareholders. The outcome of the review of the Company's service providers can be found within the Corporate Governance Statement on page 98.

Capital Structure, Voting rights and Restrictions

At incorporation on 11 October 2019, the Company issued 1 Ordinary Share of £0.01 and 50,000 Management Shares of £1.00 each. At listing on 10 December 2019, the 50,000 Management Shares were redeemed, and the Company issued the following shares:

Event	Date of Issue	Ordinary Shares issued	Price per Ordinary Share (GBP)
Initial Public Offering	10 December 2019	349,999,999	1.00

At the period end the Company's issued share capital comprised 350,000,000 Ordinary Shares.

Voting rights

Each Ordinary Share held, entitles the holder to one vote. All Ordinary Shares carry equal voting rights and there are no restrictions on those voting rights. Voting deadlines are stated in the Notice of Meeting and Form of Proxy and are in accordance with the Companies Act 2006.

Restrictions

There are no restrictions on the transfer of Ordinary Shares, nor are there any limitations or special rights associated with regard to control attached to the Ordinary Shares. There are no agreements between holders regarding their transfer known to the Company, no restrictions on the distribution of dividends and the repayment of capital, and no agreements to which the Company is a party that might affect its control following a successful takeover bid.

Dividend Policy and Target Returns

The Company intends to pay dividends on a quarterly basis with dividends typically declared in respect of the quarterly periods ending March, June, September and December and paid in May, August, November and March respectively.

Distributions made by the Company may take either the form of dividend income, or of "qualifying interest income" which may be designated as interest distributions for UK tax purposes. Prospective investors should note that the UK tax treatment of the Company's distributions may vary for a shareholder in the Company depending on the classification of such distributions. **Prospective investors who are unsure about the tax treatment which will apply to them in respect of any distributions made by the Company should consult their own tax advisers.**

The Company is targeting an annualised dividend yield of 5% by reference to the Issue Price at IPO of £1.00 per Ordinary Share in respect of the financial year to 31 December 2021. Thereafter, the Company intends to adopt a progressive dividend policy.

The Company is targeting a net total shareholder return of 7% to 8% per annum over the medium to long term. Further information on the Company's financial objectives can be found on pages 13 and 14.

Results and Dividend

The Company's revenue profit after tax for the period amounted to £12.4 million. The Company made a capital loss after tax of £4.1 million. Therefore, the total profit after tax for the Company was £8.3 million.

The Company has paid the following interim dividends in respect of the period under review:

Period	Dividend per Ordinary Share (pence)	Payment Date	Record Date	Ex-Dividend Date
From IPO on 10 December 2019 to 30 June 2020	1.06	21 August 2020	14 August 2020	13 August 2020
3 months to 30 September 2020	1.06	27 November 2020	13 November 2020	12 November 2020

On 5 February 2021 the Company declared an interim dividend of 1.06p per Ordinary Share in respect of the three months to 31 December 2020, a total of £3.71 million. The ex-dividend date was 18 February 2021, the record date was 19 February 2021 and the dividend was paid on 5 March 2021.

The Directors have identified a procedural issue in respect of the payment of the first interim dividend covering the period from IPO to 30 June 2020 of 1.06 pence per Ordinary Share paid on 21 August 2020 (the "First Interim Dividend"), which may have resulted in an infringement of the Companies Act 2006 (the "Act"). Whilst the Company had sufficient reserves to pay the First Interim Dividend at the time that it was made, the Act required this to be demonstrated by reference to initial accounts being delivered to Companies House prior to payment of the First Interim Dividend. Initial accounts were approved by the Directors on 7 May 2020 and sent to Companies House on 12 May 2020 and it is likely that they were received by Companies House in the ordinary course of business, shortly after this date. However, Companies House has recorded the initial accounts as having been received on 21 October 2020, a significant amount of time after the initial accounts were sent and also, regrettably, after the payment of the First Interim Dividend. While the Directors are confident that the dividend was lawful, it has not been possible to evidence that the accounts were received by Companies House prior to payment of the First Interim Dividend. There is therefore a risk that the First Interim Dividend was not made in accordance with applicable law and the Company has been advised that if that were the case, the Company may have claims against past and present shareholders who were recipients of the First Interim Dividend and against the Directors of the Company. Although the Directors believe that the First Interim Dividend was made in accordance with applicable law, out of an abundance of caution, the Company will be convening a general meeting as soon as practicable, at which it will put forward resolutions which will, if passed, ensure that the Company cannot make any such claims, and put these parties (so far as possible) in the position in which they were always intended to be on the basis that the First Interim Dividend had been properly made. The steps being proposed are in line with those taken by other listed companies that have encountered similar issues in the past. The Company's historic reported trading results and financial condition, the dividends declared in respect of Q3 2020 and Q4 2020 and the Company's ability to pay future dividends are entirely unaffected.

Substantial Shareholders

As at 31 December 2020, the Directors have been formally notified of the following interests in the Company's Ordinary Shares, comprising 3% or more of the issued share capital of the Company:

Shareholder Name	Holding	% Holding*	Date of notification
Schroders plc	42,455,673	12.13%	14 October 2020
Rathbone Investment Management Ltd Rathbone Investment Management International Ltd Rathbone Unit Trust Management Ltd	34,849,939	9.96%	10 July 2020
Sarasin & Partners LLP	31,486,088	8.99%	10 July 2020
Newton Investment Management Ltd	18,944,608	5.41%	19 May 2020
Tilney Group Ltd	10,554,681	3.02%	23 January 2020

*Based on number of Ordinary Shares in issue of 350,000,000 at the Company's period end.

Since the period-end, the Company was notified of the following holdings:

Shareholder	Holding	% Holding*	Date of notification
EFG Private Bank Limited (Halb Nominees Limited)	21,762,871	6.22%	17 February 2021
Newton Investment Management Limited	17,288,560	4.94%	9 March 2021

*Based on number of Ordinary Shares in issue of 350,000,000 at the date of this report.

Shareholder Engagement

The Board is mindful of the importance of engaging with the Company's shareholders to gauge their views on topics affecting the Company. See page 82 for further information on how the Company engages with its shareholders.

In light of the current situation regarding COVID-19, and to comply with recent UK Government guidance restricting movement, the Company will be holding a combined physical and electronic Annual General Meeting, at which members of the Board and Investment Manager will be available to answer shareholder questions.

Shareholders are encouraged to vote their holdings using the enclosed Form of Proxy or electronically using the instructions contained in the notes to the Notice of AGM and notes to the Form of Proxy. The Company's first Annual General Meeting will be held on 8 April 2021. Proxy voting figures will be made available shortly after the AGM on the Company's website (www.octopusrenewablesinfrastructure.com) where shareholders can also find the Company's quarterly factsheets, dividend information and other relevant information.

Appointment of the Auditors

During the period, PricewaterhouseCoopers LLP ('PwC') were selected as the Company's auditors following a review of auditor credentials. The Company's auditors, PwC, having expressed their willingness to continue in office as auditors, will be put forward for appointment at the Company's first Annual General Meeting and the Board will seek authority to determine their remuneration for the forthcoming year.

Going Concern

The Directors, in their consideration of going concern, have reviewed comprehensive cash flow forecasts prepared by the Company's Investment Manager which are based on prudent market data and believe, based on those forecasts, the assessment of the Company's subsidiary's banking facilities and the assessment of the principal risks described in this report, including those related to COVID-19, that it is appropriate to prepare the financial statements of the Company on the going concern basis.

In arriving at their conclusion that the Company has adequate financial resources, the Directors were mindful that the Group had unrestricted cash of £87 million as at 31 December 2020 and an undrawn revolving credit facility ("RCF") (available for investment in new or existing projects and working capital) of £150 million. The Company's net assets at 31 December 2020 were £344 million and total expenses for the period ended 31 December 2020 were £4.5 million, which represented approximately 1.2% of average net assets during the period. At the date of approval of this document, based on the aggregate of investments and cash held, the Company has substantial operating expenses cover.

In light of the COVID-19 pandemic the Directors have fully considered each of the Company's investments. The Directors do not foresee any immediate material risk to the Company's investment portfolio and income from underlying SPVs. A prolonged and deep market decline could lead to falling values to the underlying business or interruptions to cashflow, however the Company currently has more than sufficient liquidity available to meet any future obligations.

The market and operational risks and financial impact as a result of the COVID-19 pandemic, and measures introduced to combat its spread, were discussed by the Board, with updates on operational resilience received from the Investment Manager, Administrator and other key service providers. The Board was satisfied that the key service providers have the ability to continue to operate.

As such, the Directors are satisfied that the Company has sufficient resources to continue to operate for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Viability statement

In accordance with the UK Corporate Governance Code and the Listing Rules, the Directors have assessed the prospects of the Company over a longer period than the 12 months required by the "Going Concern" provision.

In reviewing the Company's viability, the Directors have assessed the viability of the Company for the period to 31 December 2025 (the 'Period'). The Board believes that the Period, being approximately five years, is an appropriate time horizon over which to assess the viability of the Company, particularly when taking into account the long term nature of the Company's investment strategy, which is modelled over five years, and the principal risks outlined above. Based on this assessment, the Directors have a reasonable expectation that the Company will be able to continue to operate and to meet its liabilities as they fall due over the period to 31 December 2025.

In their assessment of the prospects of the Company, the Directors have considered each of the principal risks and uncertainties set out above and the solvency of the Company, as well as the Company's income and expenditure projections.

The Directors do not expect there to be any material increase in the annual ongoing charges of the Company over the Period and as the Company grows the annual ongoing charges ratio is expected to decrease. The Company's income from investments provide substantial cover to the Company's operating expenses, and any other costs likely to be faced by the Company over the Period of the assessment.

This assessment has included a detailed review of the issues arising from the COVID-19 pandemic as discussed in the Chairman's Statement and Investment Manager's Statement on pages 9 and 31 respectively.

Auditor information

Each of the Directors at the date of the approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all steps that he/she ought to have taken as director to make himself/herself aware of any relevant information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Annual General Meeting

The following information is important and requires your immediate attention. If you are in any doubt about the action you should take, you should seek advice from your stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000.

Resolutions relating to the following items of special business will be proposed at the forthcoming Annual General Meeting ("**AGM**") to be held on 8 April 2021.

Issuance of Ordinary Shares and dis-application of pre-emption rights

Resolutions 11 and 12 provide authority to issue Ordinary Shares and to dis-apply pre-emption rights.

The Directors intend to use the net proceeds of any issuance to invest in Renewable Energy Assets, in accordance with the Company's investment objective and Investment Policy and for working capital purposes.

At the forthcoming Annual General Meeting, the Board is seeking authority to allot up to a maximum of 70,000,000 Ordinary Shares (representing approximately 20% of the Ordinary Shares in issue at the date of this document) and to dis-apply pre-emption rights when allotting those Ordinary Shares. The authority granted under Resolutions 11 and 12 will expire at the conclusion of the Annual General Meeting to be held in 2022. The full text of resolutions 1 to 14 are set out in the Notice of Meeting on page 165.

The authority granted by shareholders to issue Ordinary Shares will provide flexibility to grow the Company and further expand the Company's assets. Ordinary Shares issued under this authority will only be issued at a premium to the NAV (cum income) after taking into account the costs of issue. Ordinary Share issues are at the discretion of the Board.

Authority to purchase own shares

Prior to the Company's listing on 10 December 2019, the Directors were granted authority to make market purchases of up to 14.99% of the Ordinary Shares in issue on Admission, equating to a maximum of 52,465,000 Ordinary Shares. During the period ended 31 December 2020, the Company did not utilise its authority to purchase its own shares as the Company's Ordinary Shares have consistently traded at a premium to their NAV.

The initial authority to make market purchases expires at the conclusion of the first AGM of the Company. The Directors recommend that a new authority to purchase up to 52,465,000 Ordinary Shares (subject to the condition that not more than 14.99% of the Ordinary Shares in issue, excluding treasury Shares, at the date of the AGM are purchased) be granted and a resolution to that effect will be put to the AGM. Any Ordinary Shares purchased will either be cancelled or, if the Directors so determine, held in treasury.

The Companies Act 2006 permits companies to hold shares acquired by way of market purchase as treasury shares, rather than having to cancel them. This provides the Company with the ability to re-issue Ordinary Shares quickly and cost effectively, thereby improving liquidity and providing the Company with additional flexibility in the management of its capital base. No Ordinary Shares will be sold from treasury at a price less than the (cum-income) NAV per existing Ordinary Share at the time of their sale unless they are first offered pro rata to existing shareholders. At the period end the Company did not hold any shares in treasury.

Unless otherwise authorised by shareholders, Ordinary Shares will not be issued at less than NAV and Ordinary Shares held in treasury will not be sold at less than NAV.

Regulatory Disclosures – Information to be disclosed in accordance with Listing Rule 9.8.4

The Listing Rules requires listed companies to report certain information in a single identifiable section of their annual financial reports. The Company confirms that only LR 9.8.4(7) (issue of shares) is applicable during the year under review.

By order of the Board

Brian Smith

For and on behalf of

PraxisIFM Fund Services (UK) Limited

Company Secretary

12 March 2021

Corporate Governance Statement

This Corporate Governance Statement forms part of the Directors' Report.

The Company is a member of the Association of Investment Companies and as such the Board of the Company has considered the Principles and Provisions of the AIC Code of Corporate Governance (the **"AIC Code"**). The AIC Code addresses the Principles and Provisions set out in the UK Corporate Governance Code (the **"UK Code"**), as well as setting out additional Provisions on issues that are of specific relevance to the Company.

The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the Financial Reporting Council provides more relevant information to shareholders. The Company has complied with the Principles and Provisions of the AIC Code.

The AIC Code is available on the AIC website (**www.theaic.co.uk**) and the UK Corporate Governance Code can be found on the Financial Reporting Council's website (**www.frc.org.uk**). It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the UK Code to make them relevant for investment companies.

Compliance with the AIC Code

Throughout the period ended 31 December 2020, the Company complied with the recommendations of the AIC Code except, as explained below, where the Company does not believe it appropriate to comply.

The UK Corporate Governance Code includes provisions relating to the appointment of a senior independent officer, the role of the chief executive, executive Directors' remuneration and the need for an internal audit function. For reasons set out in the AIC Code, the Board considers these provisions are not relevant to the Company as it is an externally managed investment company. In particular, all of the Company's day-to-day management and administrative functions are outsourced to third parties. As a result, the Company has no executive Directors, employees or internal operations. The Company has therefore not reported further in respect of these provisions.

The Board

Composition

At the date of this report, the Board consists of four non-executive Directors, including the Chair. The Board comprises two female and two male Directors. The Board believes that the balance of skills, gender, experience, and knowledge of the current Board provide a sound base for the appropriate management of the Company. All of the Directors are independent of the Investment Manager and other key service providers and are able to allocate sufficient time to the Company to discharge their responsibilities effectively.

The Directors have a broad range of relevant experience to meet the Company's requirements and their biographies are shown below.

The Board has not appointed a senior independent director ("SID"). Given the size and composition of the Board it is not felt necessary to separate the roles of Chair and SID.

Phil Austin MBE Non-executive Chair

Spent most of career in banking with HSBC in London and, latterly, in Jersey as Deputy CEO of the Bank's Offshore business. Founding CEO of Jersey Finance Ltd, the body that represents and promotes the Island's finance industry, both at home, and internationally. Non-executive director of portfolio containing both private and publicly owned businesses. Chairman of Jersey Electricity plc. Fellow of the Chartered Institute of Bankers and a Fellow of the Chartered Management Institute. Awarded an honorary doctorate in business from the University of Plymouth (October 2015) and an MBE in the Queen's New Year's honours list (January 2016).

Audrey McNair Non-executive Director and Chair of the Audit and Risk Committee

Non-executive director of Jupiter Emerging and Frontier Income Trust plc and the British Friendly Society. Executive career across buy and sell side in City of London, gaining extensive knowledge of regulatory, governance and investment management processes and products. Worked at Aberdeen Asset Management plc from May 2008 to March 2016, starting as Head of Internal Audit (EMEA) and becoming Global Head of Business Risk and responsible for the group's risk management framework and internal capital adequacy assessment.

James Cameron Non-executive Director

An award-winning authority in the global climate change movement and a qualified Barrister with 30+ years' experience, James serves on a number of boards and advisory committees across business, finance, legal, academic and government organisations. James is an Executive Fellow at Yale University, associated with the Yale Centre of Environmental Law and Policy and holds advisory positions at the University of Oxford's Environmental Change Institute, Oxford Martin School, and the Smith School of Enterprise and the Environment. James co-founded and chaired investment bank Climate Change Capital in 2003 and is on the board of the Overseas Development Institute (ODI) serving 8 years as Chairman. He is a London Sustainable Development Commissioner and a Friend of COP26.

Elaina Elzinga Non-executive Director

Currently a Principal in Investments at the Wellcome Trust, a global charity committed to improving human health and funded from a diverse, unconstrained portfolio of over US$35 billion. Previously investment banker and investment manager at Goldman Sachs. Lead of the Absolute Return and Agriculture team, focusing on uncorrelated investments including hedge funds, credit and strategic landholdings. Covers the natural resources sector, with a strong interest in the energy transition. Director of Farmcare, Wellcome's wholly owned UK agriculture company. CFA Charterholder and read History at the University of Cambridge.

The Articles of Association provide that each of the Directors shall retire at each annual general meeting in accordance with Provision 23 of the AIC Code. All four Directors intend to retire and offer themselves for re-election at the forthcoming Annual General Meeting on 8 April 2021.

Copies of the Directors' appointment letters are available on request from the Company Secretary. Upon joining the Board, any new Director will receive an induction and relevant training is available to Directors on an ongoing basis.

A policy of insurance against Directors' and Officers' liabilities is maintained by the Company.

A procedure has been adopted for Directors, in the furtherance of their duties, to undertake independent professional advice at the expense of the Company, as deemed necessary.

Board committees

The Board has formed a number of committees, each of which has adopted formal terms of reference, which are reviewed at least annually, and copies of these are available on the Company's website or on request from the Company Secretary. The Board decides upon the membership and chair of its committees.

Audit and Risk Committee

The Audit and Risk Committee is chaired by Audrey McNair and consists of all of the Directors. A report on page 111 provides details of the role, composition and meetings of the Audit and Risk Committee together with a description of the work of the Audit and Risk Committee in discharging its responsibilities.

Management Engagement Committee

The Management Engagement Committee is chaired by James Cameron and consists of all of the Directors. The Management Engagement Committee meets at least once a year or more often if required. Its principal duties are to consider the terms of appointment of the AIFM and Investment Manager, as well as other service providers.

The Management Engagement Committee carries out an annual review of the Company's key service providers and advisers based on a number of objective and subjective criteria, including a review of the terms and conditions of their appointment with the aim of evaluating performance, identifying any weaknesses and ensuring value for money for the Company's shareholders.

During the year, the Management Engagement Committee formally reviewed the performance of the AIFM, Investment Manager and other key service providers. No material weaknesses were identified, and the Management Engagement Committee was satisfied with the services and advice received.

Nomination Committee

The Nomination Committee is chaired by Phil Austin and consists of all of the Directors. The Nomination Committee meets at least once a year or more often if required. Its principal duties are to regularly review the structure, size and composition of the Board as a whole, bearing in mind its balance of skills, knowledge, diversity and experience. As members of the Nomination Committee are comprised of members of the Board, the Committee is able to ensure it keeps up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates in order to make appropriate recommendations on Board composition. It is also responsible for advising on Board succession planning and identifying and nominating candidates to fill Board vacancies as and when they arise. Any appointments to the Board are made in a formal and transparent matter.

The current non-executive Directors, who were appointed before the Company's IPO, were appointed on the basis of their skills, experience, and extensive knowledge of investment companies, investment management and/or the renewable energy sector. All appointments were made without using an external search consultancy or open advertising.

During the year, the Nomination Committee undertook an internal review of the performance of the Board, its committees and the Board Chair. No significant issues were reported as a result of this review.

Remuneration Committee

The Remuneration Committee is chaired by Elaina Elzinga and consists of all of the Directors. The Remuneration Committee meets at least once a year or more often if required. The Remuneration Committee's main functions include agreeing the policy for the remuneration of the Directors and reviewing any proposed changes to the policy, reviewing and considering ad hoc payments to the Directors in relation to duties undertaken over and above normal business and appointing independent professional remuneration advice as required.

During the year, the Remuneration Committee reviewed the remuneration policy of the Directors and concluded that no further changes or amendments were required to the policy as a result of their review.

Meeting attendance

The full Board meets at least four times per year and there is regular contact between the Board, the Investment Manager, the Administrator and the Company Secretary. Meeting agendas and supporting papers are distributed in advance of all meetings to allow sufficient time for review and to permit detailed discussion at the meetings. The following table lists Directors' attendance at Board and committee meetings during the year:

Directors	Quarterly Board	Ad Hoc Board	Audit and Risk Committee	Management Engagement Committee	Nomination Committee	Remuneration Committee
Philip Austin MBE	5	15	3	1	1	2
James Cameron	5	14	3	1	1	2
Elaina Elzinga	5	13	3	1	1	2
Audrey McNair	5	15	3	1	1	2
Total Possible	**5**	**15**	**3**	**1**	**1**	**2**

In addition, two Board Committee meetings were held during the period. Board Committee meetings are formed of any two or more members of the Board, with the authorisation of the full Board, to deal with or finalise specific matters that have been previously discussed by all Board members.

Decision Making

The Board is responsible for the overall stewardship of the Company's affairs and has adopted a schedule of matters specifically reserved for decisions by the Board. Strategic issues and all operational matters of a material nature are considered at its meetings, including reviewing the Company's performance by reference to its key performance indicators. Each quarterly Board meeting covers every area where the Board has reserved decision-making power, in addition to receiving reports from key service providers on portfolio performance, asset valuations and enhancements, operational and ESG matters, risk management and regulatory and industry developments.

The Board delegates certain activities to the Investment Manager, but actively and continuously supervises the performance of its functions and reserves the right of veto on decisions in relation to investment acquisitions. The Board retains the right to override any advice given by the Investment Manager if acting on that advice would cause the Company not to be acting in the best interests of its investors. The Board also has the right to request additional information or updates from the Investment Manager in respect of all delegated matters.

The Board is able to access independent advice, at the Company's expense when it deems it necessary to do so.

Division of Responsibilities

The following sets out the division of responsibilities between the Chair, Board and the Committee Chair.

Role of the Chair includes:

- Leadership of the Board;
- Ensuring the Board is provided with sufficient information in order to ensure it is able to discharge its duties;
- Ensuring each Board members views are considered and appropriate action taken;
- Ensuring that each Committee has the support required to fulfil its duties;
- Engaging the Board in assessing and improving its performance;
- Overseeing the induction and development of directors;
- Supporting the investment manager and other service providers;
- Seeking regular engagement with major shareholders in order to understand their views on governance and performance against the Company's investment objective and investment policy;
- Ensuring that the Board as a whole has a clear understanding of the views of shareholders;
- Ensuring regular engagement with each service provider; and
- Keeping up to date with key developments.

Role of Committee Chair includes:

- Ensuring appropriate papers are considered at the meeting;
- Ensuring committee members views and opinions are appropriately considered;
- Seeking engagement with shareholders on significant matters related to their areas of responsibility;
- Maintaining relationships with advisers; and
- Considering appointing independent professional advice where deemed appropriate.

Role of the Board includes:

- Reviewing the Board pack ahead of the meeting;
- Providing appropriate opinion, advice and guidance to the Chair and fellow Board members;
- Supporting the Board, Chair and service providers in fulfilling their role; and
- Providing appropriate support at the Annual General Meeting.

Board Diversity

The Board recognises the benefits of diversity and supports the recommendations of the Davies Report. When appointing Board members, its priority will always be based on merit, but will be influenced by the strong desire to maintain diversity. As at 31 December 2020 the Company had four Directors with an equal number of each gender.

Board Tenure

The Directors recognise that independence is not a function of service or age and that experience is an important attribute within the Board. The Directors are mindful that they will reach their ninth anniversary simultaneously in April 2028. In order to ensure continuity, the Board will adopt a succession plan that allows for gradual changes to its composition. However, the Board may decide to recommend a Director with more than nine years' service for re-election at the Company's Annual General Meeting in order to ensure an appropriate balance between continuity and refreshment.

In accordance with the Articles and the AIC Code, all Directors stand for re-election annually.

Board Evaluation

A formal annual Board evaluation process has been performed by the Nomination Committee regarding the performance of the Board, its committees and individual Directors.

Internal Control

The AIC Code requires the Board to review the effectiveness of the Company's system of internal controls. The Board recognises its ultimate responsibility for the Company's system of internal controls and for monitoring its effectiveness. The system of internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives. It can provide only reasonable assurance against material misstatement or loss. The Board has undertaken a review of the aspects covered by the guidance and has identified risk management controls in the key areas of business objectives, accounting, compliance, operations and secretarial as being matters of particular importance upon which it requires reports from the relevant key service providers. The Board believes that the existing arrangements, set out below, represent an appropriate framework to meet the internal control requirements, and by following these procedures the Directors have kept under review the effectiveness of the internal control system throughout the period and up to the date of this report.

Financial aspects of internal control

The Directors are responsible for the internal financial control systems of the Company and for reviewing its effectiveness. The aim of the internal financial control system is to ensure the maintenance of proper accounting records, the reliability of the financial information upon which business decisions are made and which is used for publication and that the assets of the Company are safeguarded.

Although the Board has contractually delegated services that the Company requires to external third parties, they remain fully informed of the internal control framework established by each relevant service provider. Any changes or amendments to the internal control frameworks of the third party providers, along with commentary on the effectiveness of financial controls are discussed at the Audit and Risk Committee.

The Statement of Directors' Responsibilities in respect of the financial statements is on page 116 and a statement of Going Concern is on page 93.

The Report of the Independent Auditors is on pages 118 to 129.

Other aspects of internal control

The Board holds at least four regular meetings each year, plus additional meetings as required. Between these meetings there is regular contact with the Investment Manager and the Company Secretary and Administrator.

The Administrator, PraxisIFM Fund Services (UK) Limited, reports separately in writing to the Board concerning risks and internal control matters within its purview, including internal financial control procedures and company secretarial matters. Additional ad hoc reports are received as required and Directors have access at all times to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that agreed procedures are followed and that applicable rules and regulations are complied with.

The contacts with the Investment Manager and the Administrator enable the Board to monitor the Company's progress towards its objectives and encompass an analysis of the risks involved. The effectiveness of the Company's risk management and internal controls systems is monitored regularly and a formal review, utilising a detailed risk assessment programme, takes place at least annually. This includes a review of the internal controls reports of the Administrator and the Registrar.

Principal Risks

The Directors confirm that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. The principal risks and how they are being managed are set out in the Strategic Report on pages 72 to 81.

Conflicts of Interest

The Directors are responsible for establishing and regularly reviewing procedures to identify, manage, monitor and disclose conflicts of interests relating to the activities of the Company. The Board, AIFM and the Investment Manager and their respective directors, officers, service providers, employees and agents and the Directors are committed to taking measures to identify and prevent or appropriately manage actual or potential conflicts of interest, including perceived conflicts of interest.

The AIFM and the Investment Manager have a conflict of interest policy in place and arrangements have been established by the AIFM and Investment Manager which are designed to achieve these objectives, including:

- conflicts management processes and conflicts committee designed to identify and then prevent or manage actual, potential or perceived conflicts of interest;
- an investments allocations policy;
- maintenance of insider lists and a register of outside business interests and personal account dealing rules;
- controls over the handling and flow of confidential and inside information;
- general disclosure of the possibility of material interests to clients at an early stage of the relationship; and
- where appropriate and proportionate, organisationally and hierarchically keeping certain functions, such as compliance, separate from client facing teams.

The appointment of the Investment Manager by the AIFM is on a non-exclusive basis. It is expected that the Company will enter into transactions with other Octopus Managed Funds as a counterparty when acquiring, coinvesting, or, if the opportunity arises, disposing of certain Renewable Energy Assets. The AIFM and the Investment Manager address specific actual or potential conflicts through one or more of the following options:

- application of the above-mentioned measures and precautions;
- declining to act;
- disclosing the conflict or material interests to the client(s) or other affected parties at the beginning of the relationship and obtaining its/their consent to the AIFM and/or Investment Manager acting for it/them.

All decisions as to the appropriate management of any conflict of interest are based on two principles, namely:

- to secure fair treatment of all parties involved; and
- to mitigate any legal, regulatory or reputational risk to the AIFM and/or Investment Manager.

Transactions with affiliates of the AIFM and Investment Manager

In September 2020 the SPVs holding three of the UK solar sites entered into new PPAs to replace those which were expiring. The Investment Manager ran a competitive tender process to identify the preferred counterparty for the PPAs, and the leading candidate was Octopus Energy. As Octopus Energy is an affiliate of the AIFM and the Investment Manager and therefore deemed to be a related party of the Company, the Board sought external advice and determined that the proposed PPAs were in the ordinary course of business and on normal market terms. In accordance with the Disclosure Guidance and Transparency Rules, the Board was responsible for the decision to award the PPAs to Octopus Energy, having reviewed the tender responses.

Shareholder Relations

Under normal circumstances the Board would encourage shareholders to attend the Company's Annual General Meeting in person, however in light of the situation regarding COVID-19, and to comply with recent UK Government guidance restricting movement, physical attendance at the forthcoming Annual General Meeting is not possible.

The Directors have determined that the AGM will be run as a combined physical and electronic meeting. Shareholders and their proxies will not be permitted to attend the meeting in person. Instead, shareholders can participate in the AGM virtually via video conference, where they will be able to vote and ask questions. Details of how to attend by video conference can be found in the notes to the Notice of AGM.

Shareholders are encouraged to vote their holdings using the enclosed Form of Proxy or electronically using the instructions contained in the notes to the Notice of AGM and notes to the Form of Proxy. The Notice of AGM sets out the business of the AGM and any item not of a routine nature is explained in the Directors' Report. Separate resolutions are proposed for each substantive issue. The Company's Broker and Investment Manager, together with the Chair, seeks regular engagement with major shareholders in order to understand their views on governance and performance against the Company's investment objective and investment policy.

Directors' Remuneration Report

The Remuneration Committee is responsible for reviewing the remuneration payable to the Directors, taking into account the circumstances of the Company, the time commitment and experience and skills of the Board and the average fees paid to the Boards of the Company's competitors. The Remuneration Committee is chaired by Elaina Elzinga and consists of Phil Austin, James Cameron and Audrey McNair.

The Remuneration Report for the period to 31 December 2020 has been prepared in accordance with sections 420-422 of the Companies Act 2006. The law requires the Company's auditors to audit certain sections of the Remuneration Report; where this is the case the relevant section has been indicated as such.

During the year, the Remuneration Committee undertook a review of Directors' fees.. As this is the first financial period of the Company's operations, no change in the Board's remuneration was proposed as a result of its review and therefore the Board's remuneration remains consistent with the disclosures contained in the Company's prospectus dated 19 November 2019. Where changes to Board remuneration are recommended by the Remuneration Committee, no Director may vote on changes to their own remuneration..

AGM approval of the Remuneration Policy and Remuneration Implementation Report

In accordance with the requirements of Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended (the "**Regulations**"), the Board is required to put forward for shareholder approval at its first AGM, and on a triennial basis thereafter, a Remuneration Policy. Accordingly, the Remuneration Policy of the Company set out below will be proposed to shareholders via an Ordinary resolution which is a binding resolution at the AGM to be held on 8 April 2021. If successfully passed at the forthcoming AGM, the provisions set out in the below Remuneration Policy will apply from the date of the AGM until they are next submitted for shareholder approval, expected to be at the Company's AGM to be held in 2024. In the event of any proposed material variation to the Remuneration Policy or should the Remuneration Policy or the Remuneration Implementation Report fail at the forthcoming AGM, shareholder approval will be sought for a proposed revised Remuneration Policy prior to its implementation.

The Remuneration Implementation Report will require approval via an Ordinary resolution on an annual basis. This resolution, is put to shareholders on an advisory, non-binding, basis which means that, if the resolution were to fail to attract sufficient votes in favour, the Board would continue to be entitled to be remunerated and would not be required to amend their contractual relationship with the Company.

However, if the Remuneration Implementation Report were to be voted down by shareholders, the Board would be required to resubmit the Remuneration Policy to shareholders at the AGM following the AGM at which the Remuneration Implementation Report failed.

Remuneration Consideration

The Board's remuneration was agreed within the letters of appointment signed by each Director, upon appointment on 11 November 2019. In considering the remuneration of the Board and each key role, the Board and its advisers considered the Board pay of the Company's peers, the expected time commitment of each Board member, the experience and skills of each Board member and the market expectation of the remuneration paid to the Company's Board. The Board also considered whether it was appropriate to set performance measures and it was agreed that it was not, in accordance with market practice.

Remuneration Consultants

Remuneration Consultants were not engaged by the Company during the period under review and in respect of the Remuneration Report.

Loss of Office

There are no agreements in place to compensate the Board for loss of office.

Current and future policy

In accordance with the Company's Articles of Association, Board fees in aggregate cannot exceed GBP 300,000 per annum, unless shareholders approve via an Ordinary resolution at a General Meeting such other sum. There are no performance-related elements to Directors' fees and the Company does not operate any type of incentive, share scheme, award or hold options to acquire shares in the Company.

Component	Director	Purpose of reward	Operation
Annual fee	Chair of the Board	For services as Chair of a plc	Determined by the Remuneration Committee
Annual fee	Other Directors	For services as non-executive Directors of a plc	Determined by the Remuneration Committee
Additional fee	Chair of the Audit and Risk Committee	For additional responsibility and time commitment	Determined by the Remuneration Committee
Expenses	All Directors	Reimbursement of expenses incurred in the performance of duties	Submission of appropriate documentation

Remuneration Policy

All of the Directors are non-executive directors. The Company has no other employees and therefore there is no statement of consideration of employee conditions presented. The components of the remuneration package for non-executive directors, which are contained in the Remuneration Policy, are as detailed above.

Directors' Service Contracts

The Directors do not have service contracts with the Company but have letters which outline the terms of their appointment. The Directors' appointments can be terminated, at the discretion of either party, upon three month's written notice.

The Articles of Association provide that each of the Directors shall retire at each Annual General Meeting in accordance with Provision 23 of the AIC Code. All four Directors intend to retire and offer themselves for re-election at the forthcoming Annual General Meeting on 8 April 2021.

Fees payable on recruitment

The Board will not pay any incentive fees to any person to encourage them to become a Director of the Company. The Board may, however, pay fees to external agencies to assist the Board in the search and selection of Directors. No such external agency was engaged during period under review.

Effective date

The Remuneration Policy is effective from the date of approval by shareholders.

Remuneration Implementation Report (Audited)

The table below provides a single figure for the total remuneration of each Director for the period 31 December 2020.

	Fees to 31 December 2020*	Expenses reimbursed to 31 December 2020	Total
Philip Austin MBE	51,400	2,600	54,000
Audrey McNair	41,100	-	41,100
James Cameron	34,200	-	34,200
Elaina Elzinga	34,200	400	34,600
Total	**160,900**	**3,000**	**163,900**

*From date of appointment

Each of the Directors, save for Elaina Elzinga (who is a U.S. Person), has agreed that any fees payable to them shall, save where the Company determines otherwise, be satisfied in Ordinary Shares transferred at market value, such Ordinary Shares to be acquired on behalf of the Directors and for their account by the Company's broker. This arrangement is renewable annually after the Company has been operating for two years. Any Ordinary Shares acquired by the Directors pursuant to these arrangements shall be subject to the terms of the Lock-in Deed.

Directors receive fixed fees and do not receive bonuses or other performance related remuneration, share options, pension contributions or other benefits apart from the reimbursement of allowable expenses. No fees or payments were made to any other directors who served during the period.

Fees

Board remuneration from incorporation to date is outlined in the next table. There has been no change to the Board's fees during the period under review.

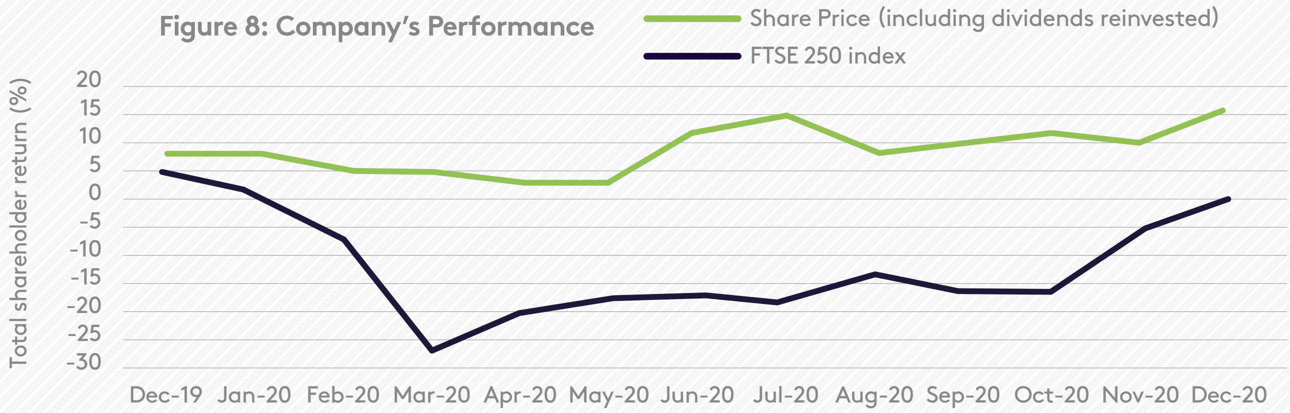
Position	Fees per annum (GBP)
Director	30,000
Board Chair	45,000
Audit and Risk Committee Chair	6,000*

*additional fee.

Performance

In setting the Directors' remuneration, consideration is given to the size and performance of the Company. Figure 8 shows the performance of the Company's total shareholder return for the period since the Company was listed assuming £100 was invested at the listing date. The Company does not have a specific benchmark but has deemed the FTSE 250 Index to be the most appropriate comparator for its performance.

Figure 8: Company's Performance



Source: SIX Financial

Relative importance of spend on pay

The following table sets out the total level of Directors’ remuneration compared to the distributions to shareholders by way of dividends and share buybacks, and the operating expenses and Investment Manager’s fees incurred by the Company.

The disclosure of the information in the table below is required under The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 with the exception of performance fees and operating expenses which have been included to show the total expenses of the Company.

Position	Period to 31 December 2020 (£’000)
Investment Income	15,480
Spend on Directors’ fees	161
Company’s operating expenses and Investment manager’s fees	4,327
Dividends paid and payable to shareholders	7,420

Directors’ holdings (audited) At 31 December 2020 and at the date of this report the Directors had the following holdings in the Company. There is no requirement for Directors to hold shares in the Company. All holdings were beneficially owned.

As at the latest practicable date before the publication of this document, there have been no changes to the Directors’ shareholdings. The Directors have no other share interests or share options in the Company and no share schemes are available.

	Ordinary Shares as at 31 December 2020
Philip Austin MBE	43,229
Audrey McNair	26,733
James Cameron	26,301
Elaina Elzinga	None

Shareholders views

The Company has not sought individual shareholder views on its remuneration policy. The Remuneration Committee considers any comments received from shareholders on remuneration policy on an ongoing basis and takes account of those views in determining the remuneration policy.

Statement

On behalf of the Board and in accordance with Part 2 of Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, I confirm that the above Remuneration Policy and Remuneration Implementation Report summarises, as applicable, for the period to 31 December 2020:

(a) the major decisions on Directors' remuneration;

(b) any substantial changes relating to Directors' remuneration made during the period; and

(c) the context in which the changes occurred and decisions have been taken.

Elaina Elzinga

Chair of the Remuneration Committee

12 March 2021

Report of the Audit and Risk Committee

Role of the Audit and Risk Committee

The AIC Code recommends that the Board should establish an Audit and Risk Committee comprising at least three, or in the case of smaller companies, two independent non-executive Directors. The Board is required to satisfy itself that the Audit and Risk Committee has recent and relevant financial experience and has competence relevant to the sector in which the Company operates.

The Company's Audit and Risk Committee consists of all of the Directors and is chaired by Audrey McNair. The Audit and Risk Committee meet at least three times a year. The Board considers that the members of the Audit and Risk Committee have the requisite skills and experience to fulfil the responsibilities of the Audit and Risk Committee. The Audit and Risk Committee will examine the effectiveness of the Company's control systems. It will review the half-yearly and annual reports and also receive information from the AIFM and the Investment Manager. It will also review the scope, results, cost effectiveness, independence and objectivity of the external auditors.

The Audit and Risk Committee has formal written terms of reference and copies of these are available on the Company's website or on request from the Company Secretary. All members of the Audit and Risk Committee have recent and relevant financial experience and competence relevant to the sector in which the Company operates.

Membership

The Chair of the Audit and Risk Committee , Audrey McNair, is a fellow of the Chartered Institute of Bankers . She also serves, or has served, as chair of the audit and risk committees at the companies where she is a non-executive director (including another listed company). Previously Audrey worked in senior positions in financial services, including leading a global risk team at one of the UK's largest asset managers. The Board is satisfied that Audrey has recent and relevant financial experience as required under the UK Corporate Governance Code. The other members of the Audit and Risk Committee are Phil Austin MBE, James Cameron and Elaina Elzinga, all of whom have extensive experience of investment companies, investment management and/or the renewable energy sector. The qualifications of the Audit and Risk Committee members are outlined in page 97 of the Corporate Governance Statement.

Internal Audit

The Audit and Risk Committee has considered the need for an internal audit function and considers that this is not appropriate given the nature and circumstances of the Company as an investment company with external service providers.

Meetings

There were three meetings of the Audit and Risk Committee during the period ended 31 December 2020 at which all committee members were in attendance. Further Audit and Risk Committee meetings were held in March 2021 at which all committee members were in attendance.

Financial statements and significant accounting matters

The Audit and Risk Committee reviewed the financial statements and considered the following significant accounting matters in relation to the Company's financial statements for the period ended 31 December 2020:

Valuation of investments

The valuation of the Company's investments is the most material matter in the production of the financial statements. The Audit and Risk Committee reviewed the procedures in place for ensuring the accurate valuation of investments. The Investment Manager undertakes valuations of the Renewable Energy Assets acquired by the Company as at the end of each calendar quarter. The valuations are approved by the AIFM's valuation committee before being provided to the Administrator. The Board may ask for an external valuation to be carried out from time to time at its discretion.

The Administrator calculates the Net Asset Value and the Net Asset Value per Ordinary Share at the end of each quarter and submits to the Board for its approval, accompanied with a paper from the Investment Manager detailing key assumptions used and detailed explanations for valuation movements in the quarter.

All calculations are at fair value. The valuation principles used to calculate the fair value of Renewable Energy Assets follow International Private Equity and Venture Capital Valuation Guidelines. Fair value for operational Renewable Energy Assets is typically derived from a discounted cash flow ("DCF") methodology and the results benchmarked against appropriate multiples and key performance indicators ("KPIs"), where available for the relevant sector/industry. For Renewable Energy Assets that are not yet operational at the time of valuation, the price of recent investment may be used as an appropriate estimate of fair value initially, but it is likely that a DCF will provide a better estimate of fair value as the asset moves closer to operation.

In a DCF analysis, the fair market value of the Renewable Energy Asset represents the present value of the Renewable Energy Asset's expected future cash flows, based on appropriate assumptions for revenues and costs and suitable cost of capital assumptions. The AIFM uses its judgement in arriving at appropriate discount rates. This is based on its knowledge of the market, taking into account market intelligence gained from bidding activities, discussions with financial advisers, consultants, accountants and lawyers and publicly available information.

A range of sources are reviewed in determining the underlying assumptions used in calculating the fair market valuation of each Renewable Energy Asset, including but not limited to:

- macroeconomic projections adopted by the market as disclosed in publicly available resources;
- macroeconomic forecasts provided by expert third party economic advisers;
- discount rates publicly disclosed by the Company's global peers;

- discount rates applicable to comparable infrastructure asset classes, which may be procured from public sources or independent third party expert advisers;
- discount rates publicly disclosed for comparable market transactions of similar assets; and
- capital asset pricing model outputs and implied risk premia over relevant risk free rates.

Where available, assumptions are based on observable market and technical data. For other assumptions, the AIFM may engage independent technical experts such as electricity price consultants to provide long term forecasts for use in its valuations. Any value expressed other than in Sterling (the functional reporting currency of the Company) (whether of an investment or cash) is converted into Sterling at the rate (whether official or otherwise) which the Directors deem appropriate in the circumstances.

Recognition of income

Income may not be accrued in the correct period and/or incorrectly allocated to revenue or capital. The Audit and Risk Committee has reviewed the Administrator's procedures for recognition of income and has reviewed the treatment of income receivable in the period under review.

Tax status

The Company may suffer tax on gains on the realisation of investments if investment trust status is not maintained. The Audit and Risk Committee reviewed the compliance of the Company during the period with the eligibility conditions in order for investment trust status to be maintained.

Going concern

The Audit and Risk Committee has reviewed the Company's financial resources and concluded that it is appropriate for the Company's financial statements to be prepared on a going concern basis as described in the Directors' Report on page 93.

Calculation of the AIFM's fees

The Audit and Risk Committee has reviewed the AIFM's fees and concluded that these fees have been correctly calculated.

Conclusion with respect to the Annual Report

The Audit and Risk Committee has concluded that the Annual Report for the period to 31 December 2020, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's business model, strategy and performance. The Audit and Risk Committee has reported its conclusions to the Board of Directors. The Audit and Risk Committee has reached this conclusion through a process of review of the document and enquiries to the various parties involved in the production of the Annual Report.

Audit Arrangements

PricewaterhouseCoopers LLP ("PwC") was selected as the Company's auditors at the time of the Company's launch following a competitive process and review of the auditor's credentials. The current audit partner, Jonathan Greenaway, has held the role since that date. The auditors were formally appointed on 11 November 2019. The appointment of the auditors is reviewed annually by the Audit and Risk Committee and the Board and is subject to approval by shareholders. In accordance with the Financial Reporting Council's ("FRC") guidance, the audit will be put out to tender within ten years of the initial appointment. Additionally, the audit partner must be rotated every five years and is next eligible for rotation in 2025.

The audit plan was presented to the Audit and Risk Committee at its October 2020 meeting, ahead of the commencement of the Company's period end audit. The Audit Plan sets out the audit process, materiality scope and significant risks.

Internal control and risk

The Board together with the AIFM and other service providers carefully considered the Company's matrix of risks and uncertainties and appropriate mitigating actions prior to the Company's IPO. The Chair of the Audit and Risk Committee, together with the AIFM reviewed the matrix of risks prior to presenting them for consideration at the Company's first Audit and Risk Committee meeting held on 27 January 2020. At that meeting, the Audit and Risk Committee carefully considered the risk matrix. The Company's principal risks can be found in the Risks and Risk Management section on pages 72 to 78.

Although the Board has contractually delegated services that the Company requires to external third parties, they remain fully informed of the internal control framework established by each relevant service provider. Any changes or amendments to the internal control frameworks of third party providers, along with assurances on the effectiveness of the internal controls are discussed at the Audit and Risk Committee.

At its meeting on 31 July 2020, the Audit and Risk Committee considered the internal controls reports of its AIFM, Investment Manager, Registrar and Depositary. The Audit and Risk Committee reviewed these reports and concluded that there were no significant control weaknesses or other issues that needed to be bought to the Board's attention.

Auditors' Independence

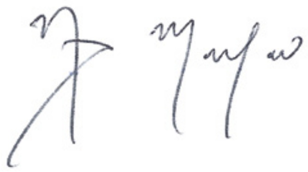
The Audit and Risk Committee is satisfied that there are no issues in respect of the independence of the auditors.

Effectiveness of external audit

The Audit and Risk Committee is responsible for reviewing the effectiveness of the external audit process. The Audit and Risk Committee received a presentation of the audit plan from the external auditors prior to the commencement of the audit and a presentation of the results of the audit following completion of the main audit testing. Additionally, the Audit and Risk Committee received feedback from the Company Secretary, Administrator and AIFM regarding the effectiveness of the external audit process. Following the above review, the Audit and Risk Committee has agreed that the re-appointment of the auditors should be recommended to the Board and the shareholders of the Company.

Provision of non-audit services

The Audit and Risk Committee has put a policy in place on the supply of any non-audit services provided by the external auditors. Such services are considered on a case-by-case basis and may only be provided to the Company if the provision of such services is at a reasonable and competitive cost and does not constitute a conflict of interest or potential conflict of interest which would prevent the auditors from remaining objective and independent.



Audrey McNair

Audit and Risk Committee Chair
12 March 2021

Statement of Directors' Responsibilities

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual 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 international accounting standards in conformity with the requirements of the Companies Act 2006. Additionally, the Financial Conduct Authority's Disclosure Guidance and Transparency Rules require the Directors to prepare the financial statements in accordance with international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

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 period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether international accounting standards in conformity with the requirements of the Companies Act 2006 and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union 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 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 are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

Each of the Directors, whose names and functions are listed in the Corporate Governance Statement, confirm to the best of their knowledge that:

- the Company financial statements, which have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- this Directors' Report includes a fair review of the development and performance of the business and position of the Company, together with a description of the principal risks and uncertainties that it faces.

Having taken advice from the Audit and Risk Committee, the Directors consider that the Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

For and on behalf of the Board

Philip Austin MBE

Chair
12 March 2021

Independent auditors' report to the members of Octopus Renewables Infrastructure Trust plc

Report on the audit of the financial statements

Opinion

In our opinion, Octopus Renewables Infrastructure Trust plc's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit and cash flows for the 15 month period (the "period") then ended;
- have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the statement of financial position as at 31 December 2020; the statement of comprehensive income, the statement of cash flows and the statement of changes in equity for the 15 month period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Separate opinion in relation to international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union

As explained in Note 2 to the financial statements, the Company, in addition to applying International Accounting Standards in conformity with the requirements of the Companies Act 2006, has also applied international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

In our opinion, the Company financial statements have been properly prepared in accordance with international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

Our opinion is consistent with our reporting to the Audit and Risk Committee.

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, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company.

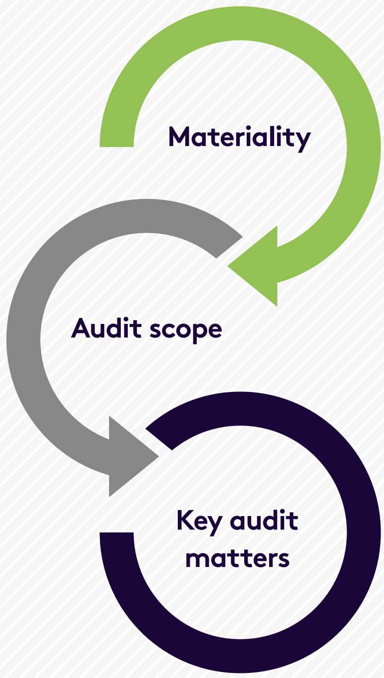
We have provided no non-audit services to the Company in the period from 11 October 2019 to 31 December 2020.

Our audit approach

Context

This is a stand-alone audit for the first set of accounts since incorporation for Octopus Renewables Infrastructure Trust plc.

Overview



- Overall materiality: £3,439,268, based on 1% of assets

- The Company invests in renewable energy infrastructure investments.
- The Company is an Investment Trust Company and has appointed Octopus AIF Management Limited to be the alternative investment fund manager of the Company (the "AIFM") to manage its assets. The AIFM has delegated portfolio management services to Octopus Investments Limited, the Company's investment manager ("the Investment Manager").
- The financial statements are prepared for the Company by and using information from PraxisIFM Fund Services (UK) Limited (the "Administrator").

- Valuation of investments held at fair value through profit or loss
- Recognition of investment income
- Consideration of the impact of COVID-19

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.

Capability of the audit in detecting irregularities, including fraud

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 UK regulatory principles, such as those governed by the Financial Conduct Authority (see page 78 of the Annual Report), 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 2006, section 1158 of the Corporation tax act 2010 and the Statement of Recommended Practice for Financial Statements of Investment Trust Companies and Venture Capital Trusts ("SORP") issued in October 2019 by the Association of Investment Companies ("AIC"). 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 posting inappropriate journal entries to increase income or reduce operating expenses, increase investments at fair value through profit or loss and bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquiries of the Board of Directors, Alternative Investment Fund Manager, Investment Manager and the Administrator, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Challenging of assumptions and judgements made by the Board of Directors and the Investment Manager in their significant accounting estimates, in particular in relation to the valuation of investments held at fair value through profit or loss (see related key audit matters below);
- Identifying and testing of selected journal entries;
- Reviewing relevant meeting minutes, including those of the Board of Directors and Audit and Risk Committee;
- Testing the Company's compliance with s1158 of the Corporation Tax Act 2010 in the current period;
- Reviewing of financial statement disclosures including agreeing, where applicable, to underlying supporting documentation.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. 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.

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
Valuation of investments held at fair value through profit or loss Refer to page 112 (Report of the Audit and Risk Committee), page 138 (Accounting Policies) and page 145 (Notes to the Financial Statements). The Company holds its investments at fair value through profit and loss. The investments represent a material balance in the financial statements and the valuations of the investments held by the parent holding company require the application of estimations, assumptions and judgement. Changes to the estimates, assumptions and/or the judgements made can result, either for an individual investment or in aggregate, in a material change to the valuation. There is also a risk that the COVID-19 pandemic could lead to a prolonged and deep market decline and thereby adversely impact the valuation of the investments. For the investment in Cerisou, management consider the acquisition cost to be the fair value due to the close proximity of the transaction to period end.	We have assessed whether the valuation methodology adopted for the underlying investments within the parent holding company was appropriate and in line with accounting and industry guidelines. On a targeted basis, over the fair value of the investments, we: Compared the investment valuations to recently completed transactions; Independently assessed, supported by our internal experts, the appropriateness of the key assumptions applied in the valuations (such as the discount rate); Considered whether the assumptions applied were reasonable based on our market knowledge and expertise; Tested the mathematical accuracy of the valuation models; Performed substantive procedures on a sample basis to corroborate inputs to the valuation model, such as cashflow projections, to contracts and other supporting documents; Evaluated management's assessment of the impact of COVID-19 on the underlying investments held by the parent holding company, considering their consistency with other available information and our understanding of the underlying investments' operations. We have also considered the impact of COVID-19 as part of our assessment of the reasonableness of forecasted power prices; and Considered whether, in our view, the disclosures in the financial statements relating to the valuation of investments were reasonable and supportable in light of the ongoing COVID-19 pandemic. For the investment in Cerisou, we concur with management's assessment and have agreed the investment value to the underlying contract and payments made. No material issues were identified.

Key audit matter	How our audit addressed the key audit matter
Recognition of investment income Refer to page 113 Report of the Audit and Risk Committee, page 139 Accounting Policies and page 140 Notes to the Financial Statements. Income from investments comprises interest income and dividend income. Our key focus was on the occurrence of investment income recognised, as any misstatements could have a material impact on the Company's net asset value and dividend cover.	To test the recognition of the investment income we: Obtained an understanding of the nature of income as well as each principal income stream on a disaggregated basis; Obtained an understanding of the controls over income recognition; Recalculated income earned during the period for the shareholder loans and agreed to supporting documentation on a sample basis; and Agreed dividend income to payments received and supporting documentation on a sample basis. No material issues were identified.

Key audit matter	How our audit addressed the key audit matter
Consideration of the impact of COVID-19 Refer to the Chairman's Statement (page 9), Investment Manager's Report (page 31), Principal Risks and Uncertainties (page 78), the Going Concern statement (page 93) and Viability Statement (page 93) which disclose the impact of the COVID-19 coronavirus pandemic. The ongoing COVID-19 pandemic is having a significant impact on the global economy. There remains uncertainty as to the duration of the pandemic and what its lasting impact will be on the economy. The pandemic was a present condition at 31 December 2020 and is something that is continually evolving. The Directors have considered the potential impact of the pandemic on the financial statements. Management have considered the impact of COVID-19 on the Company's carrying value of investments, as explained in the Valuation of investments held at fair value through profit or loss section above. In relation to the Company's going concern assessment, management have considered the implications of COVID-19 on forecasted future cash flows. Management have also stress tested the cash flow forecasts reflecting what they consider to be a severe yet plausible downside scenario resulting from the consequences of COVID-19. Having taken into account these models, together with a robust assessment of planned and possible mitigating actions, management has concluded that the Company remains a going concern, and that there is no material uncertainty in respect of this conclusion. The Directors have described their Going Concern and Viability assessment on (page 93) and (page 93) respectively of the Annual Report.	In evaluating the Directors' assessment of the impact of the COVID-19 pandemic on the Company we: Evaluated the Company's updated risk assessment and considered whether it addressed the relevant threats presented by COVID-19; Obtained from management their latest forecasts that supported the Directors' assessment and conclusions with respect to the going concern basis of preparation of the financial statements; Evaluated the Directors' going concern assessment, including the stress case scenario, by obtaining evidence to support the key assumptions and the forecasts. This included reviewing the Directors' assessment of the Company's financial position as well as their review of the operational resilience of the Company and oversight of key third party service providers; Considered whether, in our view, the disclosures in the financial statements relating to risk management and going concern were reasonable and supportable in light of the ongoing COVID19 pandemic; and Read the other information, including the Principal Risks and Uncertainties and the Viability Statement set out in the Strategic Report and Directors' Report respectively, and assessing its consistency with the financial statements and the evidence we obtained in our audit. Our conclusions relating to other information are set out in the 'Reporting on other information' section of our report. We found that the Directors' assessment of the impact of COVID-19 on the Company's financial statements was reasonable and supportable. Our findings and conclusions in respect of going concern are set out in the 'Going concern' section below. Please also refer to the Valuation of investments held at fair value through profit or loss key audit matter for audit procedures in respect of the impact of COVID-19 on the Company's carrying value of investments.

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	£3,439,268
How we determined it	1% of net assets.
Rationale for benchmark applied	We believe that net assets is the primary measure used by the shareholders in assessing the performance of the Company, and this is also a generally accepted auditing benchmark used for Investment Trusts.

We agreed with the Audit and Risk Committee that we would report to them misstatements identified during our audit above £171,963 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Going concern

In accordance with ISAs (UK) we report as follows:

Reporting obligation	Outcome
We are required to report if we have anything material to add or draw attention to in respect of the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the Directors' identification of any material uncertainties to the Company's ability to continue as a going concern over a period of at least twelve months from the date of approval of the financial statements.	We have nothing material to add or to draw attention to. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.
We are required to report if the Directors' statement relating to Going Concern in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.	We have nothing to report.

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 the responsibilities described above and our work undertaken in the course of the audit, the Companies Act 2006 (CA06), ISAs (UK) and the Listing Rules of the Financial Conduct Authority (FCA) require us also to report certain opinions and matters as described below (required by ISAs (UK) unless otherwise stated).

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 period ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements. (CA06)

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. (CA06)

The Directors' assessment of the prospects of the Company and of the principal risks that would threaten the solvency or liquidity of the Company

We have nothing material to add or draw attention to regarding:

- The Directors' confirmation on page 103 of the Annual Report that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity.
- The disclosures in the Annual Report that describe those risks and explain how they are being managed or mitigated.
- The Directors' explanation on page 93 of the Annual Report as to how they have assessed the prospects of the Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We have nothing to report having performed a review of the Directors' statement that they have carried out a robust assessment of the principal risks facing the Company and statement in relation to the longer-term viability of the Company. Our review was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statements; checking that the statements are in alignment with the relevant provisions of the UK Corporate Governance Code (the "Code"); and considering whether the statements are consistent with the knowledge and understanding of the Company and its environment obtained in the course of the audit. (Listing Rules)

Other Code Provisions

We have nothing to report in respect of our responsibility to report when:

- The statement given by the Directors, on page 117, that they consider the Annual Report taken as a whole to be fair, balanced and understandable, and provides the information necessary for the members to assess the Company's position and performance, business model and strategy is materially inconsistent with our knowledge of the Company obtained in the course of performing our audit.
- The section of the Annual Report on page 111 describing the work of the Audit and Risk Committee does not appropriately address matters communicated by us to the Audit and Risk Committee.
- The Directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified, under the Listing Rules, for review by the auditors.

Directors' Remuneration

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006. (CA06)

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 set out on page 116, 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.

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 received 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 and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit and Risk Committee, we were appointed by the Directors on 11 November 2019 to audit the financial statements for the period ended 31 December 2020 and subsequent financial periods. This is therefore our first year of uninterrupted engagement.

Jonathan Greenaway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne

12 March 2021

Financial Statements

Statement of Comprehensive Income

For the period from incorporation on 11 October 2019 to 31 December 2020

	Notes	Revenue £'000	Capital £'000	Total £'000
Investment income	4	15,480	-	15,480
Movement in fair value of investments		-	(3,171)	(3,171)
Total operating income/(expense)		**15,480**	**(3,171)**	**12,309**
Investment management fees	5	(2,585)	(862)	(3,447)
Other expenses	5	(720)	(321)	(1,041)
Deposit interest income		486	-	486
Net foreign exchange gains		-	40	40
Profit/(loss) before taxation		**12,661**	**(4,314)**	**8,347**
Taxation	6	(218)	218	-
Profit/(loss) and total comprehensive income/(expense) for the period		**12,443**	**(4,096)**	**8,347**
Earnings/(loss) per Ordinary share (pence) - basic and diluted	8	4.10p	(1.35p)	2.75p

The total column of the above Statement of Comprehensive Income is the profit and loss account of the Company.

All revenue and capital items in the above statement derive from continuing operations.

The accompanying notes are an integral part of these financial statements.

Statement of Financial Position

As at 31 December 2020

	Notes	£'000
Non-current assets		
Investments at fair value through profit or loss	9	258,680
Current assets		
Trade and other receivables	10	127
Cash and cash equivalents		87,185
		87,312
Current liabilities: amounts falling due within one year		
Trade and other payables	11	(2,065)
		(2,065)
Net current assets		**85,247**
Net assets		**343,927**
Capital and reserves		
Share capital	12	3,500
Special reserve	13	339,500
Revenue reserve		5,023
Capital reserve		(4,096)
Total shareholders' funds		**343,927**
Net assets per share (pence)	14	98.26p

The financial statements on pages 131 to 158 were approved by the Board of Directors and authorised for issue on 12 March 2021 and were signed on its behalf by:

Phil Austin MBE
Chairman

The accompanying notes are an integral part of these financial statements.

Incorporated in England and Wales with registered number 12257608

Statement of Changes in Equity

For the period from incorporation on 11 October 2019 to 31 December 2020

	Notes	Share capital £'000	Share premium account £'000	Special reserve £'000	Revenue reserve £'000	Capital reserve £'000	Total £'000
Opening equity as at 11 October 2019		-	-	-	-	-	-
Shares issued in the period	12	3,500	346,500	-	-	-	350,000
Share issue costs		-	(7,000)	-	-	-	(7,000)
Transfer to the special reserve	13	-	(339,500)	339,500	-	-	-
Total comprehensive income/(expense) for the period		-	-	-	12,443	(4,096)	8,347
Dividends paid	7	-	-	-	(7,420)	-	(7,420)
Closing equity as at 31 December 2020		**3,500**	**-**	**339,500**	**5,023**	**(4,096)**	**343,927**

The Company's distributable reserve consists of the special reserve, capital reserve attributable to realised gains and the revenue reserve.

The accompanying notes are an integral part of these financial statements.

Statement of Cash Flows

For the period from incorporation on 11 October 2019 to 31 December 2020

	Notes	£'000
Operating activities cash flows		
Profit before taxation		8,347
Adjustments for:		
Movement in fair value of investments	9	3,171
Investment income from investments		(15,480)
Operating cash flow before movements in working capital		**(3,962)**
Changes in working capital:		
Increase in trade and other receivables	10	(127)
Increase in trade payables	11	2,065
Distributions from investments	9	13,341
Net cash flow from operating activities		**11,317**
Investing activities cash flows		
Costs associated with acquiring the portfolio of assets[30]	9	(259,712)
Net cash flow used in investing activities		**(259,712)**
Financing activities cash flows		
Dividends paid to Ordinary Shareholders	7	(7,420)
Proceeds from issue of share capital during the period	12	350,000
Costs in relation to issue of shares		(7,000)
Net cash flow from financing activities		**335,580**
Net increase in cash and cash equivalents		**87,185**
Cash and cash equivalents at start of period		**-**
Cash and Cash equivalents at end of period		**87,185**

The accompanying notes are an integral part of these financial statements.

[30] including transaction costs

Notes to the Financial Statements

For the period from incorporation on 11 October 2019 to 31 December 2020

1. General information

Octopus Renewables Infrastructure Trust plc ("ORIT" or the "Company") is a Public Company Limited by Ordinary Shares incorporated in England and Wales on 11 October 2019 with registered number 12257608. The Company is a closed-ended investment company with an indefinite life. The Company commenced its operations on 10 December 2019 when the Company's Ordinary Shares were admitted to trading on the premium segment of the main market of the London Stock Exchange. The Directors intend, at all times, to conduct the affairs of the Company as to enable it to qualify as an investment trust for the purposes of section 1158 of the Corporation Tax Act 2010, as amended.

The registered office and principal place of business of the Company is 1st Floor, Senator House, 85 Queen Victoria Street, London, EC4V 4AB.

The Company's investment objective is to provide investors with an attractive and sustainable level of income returns, with an element of capital growth, by investing in a diversified portfolio of Renewable Energy Assets in Europe and Australia.

The audited financial statements of the Company (the "financial statements") are for the period from incorporation on 11 October 2019 to 31 December 2020 and comprise only the results of the Company, as all of its subsidiaries are measured at fair value following the amendment to IFRS 10 as disclosed in Note 2.

The Company has appointed Octopus AIF Management Limited (the "AIFM") to be the alternative investment fund manager of the Company for the purposes of Directive 2011/61/EU of the European Parliament and of the Council on Alternative Investment Fund Managers. Accordingly, the AIFM is responsible for the portfolio management of the Company and for exercising the risk management function in respect of the Company. The AIFM has delegated portfolio management services to Octopus Investments Limited, the Investment Manager.

PraxisIFM Fund Services (UK) Limited (the "Administrator") provides administrative and company secretarial services to the Company under the terms of the Administration Agreement between the Company and the Administrator.

2. Basis of preparation

These financial statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and the applicable legal requirements of the Companies Act 2006. In addition to complying with international accounting standards in conformity with the requirements of the Companies Act 2006, the financial statements also comply with international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

The financial statements have also been prepared as far as is relevant and applicable to the Company in accordance with the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("SORP") issued in October 2019 by the Association of Investment Companies ("AIC").

The financial statements are prepared on the historical cost basis, except for the revaluation of certain financial instruments at fair value through profit or loss. The principal accounting policies adopted are set out below. These policies are consistently applied.

The financial statements are presented in Sterling, which is the Company's functional currency and are rounded to the nearest thousand, unless otherwise stated. They have been prepared on the basis of the accounting policies, significant judgements, key assumptions and estimates as set out below .

There are no comparatives as this is the Company's first accounting period.

Going concern

The Directors, in their consideration of going concern, have reviewed comprehensive cash flow forecasts prepared by the Company's Investment Manager which are based on prudent market data and believe, based on those forecasts, the assessment of the Company's subsidiary's banking facilities and the assessment of the principal risks described in this report, including those related to COVID-19, that it is appropriate to prepare the financial statements of the Company on the going concern basis.

In arriving at their conclusion that the Company has adequate financial resources, the Directors were mindful that the Group had unrestricted cash of £87 million as at 31 December 2020 and an undrawn revolving credit facility ("RCF") (available for investment in new or existing projects and working capital) of £150 million. The Company's net assets at 31 December 2020 were £344 million and total expenses for the period ended 31 December 2020 were £4.5 million, which represented approximately 1.2% of average net assets during the period. At the date of approval of this document, based on the aggregate of investments and cash held, the Company has substantial operating expenses cover.

The Directors are satisfied that the Company has sufficient resources to continue to operate for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, 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 regularly on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Significant estimates, judgements and assumptions for the period are set out as follows:

Fair value estimation for investments at fair value

The Company's investments at fair value are not traded in active markets. Fair value is calculated by discounting at an appropriate discount rate future cash flows expected to be received by the Company's intermediate holdings, from investments in both equity (dividends) and shareholder loans (interest and repayments).

The discount rates used in the valuation exercise represent the Investment Manager's and the Board's assessment of the rate of return in the market for assets with similar characteristics and risk profile. The discount rates are reviewed quarterly and updated, where appropriate, to reflect changes in the market and in the project risk characteristics. Details of the areas of estimation in the calculation of the fair value are disclosure in Note 9.

Equity and debt investment in ORIT Holdings II Limited

In applying their judgement, the Directors have satisfied themselves that the equity and debt investments into its direct wholly owned subsidiary, ORIT Holdings II Limited, share the same investment characteristics and, as such, constitute a single asset class for IFRS 7 disclosure purposes.

Basis of non-consolidation

The Company has adopted the amendments to IFRS 10 which states that investment entities should measure all of their subsidiaries that are themselves investment entities at fair value (in accordance with IFRS 9 Financial Instruments: Recognition and Measurement, and IFRS 13 Fair Value Measurement). Being investment entities, ORIT and its wholly owned direct subsidiary, ORIT Holdings II Limited are measured at fair value as opposed to being consolidated on a line-by-line basis, meaning their cash, debt and working capital balances are included in the fair value of investments rather than the Group's current assets.

The Directors have satisfied themselves that ORIT Holdings II Limited meets the characteristic of an investment entity. ORIT Holdings II Limited has one investor, ORIT plc, however, in substance ORIT Holdings II Limited is investing the funds of the investors of ORIT plc on its behalf and is effectively performing investment management services on behalf of many unrelated beneficiary investors.

New and amended standards and interpretations

At the date of authorisation of the financial statements, IFRS 16 "Leases" was issued, effective from periods beginning on or after 1 January 2019. As the Company's investments are held at fair value through profit or loss and the leases are held at SPV level, the introduction of IFRS 16 is not expected to have an impact on the reported results as the Company does not have leases. Other accounting standards and interpretations issued are not expected to be material to the reported results and financial position of the Company.

IFRIC 23 – Uncertainty over Income Tax Treatments seeks to provide clarity on how to account for uncertainty over income tax treatments and specifies that an entity must consider whether it is probable that the relevant tax authority will accept each tax treatment or group of tax treatments, that it plans to use in its income tax filing. The interpretation also requires companies to reassess the judgements and estimates applied if facts and circumstances change. The interpretation would require the Company to recognise uncertain tax positions which are more than probable within its financial statements.

3. Significant accounting policies

a) Financial instruments

Financial assets and financial liabilities are recognised on the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the instrument expire or the asset is transferred, and the transfer qualifies for derecognition in accordance with IAS 39 Financial Instruments: Recognition and Measurement.

Investments at fair value through profit or loss ("FVTPL")

As an investment entity, the Company is required to measure its investments in its wholly owned direct subsidiaries at FVTPL. The Company's policy is to fair value both the equity and debt investment in its subsidiary together. Subsequent to initial recognition, the Company measures its investments on a combined basis at fair value in accordance with IAS 39 Financial Instruments: Recognition and Measurement and IFRS 13 Fair Value Measurement.

Loans and receivables

Trade receivables, loans and other receivables that are non derivative financial assets and that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and other receivables'. Loans and other receivables are measured at amortised cost using the effective interest method, less any impairment. They are included in current assets, except where maturities are greater than 12 months after the period end date in which case they are classified as non current assets.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Ordinary Shares are classified as equity. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Direct issue costs are charged against the value of ordinary share premium.

Financial liabilities are classified as other financial liabilities, comprising:

- loans and borrowings which are recognised initially at the fair value of the consideration received, less transaction costs. Subsequent to initial recognition, loans and borrowings are stated at amortised cost, with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis; and
- other non-derivative financial instruments, including trade and other payables, which are measured at amortised cost using the effective interest method less any impairment losses

Recognition, derecognition and measurement of financial instruments

Regular purchases and sales of investments are recognised on the trade date – the date on which the Company commits to purchase or sell the investment. Financial assets at FVTPL are initially recognised at fair value. Transaction costs are expensed as incurred within the Statement of Comprehensive Income. 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 and financial liabilities at FVTPL are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets at FVTPL' category are presented in the Statement of Comprehensive Income within investment income in the period in which they arise.

Income from financial assets at FVTPL is recognised in the Statement of Comprehensive Income within investment income when the Company's right to receive payments is established.

Financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

b) Taxation

Investment trusts which have approval under Section 1158 of the Corporation Tax Act 2010 are not liable for taxation on capital gains. The Company has successfully applied and has been granted approval as an Investment Trust by HMRC.

Irrecoverable withholding tax is recognised on any overseas income on an accrual basis using the applicable rate of taxation for the country of origin.

The underlying intermediate holding companies and project companies in which the Company invests provide for and pay taxation at the appropriate rates in the countries in which they operate. This is taken into account when assessing the value of the subsidiaries.

c) Segmental reporting

The Board is of the opinion that the Company is engaged in a single segment of business, being investment in renewable energy infrastructure assets to generate investment returns whilst preserving capital. The financial information used by the Board to manage the Company presents the business as a single segment.

d) Investment income

Investment income comprises interest income and dividend income received from the Company's subsidiaries. Interest income is recognised in the Statement of Comprehensive Income using the effective interest method. Dividend income is recognised when the Company's entitlement to receive payment is established.

e) Expenses

All expenses are accounted for on an accrual basis. In respect of the analysis between revenue and capital items presented within the Statement of Comprehensive Income, all expenses are presented as revenue items except as follows:

Investment Management fees

As per the Company's investment objective, it is expected that income returns will make up the majority of ORIT's long term return. Therefore, based on the estimated split of future returns (which cannot be guaranteed), 25% of the investment management fee is charged as a capital item within the Statement of Comprehensive Income.

Abort costs

Costs incurred on aborted transactions are charged as capital items within the Statement of Comprehensive Income.

f) Foreign currency

Transactions denominated in foreign currencies are translated into Sterling at actual exchange rates as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the period end are reported at the rates of exchange prevailing at the period end. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss to capital or revenue in the Statement of Comprehensive Income as appropriate. Foreign exchange movements on investments are included in the Capital account of the Statement of Comprehensive Income.

g) Cash and cash equivalents

Cash and cash equivalents includes deposits held with banks and other short term deposits with original maturities of three months or less.

h) Dividends payable

Final dividends payable to equity shareholders are recognised in the financial statements when they have been approved by shareholders and become a liability of the Company. Interim dividends payable are recognised in the period in which they are paid.

4. Investment income

	For the period ended 31 December 2020		
	Revenue £'000	Capital £'000	Total £'000
Dividend income from investments	7,800	-	7,800
Interest income from investments	7,680	-	7,680
Total investment income	**15,480**	**-**	**15,480**

Of the total dividend income, £6.0 million relates to income originated from the Company's UK investments and £1.8 million relates to income originated from its French investments.

5. Operating expenses

	For the period ended 31 December 2020		
	Revenue £'000	Capital £'000	Total £'000
Investment management fees	**2,585**	**862**	**3,447**
Directors' fees	161	-	161
Company's audit fees:			
– in respect of audit services	33	-	33
– in respect of audit-related assurance services	21	-	21
Other operating expenses	505	321	826
Total operating expenses	**3,305**	**1,183**	**4,488**

Further details on the Investment Manager's agreement has been provided in Note 17.

In addition to the fees disclosed above, £75k is payable to the Company's auditors in respect of audit services provided to unconsolidated subsidiaries and therefore is not included within the Company's expenses above.

The Company has no employees. Full detail on Directors' fees is provided in Note 17. The Directors' fees exclude employer's national insurance contribution which is included as appropriate in other operating expenses. There were no other emoluments.

6. Taxation

(a) Analysis of charge in the period

	For the period ended 31 December 2020		
	Revenue £'000	Capital £'000	Total £'000
Corporation tax	218	(218)	-
Tax charge/(credit) for the period	**218**	**(218)**	**-**

(b) Factors affecting total tax charge for the period:

The effective UK corporation tax rate applicable to the Company for the period is 19%. The tax charge differs from the charge resulting from applying the standard rate of UK corporation tax for an investment trust company. The differences are explained below:

	Revenue £'000	Capital £'000	Total £'000
Profit/(loss) before taxation	12,661	(4,314)	8,347
Corporation tax at 19%	2,406	(820)	1,586
Effects of:			
Expenses not deductible for tax purposes	5	602	607
Income not taxable	(1,482)	-	(1,482)
Dividends designated as interest distributions	(682)	-	(682)
Group relief not paid for	(29)	-	(29)
Tax charge/(credit) for the period	**218**	**(218)**	**-**

The Directors are of the opinion that the Company has complied with the requirements for maintaining investment trust status for the purposes of section 1158 of the Corporation Tax Act 2010. This allows certain capital profits of the Company to be exempt from UK tax. Additionally, the Company may designate dividends wholly or partly as interest distributions for UK tax purposes. Interest distributions are treated as tax deductions against taxable income of the Company so that investors do not suffer double taxation on their returns.

The financial statements do not directly include the tax charges for any of the Company's intermediate holding companies or subsidiaries as these are held at fair value. Each of these companies are subject to taxes in the countries in which they operate.

7. Dividends

The dividends reflected in the financial statements for the period are as follows:

	Total for the period ended 31 December 2020		
	Pence per Ordinary Share	Revenue reserve £'000	Total £'000
From IPO to 30 June 2020 Dividend – paid 21 August 2020	1.06	3,710	3,710
Q3 2020 Dividend – paid 27 November 2020	1.06	3,710	3,710
Total	**2.12**	**7,420**	**7,420**

The dividend relating to the period ended 31 December 2020, which is the basis on which the requirements of Section 1159 of the Corporation Tax Act 2010 are considered is detailed below:

	Total for the period ended 31 December 2020		
	Pence per Ordinary Share	Revenue reserve £'000	Total £'000
From IPO to 30 June 2020 Dividend – paid 21 August 2020	1.06	3,710	3,710
Q3 2020 Dividend – paid 27 November 2020	1.06	3,710	3,710
Q4 2020 Dividend – paid 5 March 2021	1.06	3,710	3,710
Total	**3.18**	**11,130**	**11,130**

On 5 February 2021 the Company declared an interim dividend of 1.06p per Ordinary Share in respect of the three months to 31 December 2020, a total of £3.71 million. The ex-dividend date was 18 February 2021, the record date was 19 February 2021 and the dividend was paid on 5 March 2021.

The Directors have identified a procedural issue in respect of the payment of the first interim dividend covering the period from IPO to 30 June 2020 of 1.06 pence per Ordinary Share paid on 21 August 2020 (the "First Interim Dividend"), which may have resulted in an infringement of the Companies Act 2006 (the "Act"). Whilst the Company had sufficient reserves to pay the First Interim Dividend at the time that it was made, the Act required this to be demonstrated by reference to initial accounts being delivered to Companies House prior to payment of the First Interim Dividend. Initial accounts were approved by the Directors on 7 May 2020 and sent to Companies House on 12 May 2020 and it is likely that they were received by Companies House in the ordinary course of business, shortly after this date. However, Companies House has recorded the initial accounts as having been received on 21 October 2020, a significant amount of time after the initial accounts were sent and also, regrettably, after the payment of the First Interim Dividend. While the Directors are confident that the dividend was lawful it has not been possible to evidence that the accounts were received by Companies House prior to payment of the First Interim Dividend. There is therefore a risk that the First Interim Dividend was not made in accordance with applicable law and the Company has been advised that if that were the case the Company may have claims against past and present shareholders who were recipients of the First Interim Dividend and against the Directors of the Company. Although the Directors believe that the First Interim Dividend was made in accordance with applicable law, out of an abundance of caution, the Company will be convening a general meeting as soon as practicable, at which it will put forward resolutions which will, if passed, ensure that the Company cannot make any such claims, and put these parties (so far as possible) in the position in which they were always intended to be on the basis that the First Interim Dividend had been properly made. The steps being proposed are in line with those taken by other listed companies that have encountered similar issues in the past. The Company's historic reported trading results and financial condition, the dividends declared in respect of Q3 2020 and Q4 2020 and the Company's ability to pay future dividends are entirely unaffected.

8. Earnings/(loss) per Ordinary Share

Earnings/(loss) per Ordinary Share is calculated by dividing the profit/(loss) attributable to equity shareholders of the Company by the weighted average number of Ordinary Shares in issue during the period from incorporation on 11 October 2019 to 31 December 2020 as follows:

	For the period ended 31 December 2020		
	Revenue	**Capital**	**Total**
Profit/(loss) attributable to the equity holders of the Company (£'000)	12,443	(4,096)	8,347
Weighted average number of Ordinary Shares in issue (000)	303,125	303,125	303,125
Earnings/(loss) per Ordinary share (pence) – basic and diluted	**4.10p**	**(1.35p)**	**2.75p**

There is no difference between the weighted average Ordinary or diluted number of Shares.

9. Investments at fair value through profit or loss

As set out in Note 2, the Company accounts for its interest in its wholly owned direct subsidiary as an investment at fair value through profit or loss.

a) Summary of valuation

	£'000
Opening balance on incorporation	-
Portfolio of assets acquired	254,891
Additional investment in intermediate holding companies	4,821
Distributions received from investments	(13,341)
Investment income	15,480
Movement in fair value of investments	(3,171)
Total investments as at 31 December 2020	**258,680**

The additional investment in the intermediate holding companies include acquisition costs associated with the purchase of the portfolio of assets totalling £2.3 million, which have been expensed to the profit and loss in these companies, and transaction costs associated with the RCF of £2.5 million that are being amortised over the life of the loan in ORIT Holdings II Limited.

b) Reconciliation of movement in fair value of the Company's investments

The table below shows the movement in the fair value of the Company's investments. These assets are held through intermediate holding companies.

	£'000
Opening balance on incorporation	-
Portfolio of assets acquired	254,891
Distributions received	(13,614)
Movement in fair value	14,324
Fair value of portfolio of assets as at 31 December 2020	**255,601**
Cash held in intermediate holding companies	1,112
Fair value of other net assets in intermediate holding companies	1,967
Fair value of Company's investments as at 31 December 2020	**258,680**

The fair value of the portfolio of assets at 31 December 2020 comprise £142.5 million of UK investments and £113.1 million of European investments.

(c) Investment gains in the period ended 31 December 2020

	£'000
Movement in fair value of investments	(3,171)
Movement in fair value of investments	**(3,171)**

Fair value of portfolio of assets

The Investment Manager has carried out fair market valuations of the investments as at 31 December 2020.

The Directors have satisfied themselves as to the methodology used, the discount rates applied and the valuation. All investments are in renewable energy assets and are valued using a discounted cash flow methodology. The Company's holding of an investment represents its interest in both the equity and debt instruments of the investment. The equity and debt instruments are valued as a whole using a blended discount rate and the value attributed to the equity instruments represents the fair value of future dividends and equity redemptions in addition to any value enhancements arising from the timing of loan principal and interest receipts from the debt instruments, while the value attributed to the debt instruments represents the principal outstanding and interest due on the loan at the valuation date.

The weighted average discount rate applied to the portfolio of assets ranges from 5.10% to 8.60%.

The following assumptions were used in the discounted cash flow valuations:

	As at 31 December 2020
UK – inflation rate	2.75%
UK – corporation tax rate	19%
Sweden – inflation rate	2.00%
Sweden – corporation tax rate	20%
France – inflation rate	2.00%
France – corporation tax rate	25%
Euro/sterling exchange rate	1.1118
Energy yield assumptions	P50 case

On 3 March 2021 the UK Government announced that the rate of UK corporation tax is set to increase from 19% to 25% with effect from April 2023. As this information was not known at the time of these valuations, the increased tax rate has not been factored into the calculations of the fair value of the portfolio of assets as at 31 December 2020.

Other key assumptions include:

Power Price Forecasts

The power price forecasts used in the valuations are based on market forward prices in the near term, followed by an equal blend of up to three independent and widely-used market expert consultants' relevant technology-specific capture price forecasts for each asset.

Asset Lives

The length of the period of operations assumed in the valuation is determined on an asset-by-asset basis taking into account the lease agreements, permits or planning permissions in place as well as any extension rights, renewal regimes or wider policy considerations, together with the technical characteristics of the asset.

Fair value of intermediate holding companies

The assets in the intermediate holding companies substantially comprise working capital balances, therefore the Directors consider the fair value to be equal to the book values. The valuation sensitivity of each assumption is shown in Note 15.

10. Trade and other receivables

	As at 31 December 2020 £'000
Accrued interest receivable	1
Other receivables	126
Total	**127**

11. Trade and other payables

	As at 31 December 2020 £'000
Accrued expenses	2,065
Total	**2,065**

12. Share capital

Allotted, issued and fully paid:	Number of shares	Nominal value of shares (£)
Opening balance as at 11 October 2019	-	-
Allotted upon incorporation		
Ordinary Shares of 1p each ('Ordinary Shares')	1	-
Management Shares paid up to one quarter of their nominal value ('Management Shares')	50,000	12,500
Allotted/redeemed following admission to LSE		
Ordinary Shares issued	349,999,999	3,500,000
Management Shares redeemed	(50,000)	(12,500)
Closing balance of Ordinary Shares at 31 December 2020	**350,000,000**	**3,500,000**

13. Special reserve

As indicated in the Company's prospectus dated 19 November 2019, following admission of the Company's Ordinary Shares to trading on the London Stock Exchange, the Directors applied to the Court and obtained a judgement on 18 February 2020 to cancel the amount standing to the credit of the share premium account of the Company.

As stated by the Institute of Chartered Accountants in England and Wales ("ICAEW") and the Institute of Chartered Accountants in Scotland ("ICAS") in the technical release TECH 02/17BL, The Companies (Reduction of Share Capital) Order 2008 SI 2008/1915 ("the Order") specifies the cases in which a reserve arising from a reduction in a company's capital (i.e., share capital, share premium account, capital redemption reserve or redenomination reserve) is to be treated as a realised profit as a matter of law. The Order also disapplies the general prohibition in section 654 on the distribution of a reserve arising from a reduction of capital. The Order provides that if a limited company having a share capital reduces its capital and the reduction is confirmed by order of court, the reserve arising from the reduction is treated as a realised profit unless the court orders otherwise.

The amount of the share premium account cancelled and credited to the Company's Special reserve is £339,500,000, which can be utilised to fund distributions by way of dividends to the Company's shareholders.

14. Net asset per Ordinary Share (pence)

	As at 31 December 2020
Total shareholders' equity (£'000)	343,927
Number of Ordinary Shares in issue ('000)	350,000
Net asset value per Ordinary Share (pence)	**98.26p**

15. Financial instruments by category

The table below sets out the classifications of the carrying amounts of the Company's financial assets and financial liabilities into categories of financial instruments. There are no non recurring fair value measurements.

	As at 31 December 2020				
	Cash and bank balances £'000	Loans and receivables £'000	Financial assets at fair value through profit or loss £'000	Financial liabilities at amortised cost £'000	Total £'000
Non-current assets					
Equity investments at fair value through profit or loss	-	-	55,653	-	55,653
Loan investments at fair value through profit or loss	-	-	203,027	-	203,027
Current assets					
Trade and other receivables	-	127	-	-	127
Cash and cash equivalents	87,185	-	-	-	87,185
Total assets	**87,185**	**127**	**258,680**	**-**	**345,992**
Current liabilities					
Trade and other payables	-	-	-	(2,065)	(2,065)
Total liabilities	**-**	**-**	**-**	**(2,065)**	**(2,065)**
Net assets	**87,185**	**127**	**258,680**	**(2,065)**	**343,927**

In the table above, financial instruments are held at carrying value as an approximation to fair value unless stated otherwise.

IFRS 13 requires the Company to classify its investments in a fair value hierarchy that reflects the significance of the inputs used in making the measurements. IFRS 13 establishes a fair value hierarchy that prioritises the inputs to valuation techniques used to measure fair value. The three levels of fair value hierarchy under IFRS 13 are as follows:

Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities	**Level 2**: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)	**Level 3:** fair value measurements are those derived from valuation techniques that include inputs to the asset or liability that are not based on observable market data (unobservable inputs)

	As at 31 December 2020			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets				
Investments at fair value through profit or loss	-	-	258,680	258,680
Total financial assets	**-**	**-**	**258,680**	**258,680**

There were no Level 1 or Level 2 assets or liabilities during the period. There were no transfers between Level 1 and 2, Level 1 and 3 or Level 2 and 3 during the period.

Included within investments at fair value through profit or loss is an amount of £1.8 million relating to a derivative option (associated with the conditional acquisition) recognised in an intermediate holding company.

Reconciliation of Level 3 fair value measurement of financial assets and liabilities

An analysis of the movement between opening to closing balances of the investments at fair value through profit or loss (all classified as Level 3) is given in Note 9.

The fair value of the investments at fair value through profit or loss includes the use of Level 3 inputs. Refer to Note 9 for details on the valuation methodology.

Valuation Sensitivities

Discount rate

The discount rate is considered the most significant unobservable input through which an increase or decrease would have a material impact on the fair value of the investments at fair value through profit or loss.

An increase of 0.5% in the discount rate would cause a decrease in total portfolio value of 5.2p per Ordinary Share and a decrease of 0.5% in the discount rate would cause an increase in total portfolio value of 5.6p per Ordinary Share.

Inflation rate

The sensitivity of the investments to movement in inflation rates is as follows:

A decrease of 0.5% in inflation rates would cause a decrease in total portfolio value of 3.8p per Ordinary Share and an increase of 0.5% in inflation rates would cause an increase in total portfolio value of 4.1p per Ordinary Share.

Power price and Generation

Wind and solar assets are subject to power price and power generation risks. The sensitivities of the investments to movement in level of power output and power price are as follows:

The fair value of the investments is based on a "P50" level of power output being the expected level of generation over the long term. An assumed "P90" level of power output (i.e. a level of generation that is below the "P50", with a 90% probability of being exceeded) would cause a decrease in the total portfolio value of 10.4p per Ordinary Share and an assumed "P10" level of power output (i.e. a level of generation that is above the "P50", with a 10% probability of being achieved) would cause an increase in the total portfolio value of 10.5p per Ordinary Share.

A decrease of 10% in power price would cause a decrease in the total portfolio value of 7.2p per Ordinary Share and an increase of 10% in power price would cause an increase in the total portfolio value of 7.2p per Ordinary Share.

16. Financial risk management

The Company's activities expose it to a variety of financial risks; including foreign currency risk, interest rate risk, power price risk, credit risk and liquidity risk. The Board of Directors has overall responsibility for overseeing the management of financial risks, however the review and management of financial risks are delegated to the AIFM. Each risk and its management are summarised below.

(i) Currency risk

Foreign currency risk is defined as the risk that the fair values of future cashflows will fluctuate because of changes in foreign exchange rates. The Company seeks to minimise the volatility of cash flows in non-GBP currencies over the short to medium term through its foreign exchange hedging policy; which requires a minimum of 50% of all forecasted distributions denominated in foreign currencies to be hedged over 5 years in order to give the Company some certainty over the future cashflows and reduce its exposure to foreign exchange risk. The Company also has the ability to hedge a portion of value thereafter so as to limit volatility of the Company's NAV to foreign exchange risk.

(ii) Interest rate risk

The Company's interest rate risk on interest bearing financial assets is limited to interest earned on cash and loan investments into project companies, which yield interest at a fixed rate. The portfolio's cashflows are continually monitored and reforecast, both over the near future and the long term, to analyse the cash flow returns from investments.

The Group may use borrowings to finance the acquisition of investments and the forecasts are used to monitor the impact of changes in borrowing rates against cash flow returns from investments as increases in borrowing rates will reduce net interest margins. The Group's policy is to ensure that interest rates are sufficiently hedged to protect the Group's net interest margins from significant fluctuations when entering into material medium/ long term borrowings. This includes engaging in interest rate swaps or other interest rate derivative contracts.

The Company's interest and non-interest bearing assets and liabilities as at 31 December 2020 are summarised below:

Assets	Interest bearing £'000	Non-interest bearing £'000	Total £'000
Cash and cash equivalents	78,268	8,917	87,185
Trade and other receivables	-	127	127
Investments at fair value through profit or loss	203,026	55,654	258,680
Total assets	**281,294**	**64,698**	**345,992**
Liabilities			
Trade and other payables	-	(2,065)	(2,065)
Total liabilities	**-**	**(2,065)**	**(2,065)**

(iii) Power Price risk

The wholesale market price of electricity and gas is volatile and is affected by a variety of factors, including market demand for electricity and gas, the generation mix of power plants, government support for various forms of power generation, as well as fluctuations in the market prices of commodities and foreign exchange. Whilst some of the Company's renewable energy projects benefit from fixed prices, others have revenue which is in part based on wholesale electricity and gas prices. The Investment Manager continually monitors energy price forecast and aims to put in place mitigating strategies, such as hedging arrangements or fixed PPA contracts to reduce the exposure of the Company to this risk.

(iv) Credit risks

Credit risk is the risk that a counterparty of the Group will be unable or unwilling to meet a commitment that it has entered into with the Group. The credit standing of subcontractors is reviewed, and the risk of default estimated for each significant counterparty position. Monitoring is on-going, and year end positions are reported to the Board on a quarterly basis. The Group's largest credit risk exposure to a project at 31 December 2020 was to OX2 Construction AB representing 16% of the portfolio by value.

The Group's investments enter into Power Price Agreements ("PPA") with a range of providers through which electricity is sold. The largest PPA provider to the portfolio at 31 December 2020 was EDF who provided PPAs to projects in respect of 21% of the portfolio by value.

Credit risk also arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions. The Company and its subsidiaries mitigate their risk on cash investments and derivative transactions by only transacting with major international financial institutions with high credit ratings assigned by international credit rating agencies.

The Group's commitment in respect of its conditional acquisition is accounted for as a derivative option in an intermediate holding company.

(v) Liquidity risks

Liquidity risk is the risk that the Group may not be able to meet its financial obligations as they fall due. The AIFM and the Board continuously monitor forecast and actual cashflows from operating, financing, and investing activities to consider payment of dividends, repayment of trade and other payables or funding further investing activities. The Group ensures it maintains adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Group's investments are generally in private companies, in which there is no listed market and therefore such investment would take time to realise, and there is no assurance that the valuations placed on the investments would be achieved from any such sale process.

Financial assets and liabilities by maturity at the period end are shown below:

	Less than 1 year £'000	1-5 years £'000	More than 5 years £'000	Total £'000
Assets				
Investments at fair value through profit or loss	-	-	258,680	258,680
Trade and other receivables	127	-	-	127
Cash and cash equivalents	87,185	-	-	87,185
Liabilities				
Trade and other payables	(2,065)	-	-	(2,065)
	85,247	**-**	**258,680**	**343,927**

Capital management

The Company has implemented an efficient financing structure that enables it to manage its capital effectively. The Company's capital structure comprises equity only (refer to the statement of changes in equity).

The Company's direct subsidiary, ORIT Holdings II Limited, has a £150 million revolving credit facility with Banco de Sabadell, Intesa Sanpaolo, National Australia Bank, NatWest and Santander. The facility was £nil drawn at 31 December 2020.

17. Related party transactions

During the period, interest totalling £ 7,680,000 was earned, in respect of the long term interest-bearing loan between the Company and its subsidiaries. At the period end, no interest earned was outstanding.

AIFM and Investment Manager

The Company has appointed Octopus AIF Management Limited to be the Alternative Investment Fund Manager of the Company (the "AIFM") for the purposes of Directive 2011/61/EU of the European Parliament and of the Council on Alternative Investment Fund Managers. Accordingly, the AIFM is responsible for the portfolio management of the Company and for exercising the risk management function in respect of the Company. The AIFM has delegated portfolio management services to Octopus Investments Limited, the Company's Investment Manager.

The AIFM is entitled to a management fee of 0.95% per annum of Net Asset Value of the Company up to £500 million and 0.85% per annum of Net Asset Value in excess of £500 million, payable quarterly in arrears. No performance fee or asset level fees are payable to the AIFM under the Management Agreement.

During the period, the Investment management fee charged to the Company by the AIFM was £3,447,000, of which £1,638,000 remained payable at the period end date.

Directors

The Company is governed by a Board of Directors (the "Board"), all of whom are independent and non-executive. During the period, the Board received fees for their services of £160,900 and were paid £3,000 in expenses. As at the period end, there were no outstanding fees payable to the Board.

Each of the Directors, save for Elaina Elzinga (who is a U.S. Person), has agreed that any fees payable to them shall, save where the Company and the Directors agree otherwise, be satisfied in Ordinary Shares transferred at market value. Any Ordinary Shares transferred to the Directors pursuant to these arrangements shall be subject to the terms of the Lock-in Deed, which prohibits them to sell, grant options over or otherwise dispose of any interest in any Ordinary Shares transferred to them in satisfaction of their entitlement to directors' fees (save in certain circumstances, including: (i) in acceptance of a general offer made for the entire issued share capital of the Company; or (ii) pursuant to an intervening court order; or (iii)following termination of their appointment as a non-executive Director of the Company) prior to the date which is 12 months after the date of transfer of the relevant Ordinary Shares.

The Directors had the following shareholdings in the Company, all of which were beneficially owned.

	Ordinary Shares as at date of this report	Ordinary Shares as at 31 December 2020
Phil Austin MBE	43,229	43,229
James Cameron	26,301	26,301
Elaina Elzinga	-	-
Audrey McNair	26,733	26,733

18. Subsidiaries

As a result of applying Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27), no subsidiaries have been consolidated in these financial statements. The Company's subsidiaries are listed below:

Name	Category	Place of business	Registered Office*	Ownership interest
ORIT Holdings Limited	Intermediate Holdings	UK	A	100%
ORIT Holdings II Limited	Intermediate Holdings	UK	A	100%
ORIT UK Acquisitions Limited	Intermediate Holdings	UK	A	100%
Abbots Ripton Solar Energy Limited	Project company	UK	A	100%
Chisbon Solar Farm Limited	Project company	UK	A	100%
Jura Solar Limited	Project company	UK	A	100%
Mingay Farm Limited	Project company	UK	A	100%
NGE Limited	Project company	UK	A	100%
Sun Green Energy Limited	Project company	UK	A	100%
Westerfield Solar Limited	Project company	UK	A	100%
Wincelle Solar Limited	Project company	UK	A	100%
Heather Wind AB	Project company	Sweden	B	100%
Solstice 1A GmbH	Portfolio-level Holdings	Germany	C	100%
SolaireCharleval SAS	Project company	France	D	100%
SolaireIstres SAS	Project company	France	D	100%

Name	Category	Place of business	Registered Office*	Ownership interest
SolaireCuges-Les-Pins SAS	Project company	France	D	100%
SolaireChalmoux SAS	Project company	France	D	100%
SolaireLaVerdiere SAS	Project company	France	D	100%
SolaireBrignoles SAS	Project company	France	D	100%
SolaireSaint-Antonin-du-Var SAS	Project company	France	D	100%
Centrale Photovoltaique de IOVI 1 SAS	Project company	France	D	100%
Centrale Photovoltaique de IOVI 3 SAS	Project company	France	D	100%
Arsac 2 SAS	Project company	France	D	100%
Arsac 5 SAS	Project company	France	D	100%
SolaireFontienne SAS	Project company	France	D	100%
SolaireOllieres SAS	Project company	France	D	100%
Eylsia SAS	Portfolio-level Holdings	France	E	100%
CEPE Cerisou	Project company	France	F	100%

* Registered offices:
A – 6th Floor, 33 Holborn, London, EC1N 2HT, England
B – Lilla Nygatan 1, 111 28 Stockholm, Sweden
C – Maximilianstraße, 3580539 München, Germany
D – 52 Rue de la Victoire 75009, Paris, France
E – 4 Rue de Marivaux, 75002 Paris, France
F - Z.I de Courtine, 330 rue du Mourelet, 84000. Avignon, France

19. Guarantees and other commitments

As at 31 December 2020 the Company's subsidiaries had future investment obligations totalling £89.5m relating to its wind farms currently undergoing construction and its conditional acquisition in Spain. The Company and its intermediate holding companies have provided guarantees in respect of these commitments.

The Company also provides guarantees in respect of the foreign exchange hedges entered into by its intermediate holding companies to enable it to minimise its exposure to changes in underlying foreign exchange rates.

20. Contingent acquisition

On 30 September 2020 an intermediate holding company, ORIT Holdings Limited, entered into a Share Purchase Agreement ("SPA") for the acquisition of a 100% interest in a portfolio of solar PV assets located in southern Spain. The purchase price will be based on the MWp of the portfolio and will only become payable once the assets become ready to build, which is expected to be in January 2023. With the exception of the initial payment, no other assets or liabilities have been recognised in respect of this transaction as at 31 December 2020 as planning approval has not yet been granted and this will determine the MWp of the portfolio and acquisition price payable.

If the conditions of the sale are not satisfied, the initial payment of £1.8m is fully refundable and backed by a Bank Guarantee.

21. Post period end events

On 27 January 2021 the Company announced that it had successfully refinanced its French portfolio of operational solar PV assets. The new €125.7m fully amortising debt facility, provided by Allied Irish Banks p.l.c., Société Générale and La Banque Postale, extends the maturity date of the financing by over 5 years to December 2038 and significantly reduces ongoing interest costs. The facility has a margin of 1.25% above EURIBOR, which has been fixed at minus 0.12% for 85% of the facility value, leading to an all-in rate of 1.13%.

On 5 February 2021 the Company declared an interim dividend in respect of the period ended 31 December 2020 of 1.06p per Ordinary Share for £3.71 million based on a record date of 19 February 2021 and ex-dividend date of 18 February 2021 and the number of Ordinary Shares in issue being 350,000,000. This dividend was paid on 5 March 2021.

There are no other events after the balance sheet date which are required to be disclosed.

Other information

Alternative Performance Measures

In reporting financial information, the Company presents alternative performance measures, ("APMs"), which are not defined or specified under the requirements of IFRS. The Company believes that these APMs, which are not considered to be a substitute for or superior to IFRS measures, provide stakeholders with additional helpful information on the performance of the Company. The APMs presented in this report are shown below:

Gross asset value (GAV)

A measure of total asset value including debt held in unconsolidated subsidiaries

As at 31 December 2020		Page	£m
NAV	a	132	343.9
Debt	b	n/a	97.1
Total GAV	**a + b**		**441.0**

Total return

A measure of performance over the reporting period (includes dividends reinvested)

Period ended 31 December 2020		Page	Shareholder	NAV
Issue price at IPO (10 December 2019) - pence	a	n/a	100.00	98.00
Closing share price at 31 December 2020 - pence	b	132	113.80	98.26
Benefits of reinvesting dividends - pence	d	n/a	0.02	0.02
Dividends paid - pence	c	143	2.12	2.12
Total return	**((b+c+d)÷a)-1**		**15.9%**	**2.4%**

Premium to NAV

The amount, expressed as a percentage, by which the share price is more than the NAV per Ordinary Share.

As at 31 December 2020		Page	
NAV per Ordinary Share - pence	a	132	98.26
Share price - pence	b	n/a	113.80
Premium	**(b÷a)-1**		**15.8%**

Ongoing charges ratio

A measure, expressed as a percentage of average net assets, of the regular, recurring annual costs of running the Company per Ordinary Share. This has been calculated and disclosed in accordance with the AIC methodology.

Period ended 31 December 2020		Page	£'000
Average NAV	a	n/a	342,264
Annualised expenses	b	n/a	3,931
Ongoing charges ratio	**(b÷a)**		**1.15%**

Dividend yield

This is the annualised measure of the amount of cash dividends paid out to shareholders relative to the market value per share.

Period ended 31 December 2020		Page	
Dividend from IPO to 31 December 2020 - pence	a	143	3.18
Ordinary Share price as at 31 December 2020 - pence	b	n/a	113.80
Issue Price at IPO - pence	c	n/a	100.00
Annualisation factor from IPO to 31 December 2020	d	n/a	0.94
Dividend yield by reference to share price	**(a÷bxd)**		**2.6%**
Dividend yield by reference to Issue Price	**(a÷cxd)**		**3.0%**

n/a = not applicable.

Glossary

AIC	Association of Investment Companies
AIFMD	the EU Alternative Investment Fund Managers Directive (No. 2011/61/EU)
AIFM	Alternative Investment Fund Manager; Octopus AIF Management Limited
APM	Alternative Performance Measures
ARC	Audit and Risk Committee
BoP	Balance of Plant
CfD	Contract for Difference
the Company or ORIT	Octopus Renewables Infrastructure Trust plc
DCF	Discounted Cash Flow
DNO	Distribution Network Operator
DTG	Disclosure Guidance and Transparency Rules
Group	the Company along with all its subsidiaries (as disclosed in note 18)
ESG	Environmental, Social and Governance
EU	European Union
FCA	Financial Conduct Authority
FERA	Fuel and Energy Related Activities
First Issue	Shares issued at IPO on 10 December 2019
FiT	Feed-in-Tariff
FRC	Financial Reporting Council
GAV	Gross Asset Value
GW	Gigawatt
IPO	Initial Public Offering
Issue Price	Share price at First Issue - £1.00
Investment Manager	Octopus Renewables, part of Octopus Investments Limited
KPI	Key Performance Indicators
LSE	London Stock Exchange
Management Agreement	The Alternative Investment Fund Management Agreement between the Company and the AIFM
MW	Megawatt
NAV	Net Asset Value
OCR	Ongoing Charges Ratio
ODFM	Optional Downward Flexibility Management
O&M	Operations and Maintenance
Portfolio of assets	The 24 renewable energy assets in which the Company had an investment as at 31 December 2020
PPA	Power Purchase Agreement
PV	Photovoltaic

RCF	Revolving Credit Facility
RIDDOR	Reporting of Injuries, Diseases and Dangerous Occurrences Regulations
ROC	Renewable Obligation Certificates
SH&E	Safety, Health & Environment
SASB	Sustainability Accounting Standards Board
SPV	Special Purpose Vehicle
SGD	Sustainable Development Goals
SORP	Statement of Recommended Practice
TCFD	Task Force on Climate-related Financial Disclosures
WEP	Wholesale Electricity Price

Company information

Directors (all non-executive)
Phil Austin MBE (Chairman)
James Cameron
Elaina Elzinga
Audrey McNair

Administrator and Company Secretary
PraxisIFM Fund Services (UK) Limited
1st Floor
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EC4V 4AB

Broker
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Solicitors to the Company
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Alternative Investment Fund Manager ("AIFM")
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EC1N 2HT

Investment Manager
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EC1N 2HT

Registrar
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Depositary
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London
NW1 6AA

Independent Auditors
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Orchard Street
Newcastle upon Tyne
NE1 3AZ

* Registered in England and Wales - No. 12257608

Notice of Annual General Meeting

In line with the requirements of the Companies Act 2006, the Company will hold an Annual General Meeting ("AGM") of shareholders to consider the resolutions laid out in the Notice of Meeting below.

The well-being and safety of shareholders and service providers is a primary concern for the Directors of the Company and taking into account the prevailing regulations and guidance relating to the COVID-19 crisis, the Directors have determined that the AGM will be run as a combined physical and electronic meeting. Shareholders and their proxies will not be permitted to attend the meeting in person. Instead, shareholders can participate in the AGM virtually via video conference, where they will be able to vote and ask questions. Details of how to attend by video conference can be found in Note 4 below.

Even if you intend to attend the AGM via video conference, all shareholders are encouraged to cast their vote by proxy and to appoint the "Chair of the Meeting" as their proxy. Details of how to vote, either electronically, by proxy form or through CREST, can be found in the Notes to the Notice of AGM below.

As shareholders will currently be unable to attend the AGM in person, all resolutions will be decided on a poll to be called by the "Chair of the Meeting". This reflects current best practice and ensures that shareholders who have appointed the "Chair of the Meeting" as their proxy have their votes fully taken into account. The results of the poll will be announced via a regulatory information service and placed on the Company's website as soon as practicable after the conclusion of the AGM.

Shareholders are invited to send any questions for the Board or the Investment Manager in advance by email to oritcosec@PraxisIFM.com by close of business on 6 April 2021.

Should any changes be required to be made to the arrangements for the AGM, they will be announced via a regulatory information service and included on the Company's website, www.octopusrenewablesinfrastructure.com. Alternatively, shareholders can contact the Registrar, Computershare Investor Services PLC, for updated information (please see Notes to the Notice of AGM for the Registrar's contact details).

Notice of Meeting

Notice is hereby given that the AGM of Octopus Renewables Infrastructure Trust plc will be held at Charter Place, 23/27 Seaton Place, St Helier, Jersey, JE1 1JY on 8 April 2021 at 10.00 a.m. for the following purposes:

To consider and if thought fit pass the following resolutions of which resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 14 will be proposed as special resolutions.

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2020 (the "Annual Report").
2. To approve the Directors' Remuneration Policy included in the Annual Report.
3. To approve the Directors' Remuneration Report included in the Annual Report.
4. To elect Philip Austin as a director of the Company.
5. To elect James Cameron as a director of the Company.
6. To elect Elaina Elzinga as a director of the Company.
7. To elect Audrey McNair as a director of the Company.
8. To appoint PricewaterhouseCoopers LLP as auditor to the Company.
9. To authorise the Directors to fix the remuneration of the auditor until the conclusion of the next Annual General Meeting of the Company.

10. That the Directors be authorised to declare and pay all dividends of the Company as interim dividends and for the last dividend referable to a financial year not be categorised as a final dividend that is subject to shareholder approval.

11. That the Directors be and are hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) to exercise all powers of the Company to allot ordinary shares of 1 penny each in the Company ("Ordinary Shares") up to an aggregate nominal value of £700,000 (equivalent to 20% of the issued share capital of the Company as at the date of this notice of this annual general meeting) and that this authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, on the expiry of 15 months from the passing of this resolution, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired.

12. That, subject to the passing of resolution 11, in substitution for any existing power under sections 570 and 573 of the Companies Act 2006 (the "Companies Act") but without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby empowered, pursuant to sections 570 and 573 of the Companies Act, to allot Ordinary Shares and/or sell Ordinary Shares from treasury, in each case for cash pursuant to the authority conferred by resolution 11 up to an aggregate nominal value of £700,000 (equivalent to 20% of the issued share capital of the Company as at the date of this notice of annual general meeting) as if section 561 of the Companies Act did not apply to such allotment or sale and that this power shall expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, on the expiry of 15 months from the passing of this resolution, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment or sale of Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired.

13. That the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act to make market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares, provided that:

    (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 52,456,000 (representing 14.99% of the Company's issued share capital of the Company at the date of this notice of annual general meeting);

    (b) the minimum price (exclusive of any expenses) which may be paid for an Ordinary Share is 1 penny;

    (c) the maximum price (exclusive of any expenses) which may be paid for each Ordinary Share is not more than the higher of (i) 5% above the average of the middle market quotations for the Ordinary Shares for the five business days immediately before the day on which that Ordinary Share is contracted for purchases and (ii) the higher of the price of the last independent trade and the highest then current independent bid for the Ordinary Shares on the trading venue where the purchase is carried out;

(d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, on the expiry of 15 months from the passing of this resolution, unless such authority is renewed or revoked by the Company prior to such time; and

(e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiration of such authority and may purchase Ordinary Shares pursuant to any such contract as if the authority had not expired.

14. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the Company's next annual general meeting after the date of the passing of this resolution.

By order of the Board
Brian Smith
For and on behalf of PraxisIFM Fund Services, (UK) Limited
Company Secretary

Registered Office:
1st Floor, Senator House, 85 Queen Victoria Street
London, EC4V 4AB

12 March 2021

Notes

1. Holders of ordinary shares of one penny each in the capital of the Company ("Shares") are entitled to attend, speak and vote at the AGM, however there are currently restrictions on attending the AGM in person as outlined above and the AGM will be held both physically and virtually via video conference and Shareholders (other than those required to form the quorum for the AGM) will not be permitted to attend in person. A Shareholder entitled to attend, speak and vote at the AGM may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the AGM. A proxy need not be a shareholder of the Company. If multiple proxies are appointed, they must not be appointed in respect of the same Shares. To be effective, the enclosed form of proxy ("Form of Proxy"), together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 10.00 a.m. on 6 April 2021.

2. If you return more than one proxy appointment, either by paper or electronic communication, that validly received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

3. As an alternative to completing the Form of Proxy, shareholders can appoint a proxy electronically via the Registrar's online voting portal www.investorcentre.co.uk/eproxy. For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than 10.00 a.m. on 6 April 2021.

4. Shareholders can participate in the AGM electronically, should they wish to do so. This can be done by accessing the meeting website: https://web.lumiagm.com. This can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. On accessing the meeting website, you will be asked to enter the Meeting ID: 169-237-837. You will then be prompted to enter your unique

shareholder reference number (SRN) and PIN. These can be found printed on your Form of proxy. Access to the meeting will be available from 9.45 a.m. on 8 April 2021; however, your ability to vote will not be enabled until the Chair formally declares the poll open.

5. The appointment of a proxy will not normally prevent a Shareholder from attending the AGM, speaking and voting if he/she so wishes, however there are currently restrictions on attendance as set out above. The Articles provide that (subject to certain exceptions) at the AGM each Shareholder present in person or by proxy shall have one vote on a show of hands and on a poll every Shareholder present in person or by proxy shall have one vote for every Share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing by no later than 10.00 a.m. on 6 April 2021. Amended instructions must be received by the Registrar by the deadline for receipt of proxies. Where you have appointed a proxy using the Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact the Registrar's helpline on 0370 707 1346 (or +44 370 707 1346 from outside the UK). Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).

6. To appoint more than one proxy, Shareholders will need to complete a separate Form of Proxy in relation to each appointment, stating clearly on each Form of Proxy the number of Shares in relation to which the proxy is appointed. A failure to specify the number of Shares to which each proxy appointment relates or specifying an aggregate number of Shares in excess of those held by the Shareholder will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. If you require additional Forms of Proxy, please contact the Registrar's helpline on 0370 707 1346 (or +44 370 707 1346 from outside the UK). Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). All Forms of Proxy must be signed and should be returned together in the same envelope if possible.

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holders (the first named being the most senior).

8. Only those Shareholders registered in the register of members of the Company as at 6.30 p.m. on 6 April 2021 (the "specified time") shall be entitled to vote at the AGM in respect of the number of Shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.30 p.m. on 6 April 2021 shall be disregarded in determining the rights of any person to vote at the AGM. If the AGM is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of Shareholders to vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the AGM is adjourned for a longer period then, to be so entitled, Shareholders must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

9. Shareholders who hold their Shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com.

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by following the procedures described in the CREST manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual (available via www.euroclear.com). The message, in order to be valid, must be transmitted so as to be received by the Company's agent, ID: 3RA50, by the latest time for receipt of proxy appointments specified in note 1 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.
13. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
15. A person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in note 1above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered Shareholders of the Company. Shareholders and Nominated Persons are reminded that there are restrictions on attendance at the AGM, as set out in these Notes.
16. As at 12 March 2021, the Company's issued share capital amounted to 350,000,000 Shares carrying one vote each. No Shares were held in treasury. Therefore, the total voting rights of the Company as at the date of this Notice of AGM were 350,000,000.

17. Any corporation which is a Shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same Shares. However, before deciding to elect to appoint a corporate representatives, Shareholders should take note of the restrictions on attendance at the AGM, as set out in this Notice of AGM. Corporate shareholders may also appoint one or more proxies in accordance with note 6.

18. While Shareholders are welcome to attend the AGM by video conference, they are also invited to submit questions in advance by email to oritcosec@PraxisIFM.com by the close of business on 6 April 2021. The Company must cause to be answered any question asked by a Shareholder relating to the business being dealt with at the meeting unless:

    (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;

    (b) the answer has already been given on a website in the form of an answer to a question; or

    (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

19. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chair of the meeting as his/her proxy is to ensure that both he/she and his/her proxy comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

20. This Notice of AGM, the information required by section 311A of the Companies Act 2006 and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of AGM, will be available on the Company's website at www.octopusrenewablesinfrastructure.com.

21. Shareholders may not use any electronic address provided either in the Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

Octopus Renewables Infrastructure Trust Plc

Computershare

All Correspondence to:
Computershare Investor Services PLC
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY

MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

000001

As a result of the current restrictions in connection with the COVID-19 pandemic, in particular on public gatherings, the Annual General Meeting will be run via video conferencing and Shareholders (other than those required to form the quorum for the Annual General Meeting) will not be permitted to attend in person. Any person who does attempt to attend the Annual General Meeting in person will be refused admission.

To participate in the AGM electronically, please see the enclosed Online User Guide or visit the company's website www.octopusrenewablesinfrastructure.com for the notice of meeting.

Form of Proxy - Annual General Meeting to be held on **8 April 2021**

Cast your Proxy online**...It's fast, easy and secure!**
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

SRN:

PIN:

View the Notice of General Meeting online: **www.octopusrenewablesinfrastructure.com**

Register at **www.investorcentre.co.uk -** elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 6 April 2021 at 10.00 am.

Explanatory Notes:

1. **Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting. The appointment of a proxy will not normally prevent a Shareholder from attending the AGM, speaking and voting if he/she so wishes, however there are currently restrictions on attendance outlined in the Notice of Meeting and shareholders are encouraged to appoint the Chair of the meeting as their proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes).**
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1346 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. In the case of joint holders where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted.
4. The right to appoint a proxy, does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights
5. The 'Vote Withheld' option overleaf is provided to enable you to abstain on the resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1346 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
9. Any alterations made to this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

C0000000000

*

I/We hereby appoint the Chair of the Annual General Meeting OR the person indicated in the box above** as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Octopus Renewables Infrastructure Trust Plc to be held on **8 April 2021** at **10.00 am,** and at any adjourned meeting.

*** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).**
**** Please refer to Explanatory Note 1 (see front)**

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. ☒ Vote

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2020 (the "Annual Report").	☐	☐	☐
2. To approve the Directors' Remuneration Policy included in the Annual Report.	☐	☐	☐
3. To approve the Directors' Remuneration Report included in the Annual Report.	☐	☐	☐
4. To elect Philip Austin as a director of the Company.	☐	☐	☐
5. To elect James Cameron as a director of the Company.	☐	☐	☐
6. To elect Elaina Elzinga as a director of the Company.	☐	☐	☐
7. To elect Audrey McNair as a director of the Company.	☐	☐	☐
8. To appoint PricewaterhouseCoopers LLP as auditor to the Company.	☐	☐	☐
9. To authorise the Directors to fix the remuneration of the auditor until the conclusion of the next Annual General Meeting of the Company.	☐	☐	☐
10. To authorise the Directors to declare and pay all dividends of the Company as interim dividends.	☐	☐	☐
11. To authorise the Directors to allot relevant securities under section 551 of the Companies Act 2006.	☐	☐	☐
Special Resolutions			
12. To authorise the Directors to disapply pre-emption rights under sections 570 and 573 of the Companies Act 2006.	☐	☐	☐
13. To authorise the Company to make market purchases of its own ordinary shares.	☐	☐	☐
14. To authorise that General Meetings, other than Annual General Meetings, may be called on 14 clear days' notice.	☐	☐	☐

DD / MM / YY

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature **Date**

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

This document is printed on Arcoprint, a paper sourced from well managed, responsible, FSC® certified forests and other controlled sources. The pulp used in this product is bleached using an elemental chlorine free (ECF) process.

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