



Melton Renewable Energy UK PLC

£152,000,000 6.75% Senior Secured Notes due 2020

Issued by Melton Renewable Energy UK PLC

Quarterly Report (Q1 – 2017/18)

Financial Results for the quarter ended September 30, 2017

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## FORWARD LOOKING STATEMENTS

Except for historical information contained herein, statements contained in this quarterly report may constitute “forward looking statements” within the meaning of U.S. securities laws and the laws of certain other jurisdictions which are based on our current expectations and projections about future events.

All statements other than statements of historical facts included herein, including, without limitation, statements regarding our future financial position, risks and uncertainties related to our business, strategy, capital expenditures, projected costs and our plans and objectives for future operations, may be deemed to be forward-looking statements. Forward-looking statements are typically identified by words such as “aim,” “anticipate,” “assume,” “believe,” “could,” “can have,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “predict,” “projects,” “risk,” “should,” “suggests,” “targets,” “will,” “would,” and words of similar meaning or the negatives of these words in connection with a discussion of future operating or financial performance. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct and that such statements are not guarantees of future performance because they are based upon numerous assumptions. You should not place undue reliance on these forward-looking statements.

Many factors may cause our results of operations, financial condition, liquidity and the development of the industry in which we compete to differ materially from those expressed or implied by the forward-looking statements contained herein. Factors that could cause such differences in actual results include, but are not limited to:

- reduction or abandonment of, or changes in, governmental support for renewable energy sources;
- the availability and the price of biomass fuel;
- changes to the current regulatory framework;
- environmental obligations which could require decontamination works or closure of our landfill sites;
- fluctuations in market prices of electricity, oil, natural gas, carbon and other traditional fuel products;
- fluctuations in the demand for and supply of ROCs;
- our dependence on our relationships with third-party off-takers;
- the termination of our key contracts;
- variation in the output of landfill gas and the associated difficulty in predicting such output;
- our dependence on landfill site owners and operators for access to and operations on our landfill sites;
- our compliance with extensive environmental laws and regulations;
- governmental regulation of landfill sites that may restrict our operations or increase our costs of operations;
- our volatile income from recycled ROC buy-out payments;
- economic conditions and their impact on demand for electricity and the volume of waste produced;
- our ability to maintain relationships with suppliers and regulatory authorities;
- mechanical failure, equipment malfunction or technological breakdown of our assets;
- catastrophes or other unexpected physical conditions at one or more of our facilities;
- uncertainties related to the costs and duration of our regular maintenance shutdowns;
- uncertainties related to the costs and capital expenditure associated with the maintenance of our energy generating plants and assets;
- our dependence on eight landfill sites for a significant amount of our total landfill gas power generation capacity;
- uncertainties related to devolution of political powers in the United Kingdom;
- the effect of legal proceedings on our reputation, financial condition, results of operations and cash flows;
- our exposure to the risk of material health and safety liabilities;

- damage resulting from our employees and agents acting outside our policies and procedures;
- our dependence on good relations with our employees, unions and employee representatives to avoid business interruptions, implement restructurings and amend existing collective bargaining agreements;
- our inability to attract and retain key personnel;
- our ability to maintain adequate insurance coverage;
- risks related to competitors with more established and well-recognized companies, which offer similar products and services;
- the impact of changes in tax laws or challenges to our tax position; and
- other risks associated with our structure, our financial profile, the Notes and our other indebtedness discussed under “Risk Factors”(see below).

For a more complete discussion of the factors that could affect our future performance and the markets in which we operate, please read the sections entitled “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Industry and Market Data” and “Business” of the Offering Memorandum relating to the Notes (the “Offering Memorandum”).

You are cautioned not to place undue reliance on these forward looking statements, which are made as of the date of this quarterly report and are not intended to give any assurance as to future results.

We undertake no obligation to, and do not intend to, publicly update or revise any of these forward looking statements, whether as a result of new information, future events or developments or otherwise.

## KEY EVENTS AND RECENT DEVELOPMENTS

### Electricity prices

The following is not a prediction or a projection of wholesale electricity prices for any future period or a projection or prediction of the electricity prices we will receive pursuant to our Power Purchase Agreements (“PPA’s”) for any future periods. Any decreases in wholesale electricity prices, whether temporary or permanent, may adversely affect our business, financial condition and results of operations.

The wholesale electricity prices the Biomass Business and Landfill Gas Business receive pursuant to their respective PPA’s with British Gas Trading Limited (“British Gas”) are fixed in advance. The electricity price the Biomass Business receives is fixed annually for the twelve months commencing October 1, based on the average wholesale market electricity future prices over a three-month calculation period (comprising the preceding June, July and August). The electricity price the Landfill Gas Business receives is fixed every six months (from April 1 and October 1), based on the average wholesale market electricity future prices over the agreed two-month calculation periods ending mid-March and mid-September respectively.

The most recent confirmed prices, net of the respective discounts include in the PPA’s, are shown in the table below. It is noted that the net electricity prices from October 1, 2017 have increased compared with the comparative prior year periods.

<b>Biomass</b>			<b>Landfill Gas</b>		<b>Landfill Gas</b>		
<b>Twelve months ended/ending</b>			<b>Six months ended</b>		<b>Six months ended / ending</b>		
<b>September 30,</b>			<b>September 30,</b>		<b>March 31,</b>		
<i>(In £ per MWh)</i>			<i>(In £ per MWh)</i>		<i>(In £ per MWh)</i>		
<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>
39.89	38.95	40.13	30.02	41.64	42.17	43.64	46.09

### Recycle ROC

The Recycle ROC value for 2016/17 (Compliance Period 15) was announced by Ofgem on October 20, 2017 at £4.89 per ROC. This resulted in Recycle ROC revenue for the group of £5.4m, accounted for and received in October. This represents a positive outcome driven by the gap between ROCs presented by electricity suppliers compared to the annual target. The Recycle ROC value for 2015/16 was zero.

### Annual Maintenance Outages

During the quarter ended September 30, 2017 the annual maintenance outages at Thetford, Ely, Glanford and Eye were all successfully completed in line with the anticipated schedule of time and costs. Westfield’s annual maintenance outage was completed in October.

## **PRESENTATION OF FINANCIAL AND OTHER DATA**

### **Financial information and operational data**

On January 29, 2015 MRE UK, the Issuer, issued £190m senior secured notes (the “Notes”) with an interest rate of 6.75% per annum and a repayment date of February 1, 2020. Proceeds of the Notes were used to repay existing third party debt and to make a distribution to our former shareholder by way of shareholder loan repayments.

The Issuer is a public limited company incorporated on August 29, 2014. On September 26, 2014 MRE UK acquired one hundred percent of the share capital of both Melton Renewable Energy (Holdings) Limited and Melton LG Holding Limited (the “Acquisition”).

This quarterly report includes unaudited combined historical financial statements for the Issuer and its subsidiaries as of and for the quarter ended September 30, 2017 together with comparative combined results as of and for the quarter ended September 30, 2016 (the “Combined Financial Information”).

### **Combined Financial information**

The Combined Financial Information presents the combined trading results and cash flows of the continuing operations of Melton LG Holding Limited and its consolidated subsidiaries and Melton Renewable Energy (Holdings) Limited and its consolidated subsidiaries for the quarter ended September 30, 2016 and 2017. This presentation of financial information is consistent with that included in our Offering Memorandum.

The Combined Financial Information represents an aggregation of the amounts recognized in the financial records of entities within the MRE UK group to show the historical trading performance and excludes certain accounting entries arising upon consolidation of the MRE UK group. These adjustments, in respect of fair value of fixed assets and goodwill, are included within the Condensed Consolidated Interim Financial Information also presented within this report from page 27 onwards. A reconciliation of profit/(loss) on ordinary activities between the two presentations is included on page 47.

The accounting and other principles applied in preparing the Combined Financial Information are summarized as follows:

- The Combined Financial Information has been prepared on a historical cost basis;
- The Combined Financial Information of the entities comprising the MRE UK group has been prepared for the same reporting periods using consistent accounting policies; and
- Transactions and balances between entities within the MRE UK group have been eliminated within the Combined Financial Information.

Cost of sales within the Combined Financial Information includes biomass fuel, fossil fuel, sorbent, landfill gas royalties and engine maintenance expenses and is consistent with the presentation of information in the profit and loss account included in our Offering Memorandum. In the Condensed Consolidated Interim Financial Information of MRE UK the directors have adopted a broader classification of costs of sales to include all plant maintenance, depreciation and operational staff costs in addition to those costs described above. Profit on ordinary activities and EBITDA is not affected by the reclassification of costs from administrative expenses to cost of sales. The Combined Financial Information has been prepared in accordance with Financial Reporting Standard 102, “The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland” (“FRS 102”) and the Companies Act 2006, in all other respects.

## **Non-GAAP Measures**

We have presented certain information in this quarterly report which are Non-GAAP measures. As used in this quarterly report, this information includes “EBITDA”, which represents operating profit before amortization, impairment and depreciation and “EBITDA (excluding ROC Recycle payments)” together, the “Non-GAAP Measures”. We believe that these Non-GAAP Measures are meaningful for investors because they provide an indication of our operating performance, profitability and ability to service debt, and are commonly reported and widely used by analysts, investors and others interested in the renewable energy industry. These Non-GAAP Measures exclude amortization, impairment and depreciation from operating profit, thereby eliminating the impact of long-term capital expenditure. EBITDA and similar measures are used by different companies for differing purposes and are often calculated in ways that reflect the circumstances of those companies. You should exercise caution in comparing EBITDA as reported by us to EBITDA of other companies. Whilst we are presenting these measures to enhance the understanding of operating performance, EBITDA and EBITDA (before ROC Recycle payments) should not be considered an alternative to operating profit as a measure of operating performance, or as an alternative to cash flows from operating activities as a measure of our liquidity. We view EBITDA and EBITDA (before ROC Recycle payments) as additional to, rather than a replacement for, these other performance indicators.

The Non-GAAP Measures presented in this quarterly report are unaudited and have not been prepared in accordance with IFRS or FRS 102 or any other accounting standards. In addition, the presentation of these measures is not intended to, and does not comply with, the reporting requirements of the SEC; compliance with its requirements would require us to make changes to the presentation of this information. A reconciliation of EBITDA and EBITDA (before ROC Recycle payments) to profit for the relevant financial period is included within the “Combined Financial Information and Other Data”.

You should not consider EBITDA or any other Non-GAAP Measures presented herein as alternatives to measures of financial performance determined in accordance with generally accepted accounting principles (such as profit for the period), as measures of discretionary cash available to us to invest in the growth of our business or as measures of cash that will be available to us to meet our obligations. You should compensate for the limitations of Non-GAAP Measures by relying primarily on our FRS 102 results and using these Non-GAAP Measures only to supplement evaluation of our performance. You are encouraged to evaluate each of the adjustments reflected in our presentation of the Non-GAAP Measures and whether you consider each to be appropriate.

## COMBINED FINANCIAL INFORMATION AND OTHER DATA

The following represents summary Combined Financial Information and other data for MRE UK and its subsidiaries as of and for the quarter ended September 30, 2017, together with comparatives.

### Executive Summary

#### *Generation*

The group's output for the quarter ended September 30, 2017 was 251.8GWh, an increase of 5.9GWh (2.4%) when compared to the quarter ended September 30, 2016.

Output from the Biomass Business was 169.5GWh in the quarter ended September 30, 2017, 8.8GWh (5.5%) higher than the corresponding quarter in the previous year reflecting improvements in availability and load factor particularly at Ely and Eye. In the comparative quarter ended September 30, 2016 Ely was subject to short term operational issues on its return to service from its annual outage and Eye undertook a planned trial of alternative biomass fuel which impacted availability and load, these factors have not been replicated in the quarter ended September 30, 2017.

Generation from the Biomass Business is usually lower in the quarter ended September 30, when compared to other quarters in the year as the power stations undertake their planned annual maintenance outages during the summer months. In addition, load factor can be adversely affected by higher ambient temperatures and the impact upon the efficiency of each station's air cooled condensers. During the quarter ended September 30, 2017 the annual maintenance outages at Thetford, Ely, Glanford and Eye were all successfully completed in line with the anticipated schedule of time and costs.

Output from the Landfill Gas Business was 82.3GWh in the quarter ended September 30, 2017, representing a decrease of 2.9GWh (3.4%) when compared to the corresponding quarter in the previous year. Output from the Landfill Gas portfolio is generally anticipated to decline gradually due to the age and operating profile of the landfill sites from which it operates and the actual rate of decline was slightly less than long term expectations.

#### *Revenue*

The group's turnover in the quarter ended September 30, 2017 was £27.6m, an increase of £1.9m (8%) when compared to the quarter ended September 30, 2016. The increase is attributable to three main factors:

- An increase in the Biomass Business output of 8.8GWh, representing an increase in turnover of £0.9m;
- An increase in the wholesale electricity price received pursuant to the Landfill Gas PPA from £30.02 per MWh in the quarter ended September 30, 2016 to £41.64 per MWh in the quarter ended September 30, 2017. This more than offset the reduction in output with revenue from the Landfill Gas Business increasing by £0.8m; and
- An increase in Fibrophos fertiliser sales volumes of 12% to 69,306 tonnes, resulting in an increase in sales revenue of £0.3m to £3.6m.

#### *Costs*

Total costs in the quarter ended September 30, 2017 were £28.6m, an increase of £1.0m from £27.6m in the comparative quarter. This increase is attributable to three main factors:

- An increase of £0.5m in fuel costs within the Biomass Business, a direct result of the increased output and the variation in the output profile between the two periods, with an increased proportion of output generated at Ely in the quarter ended September 30, 2017 (with straw being the highest cost biomass fuel on a per MWh basis);
- An increase of £0.4m in landfill gas royalties reflecting higher revenue in the Landfill Gas Business during the quarter ended September 30, 2017; and
- An increase in fertilizer processing costs of £0.1m due to the greater sales volumes when compared to the corresponding period.

Excluding these factors, costs remained broadly consistent quarter on quarter and the group continued to maintain effective control of costs during the quarter ended September 30, 2017.

## **COMBINED FINANCIAL INFORMATION AND OTHER DATA (continued)**

### *Profit on the sale of fixed assets*

During July 2017 the Landfill Gas Business novated its spare 3MW connection at United Mines to a third party for consideration of £0.25m, generating a profit of £0.18m.

### *Yorkshire Windpower Limited (“YWP”)*

Following the completion of YWP’s re-powered wind-farm at Ovenden Moor during 2017, the share of operating profit attributable to the group in the quarter ended September 30, 2017 increased by £0.1m compared with the corresponding quarter in the previous year.

### *EBITDA*

As a result of the above, the group’s EBITDA for the quarter ended September 30, 2017 was £3.3m, an increase of £1.2m (58%) compared with the quarter ended September 30, 2016.

## COMBINED FINANCIAL INFORMATION AND OTHER DATA (continued)

### Combined Statement of Income

(in thousands of £)	Quarter ended September 30,	
	2016	2017
<b>Group turnover</b> .....	<b>25,702</b>	<b>27,640</b>
Cost of sales.....	(11,662)	(12,828)
<b>Gross profit</b> .....	<b>14,040</b>	<b>14,812</b>
Administrative expenses.....	(15,946)	(15,745)
Profit on the sale of fixed assets .....	-	183
<b>Group operating loss</b> .....	<b>(1,906)</b>	<b>(750)</b>
Share of operating profit in joint venture .....	33	178
<b>Total operating loss: group and share of joint venture</b> .....	<b>(1,873)</b>	<b>(572)</b>
Interest receivable and similar income.....	12	2
Interest payable and similar charges.....	(6,077)	(5,981)
<b>Loss on ordinary activities before taxation</b> .....	<b>(7,938)</b>	<b>(6,551)</b>
Tax on loss on ordinary activities.....	1,328	1,109
<b>Loss for the period</b> .....	<b>(6,610)</b>	<b>(5,442)</b>

### Reconciliation of loss for the financial period to EBITDA

(in thousands of £)	Quarter ended September 30,	
	2016	2017
Loss for the financial period.....	(6,610)	(5,442)
Tax on loss on ordinary activities.....	(1,328)	(1,109)
Interest payable and similar charges.....	6,077	5,981
Interest receivable and similar income.....	(12)	(2)
Depreciation.....	2,658	2,578
Amortization.....	1,316	1,316
<b>EBITDA <sup>(1)</sup></b> .....	<b>2,101</b>	<b>3,322</b>

<sup>1)</sup> Our EBITDA represents loss for the period *plus* tax on loss on ordinary activities, interest payable and similar charges, depreciation and amortization. EBITDA is not a measurement of performance under FRS 102 and you should not consider EBITDA as an alternative to (a) operating profit or loss for the period (as determined in accordance with FRS 102) as a measure of our operating performance, (b) cash flows from operating investing and financing activities as a measure of our ability to meet our cash needs or (c) any other measures of performance under FRS 102.

We believe that EBITDA is a useful indicator of our ability to incur and service our indebtedness and can assist securities analysts, investors and other parties in evaluating our business. EBITDA and similar measures are used by different companies for differing purposes and are often calculated in ways that reflect the circumstances of those companies. You should exercise caution in comparing EBITDA as reported by us to EBITDA of other companies. EBITDA as presented here differs from the definition of "Consolidated EBITDA" contained in the Indenture. See "Presentation of Financial and Other Data" for further information regarding EBITDA, including its limitations as an analytical tool.

## COMBINED FINANCIAL INFORMATION AND OTHER DATA (continued)

### Combined Statement of Cash Flows

	Quarter ended September 30,	
	2016	2017
(in thousands of £)		
Net cash (outflow)/inflow from operating activities.....	(3,502)	1,286
Returns on investment and servicing of finance.....	(5,179)	(5,190)
Taxation.....	-	87
Capital expenditure and financial investment.....	(1,508)	(1,415)
Receipts from sales of tangible fixed assets.....	-	250
Loans to associated undertakings.....	(240)	-
<b>Decrease in cash.....</b>	<b>(10,429)</b>	<b>(4,982)</b>

### Consolidated Balance Sheet

	Audited	Unaudited
	As at June 30, 2017	As at September 30, 2017
(in thousands of £)		
Cash at bank and in hand.....	16,342	11,360
Other current assets.....	53,381	55,099
Total non-current assets.....	239,917	235,083
<b>Total assets.....</b>	<b>309,640</b>	<b>301,542</b>
Total non-current liabilities.....	297,707	300,630
Total current liabilities.....	20,948	17,529
Total liabilities.....	318,655	318,159
Total invested capital.....	(9,015)	(16,617)
<b>Total invested capital and liabilities.....</b>	<b>309,640</b>	<b>301,542</b>

Presented above is the unaudited consolidated balance sheet of MRE UK as at September 30, 2017, together with the audited consolidated balance sheet as at June 30, 2017.

## COMBINED FINANCIAL INFORMATION AND OTHER DATA (continued)

### Combined Turnover by Business

(in thousands of £)	Quarter ended September 30,	
	2016	2017
Biomass Business.....	19,545	20,680
Landfill Gas Business.....	6,157	6,960
<b>Total.....</b>	<b>25,702</b>	<b>27,640</b>

### Staff costs & Employee Information

(in thousands of £)	Quarter ended September 30,	
	2016	2017
Wages and salaries.....	2,673	2,762
Social security costs.....	315	346
Other pension costs.....	96	97
	<b>3,084</b>	<b>3,205</b>

The average number of persons employed by the group during the period was:

By activity	Quarter ended September 30,	
	2016	2017
Production.....	196	193
Administration.....	62	59
	<b>258</b>	<b>252</b>

### Interest payable and similar charges

(in thousands of £)	Quarter ended September 30,	
	2016	2017
Interest payable to shareholder company.....	3,206	3,087
Bond interest payable.....	2,565	2,565
Amortization of debt issue costs.....	247	266
Facility fees and charges.....	59	63
	<b>6,077</b>	<b>5,981</b>

## COMBINED FINANCIAL INFORMATION AND OTHER DATA (continued)

### Other Financial Data

(in thousands of £)	Quarter ended September 30,	
	2016	2017
EBITDA.....	2,101	3,322
Net third-party debt <sup>(1)</sup> .....	137,269	137,791
Capital expenditures <sup>(2)</sup> .....	1,508	1,415

<sup>(1)</sup> Net third-party debt consists of our senior secured debt net of unamortized debt issue costs and cash at bank and in hand.

<sup>(2)</sup> Capital expenditures represent additions to tangible and intangible assets.

### Other Performance Data

	Quarter ended September 30,	
	2016	2017
<b>Output GWh.....</b>	<b>245.9</b>	<b>251.8</b>
Biomass.....	160.7	169.5
Landfill.....	85.2	82.3
<b>Availability (%)<sup>(1)</sup>.....</b>	<b>87.5%</b>	<b>88.0%</b>
Biomass.....	79.3%	79.8%
Landfill <sup>(2)</sup> .....	95.6%	96.2%

<sup>(1)</sup> Availability is presented as the unweighted average availability in our Biomass Business and Landfill Gas Business.

<sup>(2)</sup> Within the Landfill Gas Business, spare engines are not included in the calculation of available hours.

## **OPERATING AND FINANCIAL REVIEW**

In this Operating and Financial Review and unless otherwise indicated, we generally use “we”, “our” and other similar terms to refer to MRE UK and its subsidiaries.

The following is a discussion of our results of operations in the periods set out below. You should read this discussion together with the sections entitled “Combined Financial Information and Other Data” and the combined financial statements and the related Notes and information included within this quarterly report. The combined financial information in this discussion of our results of operations and financial condition as of and for the quarter ended September 30, 2017 and September 30, 2016 has been derived from unaudited combined financial information included elsewhere in this quarterly report.

### **Business Overview**

We are an independent generator of renewable energy in the United Kingdom and as at September 30, 2017 our portfolio of electricity generating assets had a total net installed capacity of 174 MW. We have a business which is diversified across multiple technologies, sites, network connection points and renewable fuels.

Through our Biomass Business, we own and operate a portfolio of five biomass fueled power stations based in the United Kingdom, with a total net installed capacity of 111 MW. Through our Landfill Gas Business, we own and operate methane-powered electricity generation assets at 24 landfill sites across the United Kingdom, representing 63 MW of installed capacity. During the quarter ended September 30, 2017, the portfolio generated 252GWh with group turnover of £27.6m and EBITDA of £3.3m.

Our five biomass power stations are located at Thetford, Ely, Glanford, Eye and Westfield and generate electricity from the combustion of poultry litter, straw, MBM, horse bedding, waste wood and forestry woodchips. We sell all of the electrical output of, and the associated regulatory incentives attributable to, our Biomass Business pursuant to a long-term power purchase agreement with British Gas. Since the commissioning of our first biomass power station in Eye, Suffolk in 1992, we have built strong relationships with fuel suppliers and have developed significant experience in the procurement and logistics associated with our input fuels. We source the majority of our fuel supply under medium and long-term RPI-linked contracts.

The Biomass Business also sells the residue combustion ashes from its biomass power stations as fertilizer. This element of our business is seasonal with the majority of sales arising during August and September each year. For the quarter ended September 30, 2017 fertilizer sales were 69,306 tonnes with turnover of £3.6m. Additionally, our Biomass Business owns a 50% equity stake in YWP which owns and operates two onshore wind farms in the United Kingdom. The combined installed capacity of YWP has increased to 24.5MW following the completion of in 2017 of its Ovenden Moor re-power project, with an installed capacity of 18MW.

For the quarter ended September 30, 2017, our Biomass Business generated 170GWh of electricity with turnover of £20.7m (including fertilizer sales) and EBITDA of £0.9m.

Our Landfill Gas Business generates electricity using naturally occurring methane produced by the anaerobic decomposition of waste deposited in landfill sites to power gas engines. As at September 30, 2017 we operated from 24 landfill sites across Great Britain, with a total of 67 gas engines and a total installed capacity of approximately 63 MW. We enter into specific, long-term gas agreements with each landfill site owner or operator which allow us to use the gas produced in return for payment of a royalty, linked to the turnover derived from the relevant site. We sell almost all of the electrical output of, and associated regulatory incentives attributable to, our Landfill Gas Business pursuant to a long-term power purchase agreement with British Gas.

For the quarter ended September 30, 2017, the Landfill Gas Business generated 82GWh with turnover of £7.0m and EBITDA of £2.7m.

## **Key Factors Influencing Our Results of Operations**

Our results of operations during the periods under consideration have primarily been affected by a combination of regulatory, economic and group-specific operational factors. The regulatory framework determines the parameters within which we operate. Economic conditions influence electricity supply and demand as well as electricity price and the cost of biomass fuel, labour, services and commodities. These affect both the revenues and costs associated with our operations. Group-specific factors affecting our operating results include, but are not limited to, portfolio output, plant reliability and efficiency as well as availability of biomass fuel contracts and gas agreements. The most important of these factors are discussed below.

### ***Power Contracting***

We sell the entire electrical output and all other revenue elements of Thetford, Eye, Glanford, Ely and Westfield to British Gas pursuant to a long term power purchase agreement which runs to March 31, 2020 (“the BG Biomass PPA”). We sell the electrical output from all 24 of our landfill sites to British Gas pursuant to a long term power purchase agreement which runs to February 28, 2022 (the “BG Landfill Gas PPA”). On August 16, 2017 a legacy SRO contract through which an element of separately metered output from Auchencarroch had been sold reached expiry. All output generated from the Auchencarroch site subsequent to this date is now sold pursuant to the Landfill Gas PPA with British Gas. There is one remaining NFFO contract in place within the landfill gas portfolio covering an element of separately-metered electricity from the Jameson Road landfill site. This is due to expire in November 2018 after which all output will be sold under the British Gas Landfill Gas PPA.

Our power purchase agreements cover all revenue elements and comprise (i) a payment for generated electricity which is based on the wholesale market electricity price and is fixed every six months in advance under our BG Landfill Gas PPA and every twelve months in advance under our BG Biomass PPA; (ii) a fixed element linked to the UK Government’s RO regime, which includes a price for each of the Renewable Obligation Certificates (“ROCs”) sold by us to British Gas (the “ROC buyout price”); (iii) variable annual ROC Recycle payments from British Gas to us; and (iv) embedded benefits, being Triad income and GDUoS credits. The prices we receive for each of our ROCs are fixed under our PPAs as a percentage of the ROC buyout price. The ROC buyout price is RPI-linked and announced annually in advance for the following year by Ofgem. Accordingly, the revenue we receive under our PPAs depends on the wholesale electricity market as well as the UK renewable energy regulatory regime.

### ***Wholesale Energy Prices***

The market for wholesale electricity is affected by a number of factors, including the price of input fuel commodities, supply dynamics such as generator availability, and demand for electricity. Accordingly the wholesale electricity price may be volatile.

As we sell the vast majority of our generated electricity pursuant to our PPAs, which include a payment for electricity based on the wholesale market electricity price, our turnover is affected by changes in the wholesale market electricity price. The Biomass Business receives an electricity price that is fixed every twelve months in advance at the market rate less a customary margin, with each twelve month period lasting from October 1 to September 30 of the following year. The electricity price the Landfill Gas Business receives under the terms of the BG Landfill Gas PPA is fixed every six months in advance at the market rate less a customary margin, with the six-month periods lasting from October 1 to March 31 and from April 1 to September 30.

The following table provides an overview of the average gross wholesale market electricity price within the prescribed calculation periods under the PPAs for the periods indicated, as determined pursuant to the methodologies of our PPAs.

Biomass			Landfill Gas		Landfill Gas		
Twelve months ended/ending			Six months ended		Six months ended/ending		
September 30,			September 30,		March 31,		
<i>(In £ per MWh)</i>			<i>(In £ per MWh)</i>		<i>(In £ per MWh)</i>		
2016	2017	2018	2016	2017	2016	2017	2018
43.36	42.34	43.62	31.60	43.83	44.39	45.94	48.51

### **Renewables Obligation (RO) Regime and Non-Fossil Fuel Obligation (NFFO) Regime**

Group turnover received in respect of our electricity generating assets is predominantly supported by the RO regime and, to a much lesser extent, the NFFO/SRO regime. The NFFO/SRO regime, which was replaced by the RO regime, was originally established in 1989 and granted energy generators an RPI-indexed, fixed price for electricity output pursuant generally to a 15 year NFFO or SRO contract. The number of our sites operating under the NFFO/SRO regime has significantly diminished since the introduction of the RO regime.

The RO regime was established in 2002 and required energy suppliers to source a growing percentage of electricity from eligible renewable generation capacity. Renewable energy generators, such as MRE UK, receive a given number of ROCs from Ofgem for each MWh of energy generated from renewable sources. The number of ROCs awarded per MWh depends on the renewable energy technology used and is known as a banding factor. We receive 1.5 ROCs per MWh of energy produced in our Biomass Business and 1.0 ROCs per MWh for the vast majority of energy produced in our Landfill Gas Business. While the banding factor for different technologies has varied over time, the banding factors currently applicable to our technologies have been grandfathered and will remain in place until 2027. We transfer and sell these ROCs to British Gas, through our PPAs, who in turn use them to satisfy their renewable obligation. Historically, the all-in sale price we obtained under the RO regime has been significantly higher than the fixed price received by electricity generating assets supported under the NFFO/SRO regime.

Energy suppliers who fail to fulfill their annual renewables obligations under the RO regime must make a cash buy-out payment to Ofgem, which is then recycled and returned to suppliers in proportion to the number of ROCs the suppliers surrendered ("ROC Recycle"). The ROC Recycle payments are generally then passed back to the renewable generators, such as ourselves, under the terms of the relevant power purchase agreements.

The level of the annual ROC Recycle payment is dependent upon the level of renewable generation and ROCs issued and subsequently submitted by electricity suppliers for the compliance year, compared to the target set by the Department of Business, Energy & Industrial Strategy ("BEIS"), which since 2011/12 has been based upon its expectations of such generation, plus 10% headroom. BEIS resets its forecast and target on an annual basis for the compliance year ahead.

We account for our ROC Recycle income annually each October when it is announced by Ofgem and its value is certain, in respect of the compliance year to the previous March 31.

During the quarter ended September 30, 2017, the entire output of our Biomass Business's power stations and the vast majority of output from our landfill sites was supported by the RO regime. A small proportion of the electricity generated from two of our landfill sites was separately metered and sold pursuant to NFFO/SRO contracts. For the quarter ended September 30, 2017, the group's electricity revenue comprised sales of £23.9m under the RO regime and £0.1m under the NFFO/SRO regime.

On August 16, 2017 the SRO contract in respect of an element of separately metered output at our Auchencarroch landfill site expired, with all output generated at Auchencarroch subsequent to this date being sold pursuant to the BG Landfill Gas PPA.

### ***Pricing and Availability of Raw Materials***

The results of operations of our Biomass Business are affected by the price and the availability of biomass fuels, predominantly poultry litter, straw, waste wood and MBM. The price of biomass fuel for our power stations is affected by a number of factors, including competition for existing fuels from other biomass power stations or alternative users, adverse weather, supply chain issues or changes to the regulatory regime governing the availability or price of these fuels. To mitigate the effect of price volatility on our business, where possible, we source the majority of our biomass fuels pursuant to medium and long-term contracts with a variety of suppliers.

We generally source poultry litter under long-term contracts, with the price linked to the RPI over the duration of the contract period. For the quarter ended September 30, 2017, we sourced poultry litter pursuant to 16 supply contracts.

All of our straw is procured under fixed-term supply contracts.

MBM is generally sourced under contracts of one to three years in length with four or five of the UK's MBM producers. Contracts have recently been signed for 2018 with five MBM suppliers covering the total fuel requirement of Glanford Power Station for the year.

The majority of waste wood requirements are supplied under two contracts, of three and five years in length, both of which were signed in 2017. The remaining waste wood requirements are sourced under spot agreements.

Our business can be exposed to unexpected increases in haulage costs. Haulage costs can either be included in the contracted biomass fuel price or can be contracted for separately. Where haulage costs are included in the biomass fuel price, diesel price increases are borne by the fuel supplier, whereas we bear the costs of diesel price increases where haulage is separately contracted for. We estimate that, for the quarter ended September 30, 2017, approximately 29% of the fuel we sourced included haulage costs in the fuel price. Historically, when diesel prices have increased, wholesale market electricity prices have usually increased as well, mitigating the increase in separately contracted haulage costs; however, there is no contractual link.

Where practical, we aim to minimize haulage and transportation costs by sourcing our fuel from suppliers located in close proximity to our power stations.

To ensure the short-term availability of fuels, each of our power stations has on-site fuel storage, ranging from approximately three days' fuel requirements at Ely to around one month's fuel requirements at Glanford. Additionally, in order to aid logistics, support day-to-day operations and allow for any short term supply issues, each station except Glanford has an element of adjacent off-site storage.

### ***Landfill Sites Portfolio Output***

Our Landfill Gas Business generates electricity using landfill gas (methane) to fuel gas engines installed across 24 sites. Landfill gas is naturally occurring and is created through the anaerobic decomposition of organic matter over time. The output of energy at our landfill sites depends on the availability and collection of landfill gas, which in turn is affected by a number of factors which are not constant, including the amount and type of waste deposited in the landfill, the operational practices of the landfill operator, the rate of anaerobic decomposition, the efficiency of the landfill gas collection process and the weather. Additionally, the volume of gas production depends on whether individual cells within a landfill site are capped (sealed) or uncapped and whether the overall site is open or closed to new waste deposits. As a result, the landfill gas available and collected at individual sites and associated electrical output fluctuates although such changes are spread across 24 sites.

Output decreased by 2.9GWh, or 3.4%, from 85.2GWh in the quarter ended September 30, 2016 to 82.3GWh in the quarter ended September 30, 2017. A reduction in output can be expected due to the fact that 17 of the 24 sites from which the Landfill Gas Business operates are closed to new waste deposits and gas volumes from these sites will gradually decline over time.

We have secured access to our 24 landfill sites pursuant to long-term gas supply agreements with the relevant landfill site owner or operator. Pursuant to the gas supply agreements, we have the right to use the gas produced at the site in return for payment of a royalty fee to the landfill owner or operator. Royalty mechanisms vary from site to site, but are based on a percentage of the revenue received in respect of a site.

As of September 30, 2017 the Landfill Gas Business' gas supply arrangements had a remaining average term of 7 years and 7 months. Four of the 24 gas supply arrangements (representing approximately 4% of output in the three months to September 30, 2017) are scheduled to expire by March 31, 2020 and where economically viable will need to be extended.

### **Availability of Assets**

#### *Biomass Business*

To maintain electrical output, our business depends on the availability of our power generating assets. Availability in our Biomass Business is affected by planned and unplanned outages of our power stations due to, for example, maintenance, inspections or other safety related downtime. Maintenance and plant failures result in a power station running at less than full capacity or being off-line and not generating power at all. Planned outages at our power stations occur with some regularity to allow for scheduled boiler cleaning and maintenance, and we anticipate these outages in our operating plans. Generally, our planned outages include a main annual outage of around 14 days during the summer months and interim outages of four to five days duration which occur every six to eight weeks at Thetford, Glanford, Eye and Westfield. Ely does not generally require interim cleaning and maintenance outages between its annual summer outages. In addition to planned outages, our Biomass Business may be affected by unplanned outages which can occur as a result of plant failure and occasionally faults associated with the external electricity distribution network.

We believe our Biomass Business generating assets to be well invested. We mitigate the risk of unplanned outages by undertaking ongoing plant condition monitoring (e.g. oil sampling, vibration and heat analysis, etc.) and preventative maintenance. We implement this maintenance regime through our trained team of operational and maintenance staff together with long term maintenance and support contracts for specialist equipment such as turbines and generators. We also maintain a stock of strategic spare parts. In addition, we undertake annual capital improvements to remediate or remove recurring maintenance issues in a timely and cost-effective manner.

For the quarter ended September 30, 2017, Thetford, Eye, Ely, Glanford and Westfield had availabilities (including planned and unplanned outages) ranging between 72% and 91% with an average of 80%. In addition, we measure the performance of our biomass power stations by load factor, representing the actual output generated by our power stations in a given period as a percentage of the theoretical maximum output of that plant. The theoretical maximum output assumes that the plant runs at its net capacity continuously over such period.

Two elements generally affect output and load factor: (i) scheduled or unscheduled outages of the plant, during which a power station does not generate electricity (for example, to undertake maintenance activity); or (ii) electricity generation at below maximum net capacity due to, for example, operational issues or combustion conditions. In general, we aim to maximize availability, load factor and output over the long-term through effective plant condition monitoring, preventative maintenance, operational risk management and planning within our operational plans.

### *Landfill Gas Business*

Within our Landfill Gas Business, we focus on engine availability, as planned and unplanned engine outages (i.e. an engine being unable to operate) can affect our operations. As we do in our Biomass Business, we mitigate the risk of unplanned engine outages by undertaking plant condition monitoring and preventative maintenance. We aim to follow our engine manufacturers' best practice recommendations and we carry out engine overhauls approximately every 20,000 operating hours. We supplement our maintenance strategy with a stock of strategic spare parts and a trained team of operational staff. For the quarter ended September 30, 2017, our gas engine fleet had availability of 96.2%, an improvement compared to the 95.6% achieved in the corresponding quarter of the previous year.

We optimize the deployment of our engine fleet across our landfill sites where possible by matching engine capacity to gas resource, thereby ensuring operational efficiency. We replace larger engines installed at landfill sites with declining landfill gas volumes and output with smaller engines, from our portfolio of engines, thus reducing operating costs as well as personnel and maintenance costs at those sites. Similarly, we have relocated spare engines to sites with greater landfill gas resource and running at full capacity to create spare engine capacity at those sites which we can utilize whenever another engine has a planned or unplanned outage.

### *YWP - 50% Joint Venture*

#### *Ovenden Moor*

During April 2017 Ofgem approved the accreditation of the 18 MW Ovenden Moor repowered wind-farm (at 0.9 ROCs per MWh) under the Renewables Obligation with effect from January 24, 2017. Output from Ovenden Moor in the quarter ended September 30, 2017 was 6,732 MWh.

Energy Power Resources Limited ("EPRL") has funded its share of the YWP repower project at Ovenden Moor by way of a shareholder loan facility with a maximum amount available of £12m, representing 50% of the required capital expenditure. The balance of capital expenditure has been funded by an equivalent shareholder loan from our joint venture partner, E.ON Climate and Renewables Limited.

As at September 30, 2017 YWP's shareholder loan with EPRL was £12.4m, including accrued interest of £1.4m. The intention is that YWP's final project payments (due before the end of December 2017) will be funded from its own cash balances and operating cash flow.

#### *Royd Moor*

Output from Royd Moor in the quarter ended September 30, 2017 was 1,898MWh, a reduction of 562MWh compared with the quarter ended September 30, 2016, a result of comparatively lower wind resource. As is typical of wind assets, YWP's output is seasonal with approximately one third of its output expected to arise in the six months to September 30 and the balance in the six months to March 31.

We believe that without incremental capital and maintenance expenditure, availability of YWP's wind farm at Royd Moor (which was commissioned in 1993) will remain in line with the current levels, or slightly decrease through to the end of its operating life and its planning permission which requires decommissioning by December 2018.

## **Seasonality**

Output across our Landfill Gas portfolio is not generally subject to seasonal variations. However, under the terms of the BG Landfill Gas PPA, the electricity price for output of our landfill gas portfolio is re-set every six months, for periods commencing on April 1 and October 1. As the price for the six months commencing on October 1 is the “winter” price, which tends to be higher than the price for the six months commencing on April 1 due to higher electricity demand, revenue generated by our Landfill Gas Business during this period is usually higher.

The operations of our Biomass Business are more seasonal. Each of our five power stations undertakes an annual maintenance outage to perform checks of plant and equipment, maintenance, overhauls and capital improvements, which are planned in detail and tend to last around 14 days. We usually schedule these planned annual outages during the summer months (typically in the financial quarter ending September 30) to take advantage of the extra day-light hours and because thermal generation plants, such as our power stations, tend to be less efficient and unable to reach full output in the warmer summer months, as they are limited by the amount of steam which can be condensed at higher summer temperatures. As a result, output from our biomass power stations is typically lower in the July to September financial quarter, while operational costs are higher during this period, reflecting increased capital and maintenance expenditures. In addition, Ely has a seasonal export capacity, which allows greater electricity output of up to 38 MW in the period December to April each year, compared to up to either 34 MW or 35 MW during the rest of the year, thus positively affecting output, revenue and profitability during this period.

Our Biomass Business also includes sales of our Fibrophos fertilizer. We generally make approximately 75% of our annual fertilizer sales in the July to September quarter of the financial year, coinciding with the timing of the main agricultural harvest across the United Kingdom. Additionally, as the timing of the annual harvest is driven by weather conditions, a wet or late spring or a wet summer may result in a late harvest which can shorten the fertilizer spreading season and as a result the duration of our fertilizer sales season.

We account for ROC Recycle payments on a cash basis and generally receive these payments in October or November in respect of the previous compliance year to March 31.

In addition, we accrue annual Triad revenue in March of each year. The actual triad periods are announced retrospectively at the end of each March, being the three half hour periods (at least ten days apart) between November and February with the highest electricity demand across the United Kingdom. In order to provide an incentive on consumers to minimize consumption during the Triad peak times, electricity suppliers are charged a fee by the transmission system operator for the electricity they supply during the Triad periods. Output from embedded energy generators such as our Biomass Business and Landfill Gas Business reduces the supply of electricity from the national electricity transmission system to the relevant local distribution network during Triad periods, allowing energy suppliers to reduce Supplier Transmission Network Use of System charges. Under our BG Biomass PPA and BG Landfill Gas PPA, British Gas passes through to us a portion of the savings it receives.

As a result of the foregoing, MRE UK tends to book a greater portion of its revenue in the October to December and January to March quarters of each financial year.

## **Management's discussion and analysis of financial condition and results of operations**

### **Group Organization**

We manage our operations by business units, referred to in this quarterly report as our "businesses," which include our Biomass Business and our Landfill Gas Business. Our Biomass Business generated turnover of £20.7m in the quarter ended September 30, 2017 compared to £19.5m in the quarter ended September 30, 2016. Turnover generated in our Biomass Business predominantly consists of revenue from the sale of electricity, ROCs and embedded benefits under our PPAs, accounting for an aggregate of £17.1m in the quarter ended September 30, 2017 compared to £16.2m in the quarter ended September 30, 2016.

Turnover generated in our Biomass Business also includes turnover from the sale of Fibrophos fertilizer, this element of our business is seasonal with the majority of sales arising during August and September each year. Revenue in the quarter ended September 30, 2017 was £3.6m, £0.3m higher than that achieved in the quarter ended September 30, 2016.

Our Landfill Gas Business generated turnover of £7.0m for the quarter ended September 30, 2017 compared to £6.2m in the quarter ended September 30, 2016, representing 25.2% and 24.0% of group turnover in each period respectively. Turnover generated in our Landfill Gas Business consists of revenue from the sale of electricity, ROCs and embedded benefits under the BG Landfill Gas PPA.

### **Analysis of Key Operating and Performance Measures**

We use several key operating measures including output, availability and average revenue per MWh, to track the performance of our business. Additionally, we rely on load factor to track the performance of our Biomass Business. None of these terms are measures of financial performance under FRS 102, nor have these measures been reviewed by an outside auditor, consultant or expert. These measures are derived from management information systems. As these terms are defined by our management, they may not be comparable to similar terms used by other companies.

Output describes the amount of electricity generated over a specified period of time.

Availability measures the number of hours a power station or an engine is available to generate electricity during a certain period after subtracting scheduled and unscheduled maintenance, divided by the theoretical maximum of available number of hours over the period.

Load factor represents the actual output generated by our power stations in a given period as a percentage of the theoretical maximum output of that plant. The theoretical maximum output assumes that the plant runs at its net capacity continuously over such period. Two elements generally affect load factor and output: (i) scheduled or unscheduled outages of the plant, during which a power station does not generate electricity (for example, to undertake maintenance activity); or (ii) electricity generation at below maximum net capacity due to, for example, operational issues or combustion conditions.

Average revenue per MWh represents the turnover from electricity generation during any period divided by the output generated during the same period.

The following table sets forth certain key operating measures for the Group for the quarters ended September 30, 2016 and 2017:

	Quarter ended September 30,	
	2016	2017
<b>Biomass Business</b>		
Output (in MWh) .....	160,730	169,544
Availability (in %) .....	79.3%	79.8%
Average load factor .....	66.8%	70.4%
<i>Thetford</i> .....	70.8%	70.1%
<i>Ely</i> .....	61.7%	68.9%
<i>Glanford</i> .....	74.6%	71.6%
<i>Eye</i> .....	55.3%	70.6%
<i>Westfield</i> .....	73.2%	75.6%
Average Revenue per MWh (in £) .....	100.54	100.43
<b>Landfill Gas Business</b>		
Output (in MWh) .....	85,180	82,322
Availability (in %) .....	95.6%	96.2%
Average revenue per MWh (in £) .....	72.28	84.47

#### **Biomass Business**

*Quarter ended September 30, 2017 compared to the quarter ended September 30, 2016*

For the quarter ended September 30, 2017, output from the Biomass Business was 169,544 MWh, an increase of 8,814 MWh, or 5.5%, compared to 160,730 MWh for the quarter ended September 30, 2016. Whilst availability across the portfolio was broadly in line with the corresponding quarter in the previous year, average load factor increased significantly from 66.8% to 70.4%.

For the quarter ended September 30, 2017 the average availability across the five power stations was 79.8% an increase from 79.3% in the quarter ended September 30, 2016.

The average load factor of the five power stations was 70.4% during the quarter ended September 30, 2017 compared to 66.8% in the quarter ended September 30, 2016 with the increase attributable primarily to Ely and Eye. In July, Ely successfully returned to service following its annual outage and did not suffer a repeat of the short term operational issues incurred in the comparative quarter of the previous year. Eye successfully transitioned to a new fuel mix upon return from its annual outage in July 2017, burning a 50:50 mix of waste wood and poultry litter. This fuel mix was being trialed in the corresponding quarter of the previous year which resulted in a temporary reduction in availability and load factor during and immediately following the trial period.

Load factors at Thetford and Westfield remained broadly consistent with the corresponding quarter whilst Glanford's reduced slightly reflecting a number of short unplanned outages for boiler tube leaks prior to the station's annual outage. This was successfully completed in September and included planned tube replacement and boiler remedial works.

For the quarter ended September 30, 2017, average revenue per MWh of the Biomass Business was £100.43, a marginal reduction of £0.11 when compared with the £100.54 for the quarter ended September 30, 2016.

## Landfill Gas Business

Quarter ended September 30, 2017 compared to the quarter ended September 30, 2016

For the quarter ended September 30, 2017, output from the Landfill Gas Business was 82,322 MWh, a reduction of 2,858 MWh, or 3.4%, compared to 85,180 MWh for the quarter ended September 30, 2016. A natural reduction in output can be expected due to the fact that 17 of the 24 sites from which the Landfill Gas Business operates are closed to new waste deposits and gas volumes from these sites are expected to gradually decline over time.

In the quarter ended September 30, 2017, average revenue per MWh of the Landfill Gas Business was £84.47, an increase of £12.19, or 16.9%, compared to the quarter ended September 30, 2016 reflecting a significant increase in the wholesale price of electricity received pursuant to the Landfill Gas PPA from £30.02 per MWh to £41.64 per MWh.

## Discussion of Financial Results

### Revenue from generation

The following table provides an analysis of turnover from electricity generation of our Biomass Business and our Landfill Gas Business for the quarters ended September 30, 2016 and 2017:

(in thousands of £)	Quarter ended September 30,	
	2016	2017
<b>Biomass Business</b>		
Wholesale market electricity price.....	6,462	6,648
ROC buyout.....	9,698	10,380
	<b>16,160</b>	<b>17,028</b>
<b>Landfill Gas Business</b>		
Wholesale market electricity price.....	2,467	3,324
NFFO income.....	134	114
ROC buyout.....	3,281	3,233
Other embedded benefits.....	275	289
	<b>6,157</b>	<b>6,960</b>

Turnover from electricity generation in the Biomass Business increased from £16.2m in the quarter ended September 30, 2016 to £17.0m in the quarter ended September 30, 2017, reflecting the 5.5% increase in output.

In the Landfill Gas Business, turnover from electricity generation increased by £0.8m to £7.0m in the quarter ended September 30, 2017 compared to the same quarter in the prior year. The impact of the small reduction in output was more than offset by a higher wholesale electricity price received under the Landfill Gas PPA with effect from April 1, 2017.

### Revenue from Fibrophos fertilizer sales

August and September represent the main selling season for Fibrophos fertilizer and we expect approximately 70% of total annual sales to occur during these two months.

Sales volumes in the quarter ended September 30, 2017 were higher than expectations at 69,306 tonnes, representing an increase of 7,168 tonnes (12%) compared to the 62,138 tonnes sold in the quarter ended September 30, 2016. Sales revenues were £3.6m in the quarter ended September 30, 2017, an increase of £0.3m compared to the quarter ended September 30, 2016.

The average selling price reduced from £54 per tonne to £52 per tonne between the two quarters, reflecting static underlying commodity prices (phosphate and potash) and challenging economic conditions for farmers, with low wheat prices.

### *Fuel Costs*

Total fuel costs for our Biomass Business for the quarter ended September 30, 2016 and 2017 are summarized below:

<b>(in thousands of £)</b>	<b>Quarter ended September 30,</b>	
	<b>2016</b>	<b>2017</b>
Fuel costs.....	6,610	7,151

Fuel costs, consisting of biomass fuel costs (including associated haulage and storage), fossil fuel and sorbent costs, increased by £0.5m (8.2%) in the quarter ended September 30, 2017 when compared to the corresponding quarter in the previous year.

The majority of this increase (£0.4m) arose as a direct result of an increase in output requiring additional biomass fuel input. The balance is explained by a variation in the mix of biomass output between the two periods, with an increasing proportion of output generated at Ely in the quarter ended September 30, 2017, this being the station with the highest cost biomass fuel (straw) on a per MWh basis.

### *Landfill Gas Royalties*

We have secured access to our 24 landfill sites pursuant to long-term gas supply agreements with the relevant landfill site owner or operator. Pursuant to the gas supply agreements, we have the right to use the gas produced at each site in return for payment of a royalty fee to the landfill owner or operator. Royalty mechanisms vary from site to site, but are based on a percentage of the revenue received in respect of a site.

The following table provides an overview of our royalty amounts due to landfill owners and operators for the quarters ended September 30, 2016 and 2017:

<b>(in thousands of £)</b>	<b>Quarter ended September 30,</b>	
	<b>2016</b>	<b>2017</b>
Royalties due to landfill gas site owners and operators.....	1,132	1,488
<b>(as a percentage of turnover)</b>		
Royalties due to landfill gas site owners and operators.....	18.4%	21.4%

The amount of royalties payable, and the portfolio average royalty percentage, has increased in the quarter ended September 30, 2017 compared to the equivalent period in the previous year, primarily reflecting an increase in landfill gas generation revenues due to higher wholesale electricity prices and variations in output by site across the portfolio.

## Results of Operations

### Comparison of the quarter ended September 30, 2017 and the quarter ended September 30, 2016

The following table details the results of operations for the quarter ended September 30, 2017 compared to the quarter ended September 30, 2016.

(in thousands of £)	Quarter ended September 30,		Change (%)
	2016	2017	
<b>Group turnover</b> .....	<b>25,702</b>	<b>27,640</b>	<b>7.5</b>
Biomass Business .....	19,545	20,680	5.8
Landfill Gas Business .....	6,157	6,960	13.0
Cost of sales.....	(11,662)	(12,828)	(10.0)
<b>Gross profit</b> .....	<b>14,040</b>	<b>14,812</b>	<b>5.5</b>
Administrative expenses.....	(15,946)	(15,745)	1.3
Profit on the sale of fixed assets.....	-	183	100.0
<b>Group operating loss</b> .....	<b>(1,906)</b>	<b>(750)</b>	<b>60.7</b>
Share of operating profit in joint venture .....	33	178	439.4
<b>Total operating loss: group and share of joint venture</b> .....	<b>(1,873)</b>	<b>(572)</b>	<b>69.5</b>
Interest receivable and similar income .....	12	2	(83.3)
Interest payable and similar charges.....	(6,077)	(5,981)	1.6
<b>Loss on ordinary activities before taxation</b> .....	<b>(7,938)</b>	<b>(6,551)</b>	<b>17.5</b>
Tax on loss on ordinary activities.....	1,328	1,109	(16.5)
<b>Loss for the period</b> .....	<b>(6,610)</b>	<b>(5,442)</b>	<b>17.7</b>

#### Group Turnover

Group turnover for the quarter ended September 30, 2017 was £27.6m, an increase of £1.9m, or 7.5%, from £25.7m for the quarter ended September 30, 2016.

Turnover in the Biomass Business for the quarter ended September 30, 2017 was £20.7m, an increase of £1.2m, or 5.8%, from £19.5m for the quarter ended September 30, 2016. The increase in revenue is reflective of the increase in output between the two periods.

Turnover in the Landfill Gas Business for the quarter ended September 30, 2017 was £7.0m, an increase of £0.8m, or 13.0% from £6.2m for the quarter ended September 30, 2016. The increase in the wholesale electricity price received pursuant to the Landfill Gas PPA more than offset the reduction in output of 2.9GWh (3%).

#### Cost of Sales

Cost of sales includes biomass fuel, fossil fuel and sorbent costs, landfill gas royalties, engine maintenance costs and the cost of Fibrophos sales including processing, storage, haulage and commission. For the quarter ended September 30, 2017 cost of sales were £12.8m, an increase of £1.1m, or 10.0%, when compared to the quarter ended September 30, 2016. The increase is attributable to:

- An increase of £0.5m in fuel costs within the Biomass Business, a direct result of the increase in output and the variation in the mix of output between the two periods;
- An increase of £0.4m in landfill gas royalties' payable reflecting higher revenue in the Landfill Gas Business; and
- An increase in fertilizer processing costs of £0.1m due to the increase in sales volumes when compared to the corresponding period.

#### *Administrative Expenses*

Administrative expenses for the quarter ended September 30, 2017 were £15.7m, a reduction of £0.2m, or 1.3%, from £15.9m for the quarter ended September 30, 2016. Such costs mainly comprise plant maintenance, depreciation, salaries and overheads.

The quarter on quarter reduction in administrative expenses is mainly a product of reduced costs incurred during the four annual biomass station outages completed in the quarter offset in part by an increase in business rates and staff costs.

#### *Profit on the sale of fixed assets*

During July 2017 the Landfill Gas Business novated its spare 3MW connection at United Mines to a third party for consideration of £0.25m. The profit on sale of the connection amounted to £0.18m.

#### *Interest Payable and Similar Charges*

Interest payable and similar charges for the quarter ended September 30, 2017 were £6.0m, a reduction of £0.1m from the quarter ended September 30, 2016.

Following an £18.0m shareholder loan repayment in April 2017, shareholder loan interest reduced by £0.1m. The impact of the loan repayment was partly offset by the quarterly capitalization of accrued interest on the shareholder loan.

#### *Tax on Loss on Ordinary Activities*

Tax on the loss on ordinary activities for the quarter ended September 30, 2017 is estimated to be a credit of £1.1m, compared to a credit of £1.3m for the quarter ended September 30, 2016.

#### *Loss for the Period*

The loss for the quarter ended September 30, 2017 was £5.4m, compared with a loss of £6.6m for the quarter ended September 30, 2016.



# **Melton Renewable Energy UK PLC**

Condensed Consolidated Interim Financial Information (unaudited)

3 months ended 30 September 2017

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

<b>Group statement of income and retained earnings for the 3 months ended 30 September 2017</b>		<b>3 months to 30 September 2017</b>	<b>3 months to 30 September 2016</b>
	<i>Note</i>	<b>£000s</b>	<b>£000s</b>
<b>Group turnover</b>	2	<b>27,640</b>	25,702
Cost of sales		<b>(24,825)</b>	(24,997)
<b>Gross profit</b>		<b>2,815</b>	705
Administrative expenses		<b>(6,022)</b>	(5,926)
Profit on sale of fixed assets		<b>183</b>	-
<b>Operating loss</b>	3	<b>(3,024)</b>	(5,221)
Share of operating profit in joint venture		<b>178</b>	33
<b>Total operating loss: group and share of joint venture</b>		<b>(2,846)</b>	(5,188)
Interest receivable and similar income		<b>2</b>	12
Interest payable and similar charges	5	<b>(5,981)</b>	(6,077)
<b>Loss on ordinary activities before taxation</b>		<b>(8,825)</b>	(11,253)
Tax on loss on ordinary activities	6	<b>1,223</b>	1,583
<b>Loss for the financial period</b>	17	<b>(7,602)</b>	(9,670)
<b>Accumulated losses brought forward</b>		<b>(59,885)</b>	(43,805)
<b>Accumulated losses carried forward</b>	17	<b>(67,487)</b>	(53,475)

All items dealt with in the statement of income and retained earnings above relate to continuing operations.

The group has no other comprehensive income other than the results above and therefore no separate statement of comprehensive income has been prepared.

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

<b>Group Balance sheet</b>		<b>As at 30</b>	<b>As at 30</b>
<b>As at 30 September 2017</b>	<i>Note</i>	<b>September</b>	<b>September</b>
		<b>2017</b>	<b>2016</b>
		<b>£000s</b>	<b>£000s</b>
<b>Fixed assets</b>			
Intangible assets	7	96,535	106,638
Tangible assets	8	138,451	152,297
Interests in joint venture	9	97	(5)
		<b>235,083</b>	<b>258,930</b>
<b>Current assets</b>			
Stocks	10	12,449	12,046
Debtors: amounts falling due within one year	11	42,650	38,483
Cash at bank and in hand		11,360	10,819
		<b>66,459</b>	<b>61,348</b>
<b>Creditors: amounts falling due within one year</b>	12	<b>(17,529)</b>	<b>(15,174)</b>
<b>Net current assets</b>		<b>48,930</b>	<b>46,174</b>
<b>Total assets less current liabilities</b>		<b>284,013</b>	<b>305,104</b>
<b>Creditors: amounts falling due after more than one year</b>	13	<b>(288,336)</b>	<b>(292,618)</b>
<b>Provisions for liabilities and charges</b>			
Deferred tax		(12,294)	(15,091)
<b>Net liabilities</b>		<b>(16,617)</b>	<b>(2,605)</b>
<b>Capital and reserves</b>			
Called up share capital	16	50,870	50,870
Accumulated losses	17	(67,487)	(53,475)
<b>Total shareholders' deficit</b>	18	<b>(16,617)</b>	<b>(2,605)</b>

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

<b>Group statement of cash flows</b>		<b>3 months to</b>	<b>3 months to</b>
<b>For the 3 month period ended 30 September 2017</b>		<b>30 September</b>	<b>30 September</b>
	<i>Note</i>	<b>2017</b>	<b>2016</b>
		<b>£000s</b>	<b>£000s</b>
<b>Net cash inflow/(outflow) from operating activities</b>	19	<b>1,286</b>	<b>(3,502)</b>
Taxation received		<b>87</b>	-
<b>Net cash generated from/(used by) operating activities</b>		<b>1,373</b>	<b>(3,502)</b>
<b>Cash flow from investing activities</b>			
Payments to acquire tangible assets		<b>(1,415)</b>	<b>(1,508)</b>
Proceeds from sale of tangible assets		<b>250</b>	-
Interest received		<b>2</b>	<b>11</b>
<b>Net cash used in investing activities</b>		<b>(1,163)</b>	<b>(1,497)</b>
<b>Cash flow from financing activities</b>			
Loans to associate undertaking		-	<b>(240)</b>
Interest paid		<b>(5,192)</b>	<b>(5,190)</b>
<b>Net cash used in financing activities</b>		<b>(5,192)</b>	<b>(5,430)</b>
<b>Net decrease in cash and cash equivalents</b>	20	<b>(4,982)</b>	<b>(10,429)</b>
Cash and cash equivalents at the beginning of the period		<b>16,342</b>	<b>21,248</b>
<b>Cash and cash equivalents at the end of the period</b>		<b>11,360</b>	<b>10,819</b>
<b>Cash and cash equivalents consists of:</b>			
Cash at bank and in hand		<b>11,360</b>	<b>10,819</b>

# Melton Renewable Energy UK PLC

## Condensed Consolidated Interim Financial Information (unaudited)

### Notes to the financial information (unaudited)

#### 1. Accounting policies

The unaudited condensed consolidated interim financial information is prepared on the going concern basis, under the historical cost convention in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102").

A summary of the more important accounting policies, which have been applied consistently, are set out below. The condensed consolidated interim financial information does not include all the information or disclosures required in the annual financial statements as they have been prepared for the provision of interim information. The unaudited condensed consolidated interim financial information does not comprise statutory accounts within the meaning of Section 434 of the Companies Act 2006.

#### ***Basis of consolidation***

The unaudited condensed consolidated interim financial information include the results of Melton Renewable Energy UK PLC and its subsidiary undertakings (all of which are wholly owned and have uniform accounting policies) using the principles of acquisition accounting such that the results of the subsidiaries are included in the consolidated statement of income and retained earnings from the date of acquisition. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Entities in which the group holds an interest on a long-term basis and are jointly controlled by the group and one or more other ventures under a contractual arrangement are treated as joint ventures. In the group financial statements, joint ventures are accounted for using the equity method.

Entities, other than subsidiary undertakings or joint ventures, in which the group has a participating interest and over who's operating and financial policies the group exercises a significant influence are treated as associates. In the group financial statements, associates are accounted for using the equity method.

#### ***Foreign currencies***

The unaudited condensed consolidated interim financial information is presented in pound sterling and rounded to thousands. The company's functional and presentation currency is the pound sterling.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of income and retained earnings account.

# Melton Renewable Energy UK PLC

## Condensed Consolidated Interim Financial Information (unaudited)

### Notes to the financial information (unaudited)

#### 1. Accounting policies (continued)

##### **Turnover**

Turnover represents the invoiced value of goods and services for electricity supplied, net of value added tax and trade discounts.

Turnover is derived from and recognised when electricity generated is exported to third party customers. Income from recycled renewable obligation certificates ('Recycled ROC') is recognised when the amount is known with reasonable certainty. Turnover generated from the sale of fertiliser is recognised on physical dispatch.

Accrued income comprises income relating to the current period, which has not been invoiced as at the balance sheet date.

##### **Intangible fixed assets and amortization**

Purchased goodwill arises on the acquisition of a business and represents the excess of the fair value of the consideration given over the aggregate of the fair value of the separate net assets acquired. Purchased goodwill is capitalized and stated at cost less accumulated amortization and provisions for impairment.

A review for the potential impairment of goodwill is carried out if events or changes in circumstances indicate that the carrying amount of goodwill may not be recoverable. Such impairment reviews are performed in accordance with Section 27 of FRS 102. The carrying value of goodwill is assessed based on the combined discounted future cash flows of the biomass and landfill gas divisions, considered to be one cash generating unit ("CGU") in accordance with FRS 102 paragraph 27.27, as they were acquired as part of a single transaction. Impairments arising are recorded in the statement of income and retained earnings.

Amortization is calculated on a straight line basis over 12 ½ years representing the period from the date of acquisition to March 2027, this being the date to which support under the Renewables Obligation is grandfathered for the biomass power stations and the majority of the landfill gas generation sites. This is the directors' estimate of the period over which benefits may reasonably be expected to accrue from the acquisitions.

##### **Tangible fixed assets**

Tangible fixed assets are stated at their cost at acquisition less accumulated depreciation. Additions are based on the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is calculated to write off the cost of tangible fixed assets, less their residual values, over their expected useful lives from acquisition using the straight line basis. The expected useful lives of the assets to the business are reassessed periodically in the light of experience.

Straight line annual rates of depreciation most widely used are:

Freehold land	- nil
Buildings	- over 50 years
Power stations	- over 20 to 25 years
Plant and machinery	- over 4 to 20 years

No depreciation is charged to assets under construction.

# Melton Renewable Energy UK PLC

## Condensed Consolidated Interim Financial Information (unaudited)

### Notes to the financial information (unaudited)

#### 1. Accounting policies (continued)

Modifications, which are intended to extend the useful economic life of the existing asset or enhance the asset's operating performance, are capitalized and depreciated on a straight line basis over the remaining useful economic lives of these modifications, commencing when the modifications are brought into use.

The directors annually review their decommissioning assessment to confirm that there are not any material net liabilities or contingencies arising from the commitment to decommission the biomass power stations.

#### **Impairment**

The carrying value of the group's assets is reviewed for impairment at the end of the first full year following acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate based upon the group's weighted average cost of capital that reflects current market assessments of the time value of money and the risks specific to the group.

#### **Investments**

The company's investment in subsidiary undertakings is stated at cost less, where applicable, amounts written off to reflect the value of the underlying net assets of the investment at the balance sheet date.

#### **Stocks**

Spare parts are stated at the lower of cost and net realisable value. Where necessary, provision is made for obsolete, slow moving and defective stock.

Fuel stocks (MBM and litter) are valued on an average cost basis over 1 to 2 months and provision for unusable litter is reviewed monthly and applied to off-site stock. Fuel stock of straw has been valued at the historical cost per tonne of straw. A provision for unusable straw is identified on an individual stack basis and is reviewed monthly. Stocks are used on a first in, first out ("FIFO") basis by age of straw.

Stocks of ash at Fibrophos are valued at the lower of cost and net realisable value to the group.

Stocks of finished goods are valued at raw material cost plus processing and storage costs, or net realisable value if lower.

#### **Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exception:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantially enacted at the balance sheet date.

# Melton Renewable Energy UK PLC

## Condensed Consolidated Interim Financial Information (unaudited)

### Notes to the financial information (unaudited)

#### 1. Accounting policies (continued)

##### *Pension costs*

The Melton Renewable Energy UK PLC group operates multiple defined contribution personal pension schemes for certain qualifying employees. Employee contributions of varying amounts together with employer contributions of between 2% and 10% are paid monthly to the scheme providers. These contributions are recognised as an expense in the statement of income and retained earnings when they fall due.

##### *Leases*

At inception the group assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement and whether the lease should be classified as either a finance lease or an operating lease.

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases. Finance leases are capitalised at the commencement of the lease at the fair value of the leased asset and depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date.

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the statement of income and retained earnings on a straight line basis over the period of the lease.

##### *Debt issue costs*

Issue costs associated with senior secured notes are capitalised and netted off against the principal amounts. The costs are amortised over the five year term of the notes in proportion to amounts outstanding.

##### *Financial instruments*

The group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### *Financial assets*

Basic financial assets, including trade and other receivables and cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of income and retained earnings.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

# Melton Renewable Energy UK PLC

## Condensed Consolidated Interim Financial Information (unaudited)

### Notes to the financial information (unaudited)

#### 1. Accounting policies (continued)

##### *Financial liabilities*

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow group companies, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### *Offsetting*

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle to liability simultaneously.

#### 2. Segmental analysis

The group is divided into two operating segments, the biomass and landfill gas divisions, as well as a central management and administration function. This reflects the group's management and internal reporting structures which are monitored by the group's Chief Operating Decision Maker ("CODM"). The group uses EBITDA as a key reporting metric representing earnings before interest, taxation, depreciation and amortisation.

The tables on pages 36 and 37 present segmental information for the period ended 30 September 2017 and for the comparative period ended 30 September 2016.

Segmental profit/(loss), assets and liabilities include items directly attributable to each segment as well as those which can be allocated to each segment on a reasonable basis including goodwill and fair value adjustments to fixed assets arising upon acquisition and the amortisation and depreciation thereon.

Unallocated items included in the group's loss on ordinary activities represent interest and similar charges on senior and shareholder debt. Unallocated items included within total liabilities represent long term senior and shareholder debt, current tax creditors and provisions for deferred taxation.

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

2. Segmental analysis (continued)

*Segmental statement of income analysis*

<b>For 3 months ended 30 September 2017</b>	Biomass	Landfill Gas	Central	Group
	£000s	£000s	£000s	£000s
Turnover	20,680	6,960	-	27,640
Operating costs	(19,937)	(4,482)	(260)	(24,679)
Profit on sale of tangible fixed asset	-	183	-	183
Share of operating profit in joint venture	178	-	-	178
<b>EBITDA</b>	<b>921</b>	<b>2,661</b>	<b>(260)</b>	<b>3,322</b>
Fixed asset depreciation	(3,061)	(564)	(4)	(3,629)
Intangible amortisation and impairments	(1,231)	(1,308)	-	(2,539)
<b>Operating (loss)/profit: group and share of joint venture</b>	<b>(3,371)</b>	<b>789</b>	<b>(264)</b>	<b>(2,846)</b>
Unallocated interest charges on borrowings	-	-	-	(5,979)
<b>(Loss)/profit on ordinary activities before taxation</b>	<b>(3,371)</b>	<b>789</b>	<b>(264)</b>	<b>(8,825)</b>
<b>For 3 months ended 30 September 2016</b>	Biomass	Landfill Gas	Central	Group
	£000s	£000s	£000s	£000s
Turnover	19,516	6,157	29	25,702
Operating costs	(19,372)	(4,033)	(229)	(23,634)
Share of operating loss in joint venture	33	-	-	33
<b>EBITDA</b>	<b>177</b>	<b>2,124</b>	<b>(200)</b>	<b>2,101</b>
Fixed asset depreciation	(4,187)	(560)	(3)	(4,750)
Intangible amortisation and impairments	(1,231)	(1,308)	-	(2,539)
<b>Operating (loss)/profit: group and share of joint venture</b>	<b>(5,241)</b>	<b>256</b>	<b>(203)</b>	<b>(5,188)</b>
Unallocated interest charges on borrowings	-	-	-	(6,065)
<b>(Loss)/profit on ordinary activities before taxation</b>	<b>(5,241)</b>	<b>256</b>	<b>(203)</b>	<b>(11,253)</b>

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

2. Segmental analysis (continued)

Segmental balance sheet analysis

<b>As at 30 September 2017</b>	Biomass	Landfill Gas	Central	Group
	£000s	£000s	£000s	£000s
Non-current assets	165,557	69,449	77	235,083
Current assets	51,037	12,255	2,159	65,451
Unallocated current tax asset	-	-	-	1,008
<b>Total assets</b>	<b>216,594</b>	<b>81,704</b>	<b>2,236</b>	<b>301,542</b>
Creditors: falling due within one year	(10,903)	(4,504)	(124)	(15,531)
Unallocated long term debt and accrued interest	-	-	-	(290,046)
Unallocated current and deferred taxation	-	-	-	(12,582)
<b>Total liabilities</b>	<b>(10,903)</b>	<b>(4,504)</b>	<b>(124)</b>	<b>(318,159)</b>
<b>Net assets/(liabilities)</b>	<b>205,691</b>	<b>77,200</b>	<b>2,112</b>	<b>(16,617)</b>
<b>As at 30 September 2016</b>	Biomass	Landfill Gas	Central	Group
	£000s	£000s	£000s	£000s
Non-current assets	182,478	76,402	50	258,930
Current assets	48,848	11,702	393	60,943
Unallocated current tax asset	-	-	-	405
<b>Total assets</b>	<b>231,326</b>	<b>88,104</b>	<b>443</b>	<b>320,278</b>
Creditors: falling due within one year	(9,827)	(3,161)	(233)	(13,221)
Unallocated long term debt and accrued interest	-	-	-	(294,328)
Unallocated deferred taxation	-	-	-	(15,334)
<b>Total liabilities</b>	<b>(9,827)</b>	<b>(3,161)</b>	<b>(233)</b>	<b>(322,883)</b>
<b>Net assets/(liabilities)</b>	<b>221,499</b>	<b>84,943</b>	<b>210</b>	<b>(2,605)</b>

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

3. Operating loss

Operating loss is stated after charging the following:

	<b>3 months to 30 September 2017 £000s</b>	<i>3 months to 30 September 2016 £000s</i>
Depreciation of owned fixed assets	3,629	4,750
Amortisation of goodwill	2,539	2,539
Operating lease rentals		
– land and buildings	89	91
– other	75	67
Inventory recognised as an expenses	11,132	10,027
Impairment of inventory	50	55

4. Employee information

	<b>3 months to 30 September 2017 £000s</b>	<i>3 months to 30 September 2016 £000s</i>
Wages and salaries	2,762	2,673
Social security costs	346	315
Other pension costs	97	96
	<b>3,205</b>	3,084

The average monthly number of persons employed by the group during the period was:

	<b>3 months to 30 September 2017</b>	<i>3 months to 30 September 2016</i>
Production	193	196
Administration	59	62
	<b>252</b>	258

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

5. Interest payable and similar charges

	<b>3 months to 30 September 2017 £000s</b>	<b>3 months to 30 September 2016 £000s</b>
Interest payable on senior secured notes	2,565	2,565
Amortisation of issue costs of senior secured notes	266	247
Interest payable to immediate parent company	3,087	3,206
Other interest and charges	63	59
	<b>5,981</b>	<b>6,077</b>

6. Tax on loss on ordinary activities

Income tax expense is recognized based on management's best estimate of the weighted average annual statutory income tax rate expected for the full financial year as a percentage of taxable profit ("the effective tax rate").

7. Intangible assets

*As at 30 September 2017*

	<b>Goodwill £000s</b>	<b>Software £000s</b>	<b>Total £000s</b>
Cost:			
At 1 July 2017 and 30 September 2017	<b>150,476</b>	<b>53</b>	<b>150,529</b>
Accumulated amortisation and impairment:			
On 1 July 2017	51,455	-	51,455
Charge for the period	2,539	-	2,539
<b>At 30 September 2017</b>	<b>53,994</b>	<b>-</b>	<b>53,994</b>
Net book value:			
<b>At 30 September 2017</b>	<b>96,482</b>	<b>53</b>	<b>96,535</b>
At 30 June 2017	99,021	53	99,074

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

8. Tangible assets

	<i>Freehold land and buildings £000s</i>	<i>Power stations £000s</i>	<i>Plant and machinery £000s</i>	<i>Assets under construction £000s</i>	<i>Total £000s</i>
<b>Cost:</b>					
On 1 July 2017	4,557	158,603	26,998	306	190,464
Additions	-	-	7	1,408	1,415
Transfers	-	207	-	(207)	-
Disposals	-	(222)	(94)	-	(316)
<b>At 30 September 2017</b>	<b>4,557</b>	<b>158,588</b>	<b>26,911</b>	<b>1,507</b>	<b>191,563</b>
<b>Accumulated depreciation:</b>					
On 1 July 2017:	165	42,882	6,685	-	49,732
Charge for the period	16	3,041	572	-	3,629
Disposals	-	(222)	(27)	-	(249)
<b>At 30 September 2017</b>	<b>181</b>	<b>45,701</b>	<b>7,230</b>	<b>-</b>	<b>53,112</b>
<b>Net book value:</b>					
<b>At 30 September 2017</b>	<b>4,376</b>	<b>112,887</b>	<b>19,681</b>	<b>1,507</b>	<b>138,451</b>
At 30 June 2017	4,392	115,721	20,313	306	140,732

9. Investments

Energy Power Resources Limited, a subsidiary of Melton Renewable Energy UK PLC, owns 50% of the issued share capital of Yorkshire Windpower Limited as part of a 50:50 joint venture with E.ON Climate & Renewables UK Operations Limited. The principal activities of Yorkshire Windpower Limited are the ownership, maintenance and operation of two wind farms at Ovenden Moor and Royd Moor in Yorkshire and the sale of the associated electrical generation under a power purchase agreement. Yorkshire Windpower Limited is governed and managed through a joint board of directors with decisions in respect of the entity agreed at board level.

	<i>£000s</i>
At 30 June 2017 (audited)	111
Share of loss retained by joint venture	(14)
<b>At 30 September 2017</b>	<b>97</b>

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

10. Stocks

	<i>As at 30 September 2017 £000s</i>	<i>As at 30 September 2016 £000s</i>
Ash stock	1,841	2,141
Fuel, spare parts and consumables	10,608	9,905
	<u>12,449</u>	<u>12,046</u>

The replacement cost of stocks does not differ materially from the numbers disclosed above.

11. Debtors

	<i>As at 30 September 2017 £000s</i>	<i>As at 30 September 2016 £000s</i>
<b>Amounts falling due within one year</b>		
Trade debtors	8,320	8,195
Amounts owed by associate undertakings	12,410	10,621
Corporation tax debtor	1,008	405
Prepayments and accrued income	20,912	19,262
	<u>42,650</u>	<u>38,483</u>

Amounts owed by associate undertakings relate to the groups 50% share of the shareholder loan facility made available to Yorkshire Windpower Limited in relation to the re-powering of Ovenden Moor. The loan has a fixed interest rate of 6.91% and is due for repayment on 31 March 2018.

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

12. Creditors: amounts falling due within one year

	<i>As at 30 September 2017 £000s</i>	<i>As at 30 September 2016 £000s</i>
Interest on senior secured notes	1,710	1,710
Trade creditors	2,525	1,866
Consortium and group relief	288	243
Other creditors	268	289
Other taxation and social security	2,935	1,700
Accruals and deferred income	9,803	9,366
	<u>17,529</u>	<u>15,174</u>

13. Creditors: amounts falling due after more than one year

	<i>As at 30 September 2017 £000s</i>	<i>As at 30 September 2016 £000s</i>
Senior secured notes	149,151	148,087
Shareholder loan	139,185	144,531
	<u>288,336</u>	<u>292,618</u>

The senior secured notes are repayable on 1 February 2020, bear interest at 6.75% and are guaranteed by the subsidiary group companies of Melton Renewable Energy UK PLC. The shareholder loan notes are unsecured, are repayable no earlier than 1 February 2021 and bear interest at 9%.

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

14. Senior secured notes

	<b>As at 30 September 2017 £000s</b>	<b>As at 30 September 2016 £000s</b>
Senior secured notes	<b>149,151</b>	148,087

On 29 January 2015, Melton Renewable Energy UK PLC issued £190m senior secured notes with an interest rate of 6.75% and a repayment date of 1 February 2020. The proceeds of the notes were used to repay in full the existing bank facilities within Melton Renewable Energy (Holdings) Limited and Melton LG Energy Limited, both subsidiaries of Melton Renewable Energy UK PLC.

Senior secured notes are stated net of unamortized issue costs of £2,849,000 (30 September 2016: £3,913,000). The group and company incurred total issue costs of £5,786,000 in respect of the senior secured notes. These costs together with the interest expense are allocated to the statement of income and retained earnings over the term of the notes. Interest is calculated using the effective interest rate method.

15. Shareholder loan

As at 30 September 2017, the company is in receipt of a shareholder loan from its immediate parent company Eucalyptus Energy Limited. The loan was issued on 30 October 2015 with a principal amount of £127,020,903. The loan is subordinated to the senior secured notes, bears interest at 9% and is repayable no earlier than 1 February 2021. Unpaid accrued interest is charged to the statement of income and retained earnings and added to the principal balance on a quarterly basis. As at 30 September 2017, the total outstanding balance is £139,185,000.

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

16. Called up share capital

	<i>As at 30 September 2017 £000s</i>	<i>As at 30 September 2016 £000s</i>
<i>Authorised</i>		
50,870,000 ordinary shares of £1 each	<b>50,870</b>	50,870
<i>Allotted</i>		
50,870,000 ordinary shares of £1 each	<b>50,870</b>	<b>50,870</b>

17. Accumulated losses

	<i>Accumulated losses £000s</i>
At 1 July 2017	(59,885)
Loss for the financial period	(7,602)
<b>At 30 September 2017</b>	<b>(67,487)</b>
	<i>Accumulated losses £000s</i>
At 1 July 2016	(43,805)
Loss for the financial period	(9,670)
<b>At 30 September 2016</b>	<b>(53,475)</b>

18. Reconciliation of movements in shareholders' deficit

	<i>Share capital £000s</i>	<i>Accumulated losses £000s</i>	<i>Total £000s</i>
On 1 July 2017	50,870	(59,885)	(9,015)
Loss for the financial period	-	(7,602)	(7,602)
<b>At 30 September 2017</b>	<b>50,870</b>	<b>(67,487)</b>	<b>(16,617)</b>

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

19. Reconciliation of operating loss to net cash inflow from operating activities

	<b>3 months ended 30 September 2017 £000s</b>	<b>3 months ended 30 September 2016 £000s</b>
Operating loss	(3,024)	(5,221)
Depreciation	3,629	4,750
Amortisation of goodwill	2,539	2,539
Profit on disposal of fixed assets	(183)	-
Decrease in stocks	1,188	1,135
Increase in debtors	(1,918)	(5,749)
Decrease in creditors	(945)	(956)
	<hr/>	<hr/>
<b>Net cash inflow/(outflow) from operating activities</b>	<b>1,286</b>	<b>(3,502)</b>
	<hr/>	<hr/>

20. Reconciliation of net cash flow to movement in net debt

(a) Movement in net debt

	<b>3 months ended 30 September 2017 £000s</b>	<b>3 months ended 30 September 2016 £000s</b>
Decrease in cash	(4,982)	(10,429)
Non cash movements	(3,353)	(3,452)
	<hr/>	<hr/>
<b>Movement in net debt</b>	<b>(8,335)</b>	<b>(13,881)</b>
	<hr/>	<hr/>
<b>Opening net debt</b>	<b>(268,642)</b>	<b>(267,918)</b>
	<hr/>	<hr/>
<b>Closing net debt</b>	<b>(276,977)</b>	<b>(281,799)</b>
	<hr/>	<hr/>

Melton Renewable Energy UK PLC  
Condensed Consolidated Interim Financial Information (unaudited)

Notes to the financial information (unaudited)

20. Reconciliation of net cash flow to movement in net debt (continued)

(b) Analysis of changes in net debt

	<i>At 1 July</i> <i>2017</i> <i>£000s</i>	<i>Cash</i> <i>flow</i> <i>£000s</i>	<i>Non-cash</i> <i>movements</i> <i>£000s</i>	<i>At 30</i> <i>September</i> <i>2017</i> <i>£000s</i>
Cash at bank and in hand	16,342	(4,982)	-	<b>11,360</b>
<b>Shareholder company loan</b>				
Debt due after more than one year	(136,098)	-	(3,087)	<b>(139,185)</b>
<b>Senior secured notes:</b>				
Senior secured notes	(152,000)	-	-	<b>(152,000)</b>
Debt issue costs paid	3,114	-	(266)	<b>2,848</b>
<b>Total</b>	<u>(268,642)</u>	<u>(4,982)</u>	<u>(3,353)</u>	<u><b>(276,977)</b></u>

Non cash movements relating to the shareholder loan represent loan interest for the three months to 30 September 2017 which has been capitalised and included in the principal balance outstanding.

21. Related party transactions

As at 30 September 2017 £12,410,000 (30 September 2016: £10,621,000) was due from Yorkshire Windpower Limited (“YWP”), a 50% joint venture investment, in relation to the groups 50% share of the shareholder loan facility made available to YWP in relation to the re-powering of Ovenden Moor. The loan has a fixed interest rate of 6.91% and is due for repayment on 31 March 2018.

During the quarter the group received, in the normal course of business, from YWP £15,000 (quarter to 30 September 2016: £2,500) for management and accountancy services. At the quarter end £15,000 (quarter to 30 September 2016: £2,500) was outstanding.

22. Pension costs

The group contributes to a defined contribution personal pension schemes for certain qualifying employees. The costs for the period are shown in note 4. Assets of the scheme are held in independently administered funds. Outstanding contributions at 30 September 2017 amounted to £32,065 (30 September 2016: £31,882).

23. Ultimate parent company

Eucalyptus Energy Limited is the immediate parent undertaking and Fern Trading Limited (an English limited company with its registered office at 6th floor, 33 Holborn, London EC1N 2HT) is the ultimate parent undertaking and controlling party.

## COMPARISON OF LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Combined Financial Information to the Condensed Consolidated Interim Financial Information

The table below provides a comparison of the loss on ordinary activities before taxation between the Combined Financial Information for the three months ended September 30, 2017 (the “Combined Results”) and the Condensed Consolidated Interim Financial Information for the three months ended September 30, 2017 (the “Consolidated Results”).

	<i>Unaudited Combined 3 months ended 30 September 2017 £000s</i>	<i>Unaudited Consolidated 3 months ended 30 September 2017 £000s</i>	<i>Difference £'000s</i>
<b>Group turnover</b>	<b>27,640</b>	<b>27,640</b>	-
Cost of sales <sup>(1)</sup>	(12,828)	(24,825)	(11,997)
<b>Gross profit</b>	<b>14,812</b>	<b>2,815</b>	<b>(11,997)</b>
Administrative expenses	(15,745)	(6,022)	9,723
Profit on sale of fixed assets	183	183	-
<b>Group operating loss</b> <sup>(2)</sup>	<b>(750)</b>	<b>(3,024)</b>	<b>(2,274)</b>
Share of operating profit in joint venture	178	178	-
<b>Total operating loss: group and share of joint venture</b>	<b>(572)</b>	<b>(2,846)</b>	<b>(2,274)</b>
Interest receivable and similar income	2	2	-
Interest payable and similar charges	(5,981)	(5,981)	-
<b>Loss on ordinary activities before taxation</b>	<b>(6,551)</b>	<b>(8,825)</b>	<b>(2,274)</b>

### Notes

<sup>(1)</sup> In the Consolidated Results the directors have adopted a broader classification of cost of sales to include all plant maintenance, depreciation and operational staff costs. The impact of the reclassification increases cost of sales by £12.0m and decreases administrative expenses by the same amount but has no impact on the group’s loss or net assets.

<sup>(2)</sup> The increase in group operating loss arises due to:

- i. an increase in fixed asset depreciation of £1.1m resulting from the upwards revaluation of fixed assets to their depreciated replacement cost at the acquisition date of the group by MRE UK PLC; and
- ii. an increase in goodwill amortization of £1.2m resulting from the amortization of goodwill arising upon acquisition of the group by MRE UK PLC.