



**FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED  
DECEMBER 31, 2023**

MPC Caribbean Clean Energy Limited

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR**  
**ENDED DECEMBER 31, 2023**

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## Chairman’s Report to the Shareholders

Year Ended December 31<sup>st</sup>, 2023

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Audited Financial Statements of MPC Caribbean Clean Energy Limited (**the Company or MPCCCEL**) for the year ended December 31<sup>st</sup>, 2023.

### Review of the year

The Company is very well positioned through its investment holding in MPC Caribbean Clean Energy Fund (the **Investment Company**) which fosters its leading role and expanding its regional presence with operational solar and wind assets in Jamaica, Costa Rica, El Salvador, and the Dominican Republic. As of 2023, the renewable energy project portfolio of the Investment Company includes four operational assets with a total installed capacity of 91 MW of solar PV and a 21 MW wind farm.

The key milestone of the year has been the achievement of the financial close of Monte Plata II solar park in the Dominican Republic. The financing was provided by FMO, the Dutch business development bank, CIFI, and CIFI's Sustainable Fund, for a total of USD 57.9 MM (including Monte Plata I). The Investment Advisor of the Investment Company projects that the increased capacity will yield a combined annual energy production of about 116,000 MWh and contribute significantly to reducing greenhouse gas emissions of 72,000 tCO<sub>2</sub> annually.

### Asset operations 2023

The transition from La Niña to El Niño in 2023 brought favorable meteorological conditions for the Investment Company’s portfolio, resulting in an increased resource availability during 2023. However, due to various maintenance activities and technical limitations that occurred throughout the year, the overall performance of the portfolio fell short of its 2023 projections.

The reported EBITDA of the underlying assets increased to USD 6,222,761, representing an increase of 9.33% as the result of portfolio expansion and full-year operations of Mone Plata I project. It is also worth mentioning that the Energy Output Variation result has improved in 2023 compared to 2022 due to better weather conditions, however, it has not met its 2023 target.

### Portfolio Highlights

KPI	Full Year 2023	Full Year 2022
EBITDA	USD 6,222,761	USD 5,691,845
Energy Output Variation <sup>1</sup>	-5.72%	-13.08%
Weighted Average Availability <sup>2</sup>	98.29%	99.15%

<sup>1</sup> Note: The Energy Output Variation is calculated as an accumulated difference of the actual generated energy (kWh) and the forecast (P50) energy output for the relevant period. P50 is essentially a statistical level of confidence and basis for our predicted energy generation.

<sup>2</sup> Note: Availability is defined as the percentage of time during a month that the wind turbine is operations-ready and available to produce power. This is independent of whether or not enough wind is available for the wind turbine to produce power. In regards to solar parks, it is the proportion of time that it is operations-ready or the project is operations-ready and usable to produce power over a specified time period. Please note that the productive irradiation hours and wind speeds are depending on short (daily), mid (monthly) and long-term (annual and multi-year) weather patterns. Therefore, the high degree of variability of revenue and cost patterns are shown and revenue and costs are not equally distributed throughout the year. Subsequently, the KPI are most meaningful in an annual comparison.

### **Financial Summary of the Company for 2023**

The value of the investment in MPC Caribbean Clean Energy Fund LLC has increased to USD 30,394,545, resulting in a change in unrealized gain on investment in the Investment Company of USD 1,818,252. The positive results can be attributed to two key factors; the adverse effect of the 2022 global macroeconomic environment, including increasing interest rates on the value of the investment in MPC Caribbean Clean Energy Fund LLC has been recuperated in the current financial year. Moreover, the fair value of investment in the Monte Plata II has also been included in the 2023 calculations because all the capital has been contributed during the current financial year.

Moreover, the financial results of the Company for the year ended December 31st, 2023, indicate higher operating expenses compared to 2022 due to an increase in accounting service and valuation fees. PwC has been appointed as the accounting service provider to prepare for the anticipated reorganization of MPCCEL and the Investment Company to advise on various accounting treatments due to the upcoming asset transfer and reorganization. It is worth mentioning that a portion of these expenses are one time set-up fees and therefore, it is expected that such fees will decrease in the upcoming financial year.

### **Environmental, Social, and Governance**

MPCCCEL incorporates Environmental, Social, and Governance matters into its investment process. The underlying projects of the investment portfolio aim to enhance the positive impact and minimize any negative effects due to its operations.

In 2023, the project portfolio reported approximately 83,680.00 tons of CO<sub>2</sub>eq. avoidance. Notably, the solar park in Jamaica and the solar park in the Dominican Republic were the primary contributors, accounting for a significant share of 96%.

In 2023, the Investee Companies continued with the commitment and efforts in sustainable value creation, actively collaborating with the local communities. For instance, Monte Plata contributed to the renovation of Ana Santana's community centre, covering both labour and material expenses. This project significantly enhanced community life and established a dedicated space for engaging with the residents. Moreover, San Isidro supported a local school initiative installing a water pump and upgrading facilities. This initiative will aid 6 teachers and 71 students, addressing water supply challenges, eliminating manual water transportation, and generating temporary employment opportunities.

### **Outlook**

MPCCCEL believes in the continued growth of the investment portfolio in the future due to expected positive operational results and the commissioning and commercialization of Monte Plata II which is expected to be finalized by the end of 2024. Also, the Investment Advisor has been focusing on finalizing the Company's strategic reorganization of its Group Structure which aims to simplify the organization, increase transparency, and reduce administrative costs. The process of the asset transfer is expected to be finalized by the end of the second quarter of 2024 and the liquidation of the Investment Company by the third quarter of 2024.

The Board of Directors of MPC Caribbean Clean Energy Limited remains grateful to their partners and investors for their continued support.

A handwritten signature in blue ink that reads 'Jose Fernando Zúñiga G'.

Fernando Zúñiga

Chairman of the Board of Directors



MPC CARIBBEAN CLEAN ENERGY LIMITED  
TOP 10 SHAREHOLDINGS  
As at December 31<sup>st</sup>, 2023

	Name	Joint Holder/ Connected interest	Volume	Percentage
1	TEACHERS CREDIT UNION CO-OPERATIVE SOCIETY	-	5,448,301	25.15%
2	SAGICOR POOLED EQUITY FUND	-	4,192,300	19.35%
3	SAGICOR BALANCED FUND	-	2,307,690	10.65%
4	JN FUND MANAGERS LIMITED FOR JN POOLED PENSION LOCAL EQUITY FUND	-	1,494,428	6.90%
5	DEVELOPMENT BANK OF JAMAICA	-	1,000,000	4.61%
6	MF&G TRUST & FINANCE LTD - A/C 57	-	822,000	3.79%
7	CARIBBEAN CLEAN ENERGY FEEDER LIMITED	-	691,821	3.19%
8	NCB INSURANCE CO. LTD. A/C WT157	-	429,000	1.98%
9	SAGICOR EQUITY FUND	-	384,610	1.77%
10	JAMAICA MONEY MARKET BROKERS LTD FM10	-	321,000	1.48%

MPC CARIBBEAN CLEAN ENERGY LIMITED  
DIRECTOR SHAREHOLDINGS  
As at December 31<sup>st</sup>, 2023

	Name	Joint Holder/ Connected interest	Volume	Percentage
	Fernando Zuniga	-	-	-
	Alastair Dent	-	-	-
	Guardian Nominees (Barbados) Limited	-	-	-
	Lisl Bettina Lewis	-	-	-



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## **INDEPENDENT AUDITOR’S REPORT**

### **TO THE SHAREHOLDERS OF MPC CARIBBEAN CLEAN ENERGY LIMITED**

#### **Report on the Audit of the Financial Statements**

##### **Opinion**

We have audited the financial statements of MPC Caribbean Clean Energy Limited (the “Company”), which comprise the statement of financial position as at December 31, 2023, and the statement of comprehensive income, statement of changes in net assets attributable to holders of redeemable participating shares and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”).

##### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ (“IESBA”) International Code of Ethics for Professional Accountants (including International Independence Standards) (“IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Other Matter**

The financial statements of MPC Caribbean Clean Energy Limited for the year ended December 31, 2022 were audited by another auditor who issued an unqualified audit opinion on those statements on March 31, 2023.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

## INDEPENDENT AUDITOR’S REPORT

### TO THE SHAREHOLDERS OF MPC CARIBBEAN CLEAN ENERGY LIMITED

#### Report on the Audit of the Financial Statements (Continued)

#### Key Audit Matters (Continued)

Key Audit Matter	How our audit addressed the key audit matter
<p><i>Fair value measurement of investment</i></p> <p>Refer to Notes 2.3, 2.6, 2.9, 3 and 4 to the financial statements. MPC Caribbean Clean Energy Limited, through its investment in MPC Caribbean Clean Energy Fund LLC, invests in various solar PV and wind projects in the Caribbean and Central American region. This investment is carried at fair value through profit or loss.</p> <p>100% of the investment is determined by valuation techniques that include the use of the income approach, specifically the discounted cash flow (DCF) method with unobservable inputs to value the assets within the investment. These valuation techniques can be subjective in nature and involve various assumptions that could affect the reported fair value of this investment.</p>	<p>We independently tested the fair value of the investment by utilizing our valuation specialists to assess the appropriateness of the financial models used by management. This included:</p> <ul style="list-style-type: none"> <li>• An assessment of the financial models, methodologies and assumptions against industry practice.</li> <li>• Challenging the reasonableness of the cost of equity with reference to company-specific, country and equity risk premiums as well as terms and conditions of the power purchase agreements (PPAs) and debt arrangements.</li> <li>• Review of the inputs used, including market-based data.</li> <li>• An evaluation of the reasonableness of other assumptions applied by the use of our internal specialists in recalculating the fair value independently and comparing to management’s estimates.</li> <li>• Assessing the adequacy of the disclosures in compliance with International Financial Reporting Standards.</li> </ul>

#### Other Information included in the Chairman’s Report to the Shareholders

The Board of Directors is responsible for the other information. Other information consists of the information included in the Chairman’s Report to the Shareholders, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE SHAREHOLDERS OF MPC CARIBBEAN CLEAN ENERGY LIMITED**

#### **Report on the Audit of the Financial Statements (Continued)**

##### **Responsibilities of Management and the Board of Directors for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

##### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE SHAREHOLDERS OF MPC CARIBBEAN CLEAN ENERGY LIMITED**

#### **Report on the Audit of the Financial Statements (Continued)**

#### **Auditor's Responsibilities for the Audit of the Financial Statements (Continued)**

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Legal Matter**

This report is made solely to the Company's shareholders in accordance with *Section 147 of the Companies Act of Barbados*. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders for our audit work, for this report, or for the opinion we have formed.

The engagement partner in charge of the audit resulting in this independent auditor's report is Chantal Bachu.



BARBADOS  
March 27, 2024

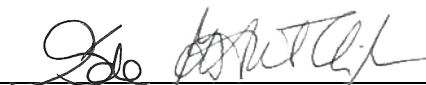
**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Statement of Financial Position**


As at December 31, 2023  
(Expressed in United States Dollars)

	<u>Note</u>	<u>2023</u> USD	<u>2022</u> USD
<b>Assets</b>			
Investment in MPC Caribbean Clean Energy Fund LLC, at fair value through profit or loss	3, 4	30,394,545	28,576,293
Prepayments		4,220	12,417
Other receivables		12,333	-
Cash and cash equivalents		3,686	164,442
<b>Total assets</b>		<u>30,414,784</u>	<u>28,753,152</u>
<b>Equity</b>			
Management shares	7	<u>1</u>	<u>1</u>
<b>Liabilities</b>			
Convertible promissory note payable	6	10,000,000	10,000,000
Due to related party	5	8,193	21,654
Accounts payable		90,075	77,825
Accruals		<u>103,017</u>	<u>27,000</u>
<b>Liabilities (excluding net assets attributable to holders of redeemable participating shares)</b>		<u>10,201,285</u>	<u>10,126,479</u>
<b>Net assets attributable to holders of redeemable participating shares</b>		<u><u>20,213,498</u></u>	<u><u>18,626,672</u></u>

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

Approved and authorised for issue by the Board of Directors on 25 March 2024

  
\_\_\_\_\_  
By: Guardian Nominees (Barbados) Limited  
Title: Director  
Per: Shelly-Anne Yarde/Gayle Hutchinson

  
\_\_\_\_\_  
By: Jose Fernando Zuniga Galindo  
Title: Chairman

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Statement of Comprehensive Income**

For the financial year ended December 31, 2023  
(Expressed in United States Dollars)

	<u>Note</u>	<u>2023</u> USD	<u>2022</u> USD
<b>Investment income</b>			
Net change in unrealised gain/(loss) on investment in MPC Caribbean Clean Energy Fund LLC	4	1,818,252	(1,997,679)
<b>Total investment income/ (loss)</b>		<u>1,818,252</u>	<u>(1,997,679)</u>
<b>Other non-operating income</b>		15,889	-
<b>Expenses</b>			
Administrative fees		68,060	61,776
Valuation expense		40,000	-
Accountancy fees		34,137	8,600
Directors' fees		27,000	19,083
Advertising cost		21,558	34,921
Audit fee		20,475	18,375
Insurance expense		18,951	20,819
Legal & professional fees		10,827	6,174
Bank charges		4,307	3,873
Corporate fees		1,500	1,500
License fees		500	500
Administrative compensation		-	12,030
<b>Total expenses</b>		<u>247,315</u>	<u>187,651</u>
<b>Comprehensive income/(loss) before taxation</b>		<u>1,586,826</u>	<u>(2,185,330)</u>
<b>Taxation</b>		-	-
<b>Increase/(decrease) in net assets attributable to holders of redeemable participating shares from operations</b>		<u>1,586,826</u>	<u>(2,185,330)</u>
Basic earnings/(loss) per share	8	USD 0.07	USD (0.10)

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

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Statement of Changes in Management Shares and Net Assets Attributable to Holders of Redeemable**  
**Participating Shares**

For the financial year ended December 31, 2023  
(Expressed in United States Dollars)

	<b>Class A Share Capital USD</b>	<b>Class B Share Capital USD</b>
Balance as at December 31, 2021	1	20,812,002
Decrease in net assets attributable to holders of redeemable participating shares from operations	-	(2,185,330)
Balance as at December 31, 2022	1	18,626,672
Increase in net assets attributable to holders of redeemable participating shares from operations	-	1,586,826
Balance as at December 31, 2023	1	20,213,498

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

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Statement of Cash Flows**

For the financial year ended December 31, 2023  
(Expressed in United States Dollars)

	<u>2023</u>	<u>2022</u>
	USD	USD
<b>Cash flows from operating activities</b>		
Increase/(decrease) in net assets attributable to holders of redeemable participating shares from operations	1,586,826	(2,185,330)
Adjustments for non-cash income and expenses:		
Net change in unrealised (gain)/ loss on investment in MPC Caribbean Clean Energy Fund LLC	(1,818,252)	1,997,679
Changes in operating assets and liabilities:		
Increase in other receivables	(12,333)	-
Decrease/(increase) in prepayments	8,197	(3,815)
Decrease in due to related party	(13,461)	-
Increase in accruals	76,017	7,500
Increase in accounts payable	12,250	32,234
<b>Net cash used in operating activities</b>	<u>(160,756)</u>	<u>(151,732)</u>
<b>Net decrease in cash and cash equivalents</b>	(160,756)	(151,732)
<b>Cash and cash equivalents at the beginning of the year</b>	<u>164,442</u>	<u>316,174</u>
<b>Cash and cash equivalents at the end of the year</b>	<u><u>3,686</u></u>	<u><u>164,442</u></u>

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

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements**

For the financial year ended December 31, 2023  
(Expressed in United States Dollars)

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**Note 1 - COMPANY BACKGROUND**

MPC Caribbean Clean Energy Limited (the "Company") was incorporated on November 8, 2017.

The Company is part of a "master-feeder" structure whereby it invests substantially all of its assets in MPC Caribbean Clean Energy Fund LLC ("MPC CCEF"), a Limited Liability Company incorporated under the laws of Cayman Islands. The investment objective of MPC CCEF is to generate attractive risk adjusted returns with an emphasis on capital protection, generating stable cash yields, and capital appreciation, through investments primarily in solar PV and wind farm assets in the Caribbean and Central America. At December 31, 2023 and 2022, the Company owned 85.69% of MPC CCEF.

MPC Clean Energy Ltd, holder of the Management Share of the Company (see Note 7), acts as the Manager of MPC CCEF (the "Company Manager"). Investment decisions for MPC CCEF are made by the Company Manager. In connection with its appointment as Company Manager and its exercise of investment discretion for MPC CCEF, the Company Manager has appointed MPC Capital GmbH, the sole shareholder of the Company Manager and a 100% subsidiary of MPC Capital AG, as the investment adviser to the Company Manager.

Following the Board of Directors resolution on November 5, 2018 to approve the initial public offer of up to 50,000,000 of the Company's Class B Redeemable Participating and Voting Shares without par value ("the IPO") at and for the price of JA\$135.00 per Share in Jamaica and US\$1.00 per share in Trinidad and Tobago, the IPO of Class B Shares at the Jamaican and Trinidad & Tobago Stock Exchanges raised a total amount of USD 11,424,160. On January 14, 2019 the Company was admitted to commence trading by both the Trinidad and Tobago Stock Exchange (TTSE) and the Jamaica Stock Exchange's (JSE) Main Market, and the US Dollar Equity Markets. The ratification of the new Class B shareholders and the drawdown of the subscription funds received following the IPO were agreed upon by a resolution of the Board of Directors dated January 22, 2019. Funds raised in the IPO, amounting to approximately USD 10,650,000, were invested into MPC CCEF in March 2019.

On November 8, 2019, the Company opened a Rights Issuance where existing Class B shareholders were given the option to acquire two new shares for every share they originally owned. All the non-exercised rights were made available to new investors to purchase. The issuance period closed on January 10, 2020. All applications were satisfied in full and 10,242,382 new Class B shares were issued and allotted to applicants in both the markets of Jamaica and Trinidad and Tobago, increasing the total Class B shares issued to 21,666,542. On July 7, 2020, the corporate and AML requirements were completed and on July 13, 2020 the raised funds of USD 9,292,373, net of underwriting costs and administrative expenses, were invested into MPC CCEF.

The Company's registered number is:- 42056  
The Company's registered office address is:-

Suite 1, Ground Floor  
The Financial Services Centre  
Bishop's Court Hill  
St. Michael Barbados, BB14004

**Note 2 - MATERIAL ACCOUNTING POLICY INFORMATION**

**2.1 Basis of Preparation**

The financial statements are presented in United States Dollars ("USD"), which is the functional currency of the Company and have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). These separate financial statements have been prepared as the only financial statements of the Company. The financial statements are prepared on a going concern basis which anticipates that the Company will be able to realise its assets and discharge its liabilities in the normal course of business. The Company will continue to rely on its shareholders and/ or outside financing to meet its commitments.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
(Expressed in United States Dollars)

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Note 2 - MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

**2.2 Use of accounting estimates**

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period reported. These estimates are based on historical experience and management's best knowledge of current events and are reviewed on an ongoing basis. Actual results could differ from those estimates. The effect of a change in an accounting estimate is included in the determination of investment income during the period reported.

**2.3 Investment entity**

An investment entity is an entity that:

- (a) obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- (b) commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- (c) measures and evaluates the performance of substantially all of its investments on a fair value basis.

The Company is considered to meet the definition of an investment entity as defined by IFRS 10 as it indirectly invests in more than one investment through MPC CCEF, it has more than one investor, it has investors that are not related parties and it offers ownership interests to which a proportionate share of the net assets of the Company are attributable. As required by IFRS 10.31, the Company has therefore reflected the 85.69% ownership in MPC CCEF at fair value through profit or loss. Accordingly, changes in the fair value of the investment are recorded as profit or loss in the statement of comprehensive income.

**2.4 Foreign currency translation**

- (a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in USD, which is the Company's functional and presentation currency.

- (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

**2.5 Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short- term highly liquid investments with original maturities of ninety days or less when purchased.

**2.6 Financial instruments**

Financial assets

- (i) Recognition and measurement

Regular purchases and sales of investments are recognised on the trade date - the date on which the Company commits to purchase or sell the investment. Financial assets at fair value through profit or loss are initially recognised at fair value. Transaction costs are expensed as incurred in the statement of comprehensive income.

Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets or financial liabilities at fair value through profit or loss' category are presented in the statement of comprehensive income within net change in unrealised gain/(loss) on investment in MPC CCEF.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
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Note 2 - MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

**2.6 Financial instruments (Continued)**

Financial assets (Continued)

The Company classifies its investment in MPC CCEF at fair value through profit or loss ("FVTPL"). Cash and cash equivalents and other receivables are classified as financial assets at amortised cost.

(ii) Derecognition

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or the Company has transferred substantially all risks and rewards of ownership.

Financial liabilities

(i) Recognition

A financial liability is a contractual obligation to deliver cash or another financial asset to another entity under conditions that are potentially unfavourable to the entity. They are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method. The Company includes in this category accruals, accounts payable, due to related party, convertible promissory note payable and net assets attributable to holders of redeemable participating shares.

(ii) Derecognition

Financial liabilities are derecognised when the contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities at fair value through profit or loss

Financial assets and financial liabilities designated at fair value through profit or loss at inception are financial instruments that are managed and their performance is evaluated on a fair value basis in accordance with the Company's documented investment strategy.

The Company records its investment in MPC CCEF at fair value, based on its proportionate share of the net asset value of MPC CCEF.

**2.7 Redeemable participating shares**

Redeemable participating shares are issued and redeemed at the holder's option at prices based on the Company's net asset value per share at the time of issue or redemption. Redeemable participating shares are therefore classified as financial liabilities.

The redeemable participating shares are carried at amortised cost which corresponds to the redemption amount that is payable at the statement of financial position date if the holder exercises the right to put the share back to the Company.

The Company's net asset value per share is calculated by dividing the net assets attributable to the holders of each class of redeemable participating shares with the total number of outstanding redeemable participating shares for each respective class.

**2.8 Distributions**

Proposed distributions to holders of redeemable participating shares are recognised in the statement of changes in net assets attributable to holders of redeemable participating shares when they are appropriately authorised and no longer at the discretion of the Company. This typically occurs when a proposed distribution is ratified by the Board of Directors.

**2.9 Revenue recognition**

Gains and losses from changes in fair value of financial assets at fair value through profit and loss are included in the statement of comprehensive income in the period which they arise.



**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
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Note 2 - MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

**2.10 Expense recognition**

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

**2.11 Related parties**

Transactions between the Company and related parties are accounted for as related party transactions if one of the parties has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

**2.12 Taxation**

The taxation charged is determined on the basis of tax effect accounting using the liability method which takes account of any material differences arising from the inclusion of items of income and expenditure in taxation computations of a period different from those in which they are included in the financial statements and to the extent that a material liability or asset is expected to crystallise in the foreseeable future.

The Company is domiciled in Barbados. Under the current laws of Barbados, there is no income, estate, corporation, capital gains or other taxes payable by the Company.

The Company currently incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income or gains are recorded gross of withholding taxes in the statement of comprehensive income. Withholding taxes are shown as a separate item in the statement of comprehensive income.

No withholding tax was recorded for the year ended 2023 and 2022.

**2.13 New and revised accounting standards**

*(a) Standards and amendments to existing standards effective January 1, 2023*

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on January 1, 2023 that have a material effect on the financial statements of the Company.

*(b) New standards, amendments and interpretations effective after January 1, 2023 and have not been early adopted*

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after January 1, 2023, and have not been early adopted in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Company.

Note 3 - INFORMATION ABOUT KEY SOURCES OF ESTIMATION UNCERTAINTY AND JUDGEMENT

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including future expectations.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are disclosed below.

Fair value estimation

Fair value amounts represent estimates of the consideration that would currently be agreed upon between knowledgeable, willing parties who are under no compulsion to act and is best evidenced by a quoted market value, if one exists.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
(Expressed in United States Dollars)

Note 3 - INFORMATION ABOUT KEY SOURCES OF ESTIMATION UNCERTAINTY AND JUDGEMENT (Continued)

Fair value estimation (Continued)

Financial instruments carried at fair value in the financial statements are measured in accordance with a fair value hierarchy. This hierarchy is as follows:

The fair value hierarchy has the following levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The carrying value less impairment provision of receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments. The convertible promissory note is non-interest bearing hence its fair value approximates its cost.

The following table analyses, within the fair value hierarchy, the Company's assets and liabilities measured at fair value as at December 31, 2023 and 2022.

<b>2023</b>	<b>Level 1 USD</b>	<b>Level 2 USD</b>	<b>Level 3 USD</b>	<b>Total USD</b>
<b>Financial instruments measured at fair value through profit or loss</b>				
Investment in MPC CCEF	-	-	30,394,545	30,394,545
	-	-	30,394,545	30,394,545
<b>2022</b>				
<b>2022</b>	<b>Level 1 USD</b>	<b>Level 2 USD</b>	<b>Level 3 USD</b>	<b>Total USD</b>
<b>Financial instruments measured at fair value through profit or loss</b>				
Investment in MPC CCEF	-	-	28,576,293	28,576,293
	-	-	28,576,293	28,576,293

The following table analyses the changes in the Company's Level 3 assets as at December 31, 2023 and 2022.

	<b>2023 USD</b>	<b>2022 USD</b>
At January 1	28,576,293	30,573,972
Fair value adjustment	1,818,252	(1,997,679)
At December 31	30,394,545	28,576,293

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
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**Note 4 - INVESTMENT ACTIVITIES**

MPC CCEF prioritises investments in solar PV and wind projects, ranging from 10 MW to 100 MW in size, in the Caribbean and Central American regions, more specifically in the member states, associate members and observers of the Caribbean Community (CARICOM) and Costa Rica, Jamaica, El Salvador, Guatemala, Honduras, Nicaragua and Panama, as these countries are characterised by a growing demand for electricity, high prevailing energy costs, enabling environments and relatively low levels of competition.

In April 2018, MPC CCEF acquired a 68.8% shareholding in EREC Investment Ltd., a Barbadian company holding 49.99% of shares in Eight Rivers Energy Company Limited ("EREC"), a company engaged in the development and construction of the Paradise Park, a utility scale solar farm situated on a 200-acre ground-leased site in Jamaica. The project reached financial close in June 2018 and, following construction and development, the plant began operating in June 2019.

In 2018, MPC CCEF also entered into an agreement with ANSA McAL Limited for the joint acquisition of Tilawind Wind Farm, a 21MW utility-scale wind farm consisting of seven Vestas V90-3.0MW Wind Turbine Generators (WTGs) in Costa Rica, owned and operated by Tilawind Corporation S.A, a Costa Rican corporation limited by shares. The joint venture purchase was acquired through a Barbados company named CCEF ANSA Renewable Energies Holdings Limited ("CARE"). Effective April 26, 2019, the investment in the Costa Rican Wind Farm was commercially completed.

In December 2020, MPC CCEF entered into a Share Purchase Agreement for the acquisition of a 6.4 MWp solar park in San Isidro, El Salvador. This acquisition was made through MPC Renewables Central America and Caribbean, S.A., a company incorporated in Panama and wholly owned by MPC CCEF. Construction began in the second quarter of 2020 and commissioning and operations commenced at the beginning of 2021. The asset acquisition occurred in February 2021 when MPC CCEF made a payment of USD 2,039,038 on behalf of MPC Renewables Central America and Caribbean, S.A. for the purchase of the shares under the Share Purchase Agreement.

In June 2021, MPC CCEF, through CARE, entered into a share purchase agreement by which it has acquired 72.794% of the total share capital of Electronic J.R.C. S.R.L., a company incorporated and existing under the laws of the Dominican Republic (the "Project") through its direct minority holding (1 share) in the Project as well as its indirect holding, through a Spanish holding company, Monte Plata Solar Holding, Sociedad Limitada ("ETVE"). The Project consists of two phases, Phase I of the Project has a module capacity of approx. 33,389.40 kWp ("Phase I") and was completed on May 9, 2022. Phase II of the Project has a module capacity of approx. 40,500 kWp ("Phase II") and is still under development. MPC CCEF, through CARE, has invested USD 3,792,429 in the form of capital contribution to ETVE for the purchase of Phase I. MPC CCEF, through CARE, has also invested USD 9,815,674 (2022: USD 1,543,918) for Phase II as a direct contribution to ETVE and USD 100,070 also for Phase II for transaction fees.

During the year ended December 31, 2023, an unrealised gain of USD 1,818,252 was recorded in the statement of comprehensive income (2022: unrealised loss of USD 1,997,679).

**Note 5 - RELATED PARTY BALANCES AND TRANSACTIONS**

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. A director of the Company is also a director of MPC CCEF. Refer to Note 4 for the details of transactions.

**(a) Due to related party**

The balance due to related party is unsecured, interest free, has no stated terms of repayment and comprises an amount due to MPC Capital GmbH for fees paid on behalf of the Company.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
(Expressed in United States Dollars)

Note 5 - RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

The carrying value of amounts due to related party is as follows:

	<u>2023</u> <u>USD</u>	<u>2022</u> <u>USD</u>
At January 1	21,654	21,654
Other movement	(13,461)	-
At December 31	<u>8,193</u>	<u>21,654</u>

**(b) Key management compensation**

Total remuneration to the Board of Directors for the year ended December 31, 2023 was USD 27,000 (2022: USD 19,083).

Note 6 - CONVERTIBLE PROMISSORY NOTE PAYABLE

On December 9, 2020, MPC Caribbean Clean Energy Limited issued a convertible promissory note to RBC Trust (Trinidad & Tobago) Limited (the "Holder"), in the amount of USD 10,000,000. This convertible promissory note is non-interest bearing but entitles the Holder to distributions of profits of the Company, from and including the issuance date, at a rate of one Class B share for every \$1 of the principal sum of the note held but limited to a maximum return of eight percent (8%) per annum. All payments of distributions in respect of this note shall be payable in same day funds to the Holder on the dates and times upon which dividends are declared and payable in respect of the Class B shares of the Company by the Board of Directors of the Company.

On September 21, 2021, the Company used the proceeds of the convertible promissory note to make an additional capital contribution of USD 10,000,000 in MPC CCEF for the funding of the acquisition of the solar parks in San Isidro and Monte Plata (see Note 4).

At maturity, March 31, 2026, if the principal sum of the note remained unpaid, the note will be converted into Class B shares of the Company at the rate of one Class B share for every one United States dollar (USD1) of the principal sum of the note held by the Holder. Such conversion will be subject to approval by a majority of the shareholders of the Company at a general meeting of the shareholders.

Note 7 - SHARE CAPITAL

On incorporation in 2017, the Company was authorised to issue an unlimited number of shares without nominal or par value of 1 Class designated as common shares. As at December 31, 2017, 1 share was issued and fully paid. On January 4, 2018, the Company's share capital was amended as follows:

- (a) to issue an unlimited number of voting, non-participating shares re-designated as Class A shares with no par value (also known as "Management Shares")
- (b) to issue an unlimited number of Class B redeemable participating and voting shares with no par value (also known as "Participating Shares")
- (c) to issue an unlimited number of Class C redeemable participating and voting shares with no par value (also known as "Participating Shares")

Subsequently, on October 17, 2018 an amendment removed the Class C shares. At the same time, the rights of the Class B shares were varied primarily so that they may be redeemed by the Directors in the By-Laws from time to time and that they shall be listed on the Jamaica Stock Exchange, the Trinidad and Tobago Stock Exchange and/or any other exchange that the Board of Directors may deem appropriate. The redemption value will be the market value of the shares listed on the Jamaica Stock Exchange, the Trinidad and Tobago Stock Exchange and/or any other Stock Exchange as at the redemption date.

At the statement of financial position date, 5,390,420 redeemable Class B shares on the Trinidad and Tobago Stock Exchange (TTSE) were subscribed and fully paid up at a price of USD 1 per share, and 6,033,740 redeemable Class B shares on the Jamaica Stock Exchange's (JSE) Main Market were subscribed and fully paid up at a price of USD 1 per share.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
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Note 7 - SHARE CAPITAL (Continued)

As at December 31, 2023 and 2022, there are 21,666,542 Class B redeemable participating and voting shares without par value in issue.

The Management Share is held by the Company Manager. The ultimate owner of the Company Manager is MPC Muenchmeyer Petersen Capital AG, a publicly listed German company (ISIN: DE000A1TNWJ4).

As at December 31, 2023 and 2022, 1 Class A share and 21,666,542 Class B shares were subscribed and fully paid.

Note 8 - EARNINGS PER SHARE

<b>Earnings per share:</b>	<u>2023</u>	<u>2022</u>
	<b>USD</b>	<b>USD</b>
Net income/(loss) before tax	1,586,826	(2,185,330)
Weighted average shares	21,666,542	21,666,542
Earnings/(loss) per share for profit/(losses) attributable to the Class B shareholders of the Company	<u>0.07</u>	<u>(0.10)</u>
<b>Diluted earnings per share:</b>	<u>2023</u>	<u>2022</u>
	<b>USD</b>	<b>USD</b>
Shares in issue	21,666,542	21,666,542
Hypothetical promissory note conversion	10,000,000	10,000,000
Weighted average shares	<u>31,666,542</u>	<u>31,666,542</u>
Earnings/(loss) per share for profit/(losses) attributable to the Class B shareholders of the Company	<u>0.05</u>	<u>(0.07)</u>

Note 9 - DISTRIBUTIONS RECEIVED AND PAID

No distributions were made during the years ended December 31, 2023 and 2022.

Note 10 - CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain adequate levels of funding to support its operational activities and maximise shareholders value. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may issue or redeem shares and pay dividends to shareholders.

Note 11 - RISK MANAGEMENT

**Financial Risk**

Due to the nature of the master-feeder structure, the Company's investment in MPC CCEF may expose it to various types of risk, the amounts of which are not apparent from the financial statements. The most important types of financial risk to which the Company is exposed to are; market risk, credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The following summary is not intended to be a comprehensive outline of all risks and investors should refer to the Prospectus for a detailed discussion of the risks inherent in the Company.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
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Note 11 - RISK MANAGEMENT (Continued)

Market risk

Market risk embodies the potential for both losses and gains and includes interest rate risk, price risk, and currency risk. The Company's strategy on the management of investment risk is driven by the Company's investment objective. The Company's market risk is managed on a daily basis by the Company Manager in accordance with the Company's By laws.

- Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company's interest rate risk is managed on a daily basis by the Company Manager in accordance with policies and procedures in place. The Company holds a limited amount of cash and cash equivalents that expose the Company to cash flow interest rate risk. Interest rate risk is not considered to be significant for the Company hence, no sensitivity analysis has been prepared. The Company may be exposed to indirect interest rate risk through its investment in MPC CCEF.

- Price risk

Price risk is the risk that the value of an investment will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. As the majority of the Company's financial instruments are carried at fair value through profit and loss, all changes in market conditions will directly affect net income. The Company Manager is responsible for continuously monitoring the Company's exposure to price risk through its investments in MPC CCEF.

As at December 31, 2023, MPC CCEF has 3 investments in private equities (2022: 3). Analysis of private equities held by MPC CCEF and the Company's proportionate share in the investments are shown below:

<u>December 31, 2023</u>	<b>USD</b>
Investment in CCEF ANSA Renewables Energies Holdings Limited	13,105,436
Investment in MPC Renewables Central America and Caribbean S.A.	2,545,877
Investment in EREC Investment Ltd.	182,454
<u>December 31, 2022</u>	<b>USD</b>
Investment in CCEF ANSA Renewables Energies Holdings Limited	4,089,387
Investment in MPC Renewables Central America and Caribbean S.A.	3,264,305
Investment in EREC Investment Ltd.	-

The table below shows the impact on the Company if there is a 10% (2022: 10%) movement in respect of the value of MPC CCEF.

	<u>2023</u>	<u>2022</u>
	<b>USD</b>	<b>USD</b>
Fair value changes recognised in the statement of comprehensive income	+/- 3,039,455	+/- 2,857,629

The Company's maximum exposure to loss from its interests in MPC CCEF is equal to the total investment in MPC CCEF.

- Currency risk

The Company only invests in financial instruments that are denominated in USD, its functional currency, but enters into service agreements denominated in currencies other than the USD. Consequently, the Company is exposed to limited risks that the exchange rate of its currency relative to other foreign currencies may change in a manner that has an adverse effect on the fees from service agreements in other currencies. At the reporting date, the carrying amount of the Company's net financial assets and financial liabilities held in individual foreign currencies is insignificant. Consequently, no sensitivity analysis has been prepared.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

For the financial year ended December 31, 2023  
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Note 11 - RISK MANAGEMENT (Continued)

Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Company. As at December 31, 2023 and 2022, the Company is exposed to direct credit risk on its cash and other receivables balances. The extent of the Company's direct exposure to credit risk in respect of these financial assets approximates their carrying values as recorded in the Company's statement of financial position.

The Company's cash balances are primarily with CIBC FirstCaribbean International Bank (Bahamas) Ltd., an unrated bank.

The Company measures expected credit losses using probability of default, exposure at default and loss given default. Management considers both historical analysis and forward looking information in determining any expected credit loss. At December 31, 2023 and 2022, all other receivables, cash and cash equivalents are held with reputable counterparties. Applying the requirements of IFRS 9, the expected credit loss is immaterial for the Company and, as such, no ECL has been recognised within the financial statements. However, the Company may also be exposed to indirect credit risk through its investment in MPC CCEF.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it has sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation.

The tables below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date.

Contractual undiscounted cash flows at December 31, 2023:

	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 10 years</b>	<b>No stated maturity</b>
Accruals	103,017	-	-	-
Accounts payable	90,075	-	-	-
Due to related party	8,193	-	-	-
Convertible promissory note payable	-	10,000,000	-	-
Net assets attributable to holders of redeemable participating shares	-	-	-	20,213,498
Contractual cash outflows	<u>201,285</u>	<u>10,000,000</u>	<u>-</u>	<u>20,213,498</u>

Contractual undiscounted cash flows at December 31, 2022:

	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 10 years</b>	<b>No stated maturity</b>
Accruals	27,000	-	-	-
Accounts payable	77,825	-	-	-
Due to related party	21,654	-	-	-
Convertible promissory note payable	10,000,000	-	-	-
Net assets attributable to holders of redeemable participating shares	-	-	-	18,626,672
Contractual cash outflows	<u>10,126,479</u>	<u>-</u>	<u>-</u>	<u>18,626,672</u>

Redeemable participating shares are redeemed on demand at the holder's option. The Board of Directors does envisage that the holders of these instruments typically retain them for the medium to long term. At December 31, 2023 and 2022, three individual investors each held more than 10% of the Company's redeemable participating shares.

**MPC CARIBBEAN CLEAN ENERGY LIMITED**  
**Notes to the Financial Statements (Continued)**

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**Note 12 - RESTRUCTURING APPROVED PROPOSAL**

The shareholders of the Company approved a proposed legal reorganization in May 2023. It is intended to remove the Investment Company (MPC CCEF) and transfer direct ownership of renewable energy investments to the Company. The Investment Company (MPC CCEF) will be de-registered and liquidated, and direct investments will be transferred to the Company, including the contracts to which the Investment Company is currently a party. The reorganization will generate a leaner and more cost-efficient structure, enhancing business and accounting transparency through direct asset ownership. It will transform into an open-ended corporate structure and streamline the existing structure, while representing only a change in the legal structure and will not affect the ultimate beneficial ownership. From January 1, 2024 to the date of the audit report, the reorganization has not been completed.

The Investment Company had budgeted USD 500,000 for the costs to be incurred during the restructuring process. As of December 31, 2023, 93% of this budget has already been spent, with the remaining to cover final legal expenses. With the completion of the restructuring, the entirety of the MPC CCEF's assets are to be distributed to the Company via transfer/assignment, with the subsequent winding of MPC CCEF. All the MPC CCEF contracts are to be novated/transferred to the Company or terminated with equivalent contracts put in place with the Company. Moreover, with the restructuring, the Company issues 5,278,319 new Class B shares to MPC Participation representing 14.29% ownership, making the total Class B shares, including new and existing shares to 36,944,861.

**Note 13 - SUBSEQUENT EVENTS**

On February 7, 2024, the Investment Company (MPC CCEF) upon the recommendation of its Investment Advisor authorized a payment of dividends in the amount of USD 303,355 to the Investor Members due to low liquidity position of the Company to cover budgeted expenses for the upcoming financial year. The Managing Board Member resolved to distribute the sum of the amount to the Investor Members, pro rata according to their Interests in the Company, which means that USD 265,380 to MPC Caribbean Clean Energy Limited and USD 37,975 to MPC Team Investment LP after banking fees. The payment to the Company was made on February 22, 2024.

From January 1, 2024 to the date of the audit report, other than above, there were no other significant events to be disclosed.



