



MPC CARIBBEAN CLEAN ENERGY LIMITED

ANNUAL REPORT

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CHAIRMAN'S REPORT

Dear Shareholders,

On behalf of the board of directors (**Board**), I am pleased to present the first Annual Report of MPC Caribbean Clean Energy Limited (**Company**) for the year ended December 31st, 2018.

In 2018, in order to allow investors in Jamaica and Trinidad and Tobago to invest in MPC Caribbean Clean Energy Fund LLC (Investment Company) and to raise capital from the region, the Company raised successfully USD 11,424,160.00 from 241 new shareholders combined in the initial public offering (IPO), from both Jamaica and Trinidad and Tobago investors. Consequently, it is now listed on both the Jamaican and Trinidad and Tobago Stock Exchanges. The successful completion of the IPO on December 21st, 2018, was elementary for the Company to become an investor member in the Investment Company.

With the approval of the Trinidad and Tobago Stock Exchange (**TTSE**), the share allotment in Jamaica and Trinidad and Tobago has been completed on January 11th, 2019. The Company met the requirements of listing for both Jamaica Stock Exchange (**JSE**) and TTSE and as a result it was approved for listing and was admitted to begin trading on January 14th, 2019, on JSE Main Market, and the US Dollar equity markets of the JSE and the TTSE. Hence, the Company had the distinction of being the first renewable energy investment company and the first company to list its shares on the JSE Main Market and the US Dollar equity markets of the JSE and TTSE in 2019. This is also the first company to list on the JSE Main Market, JSE USD Equities Market and TTSE USD Equity Market simultaneously in over 20 years.

In accordance with Cayman regulation, the Investment Company has completed the relevant Anti-Money Laundering (**AML**) and Know Your Customer (**KYC**) due diligence and thereby have accepted the Company as an investor member on March 27th, 2019. Subsequently, MPC Caribbean Clean Energy invested a total amount of USD 10,650,000.00 into the Investment Company for investments in renewable energy projects in Jamaica, Trinidad and Tobago and the wider Caribbean Basin.

The Company did not have any other material activities during the period ended December 31st, 2018 and did not enter into any material agreements. The Company had no turnover or revenues during the relevant period.

I thank our shareholders and my fellow Directors for their support and trust during this period.

Respectfully Yours,
For and on behalf of the Company



Gerard A. Borely
Chairman of the Board of Directors

THE BOARD OF DIRECTORS

The Board of the Company comprises of five (5) directors as follows:

Name	Position
Gerard A. Borely	Director & Chairman of the Board
A. Mark D. Hart	Director
Alastair B. Dent	Director
Steven Marston	Director
Guardian Nominees (Barbados) Limited	Director

Mr. Gerard A. Borely

Chairman of the Board, Independent Non-Executive Director & Chairman of the Audit and Remuneration Committees

Mr. Borely is a Qualified Fellow of the Association of Certified Chartered Accountants (United Kingdom) and a Registered member of the Institute of Chartered Accountants of Trinidad and Tobago.

Mr. Borely is currently the CEO of Caribbean LED Lighting Inc. and has had a distinguished career wherein he has held the following posts:

- CEO Barbados, Eastern Caribbean, British Virgin Islands & the Turks Caicos Islands
- CFO LIME / Cable & Wireless Caribbean Operations
- Managing Director – Corporate Banking at CIBC FirstCaribbean International Bank
- Chief Financial Officer (FirstCaribbean International Bank Limited)
- Manager – Assurance, Advisory and Business Services (AABS), Ernst & Young (Trinidad)
- During his career, Mr. Borely has held the following directorships:
- Director/Chairman of Audit Committee for Bahamas Telecommunication Company
- Director, Telecommunications Services of Trinidad and Tobago
- Director, FirstCaribbean International Bank (Jamaica) Limited
- Director, FirstCaribbean International Bank (Barbados) Limited

Mr. Alastair Dent

Independent Non-Executive Director & Member of the Audit and Remuneration Committees

Mr. Dent is a chartered accountant whose career has spanned Ernst & Young Barbados in various capacities and ultimately as one (1) of its audit partners. Mr. Dent also had an intervening appointment as the Chief Financial Officer of London Life and Casualty Reinsurance Corporation during the continuum of his tenor at Ernst & Young.

In 2016 Mr. Dent established his own audit firm, Orion Consulting Inc.

Mr. Dent is also an Associate Member of ICAEW, a Fellow of Institute of Chartered Accountants of Barbados (ICAB) and was a Member of ICAB Accounting and Auditing Standards Committee from 1999 to 2011.

Mr. Anthony Mark Hart, J.P.

Independent Non-Executive Director

Mr. Hart is currently the Executive Chairman of Caribbean Producers (Jamaica) Limited, which is listed on the Junior

Market Jamaica Stock Exchange (JSE), having previously served as its Chief Executive Officer from 2004 until early in 2011 and is also the founding and controlling shareholder of that company.

Mr. Hart began his career as the Managing Director of the Hart family's group of companies in 1982, eventually becoming Chairman and Chief Executive Officer in 1997.

Mr. Hart serves as Chairman of Cargo Handlers Limited, another JSE Junior Market listed company and Montego Bay Ice Company Limited, a JSE Main Market listed company.

Mr. Hart is a graduate of the University of Miami where he gained a Bachelor of Science degree in History and Motion Picture Film Production. He has also completed a program in Executive Education with focus on accounting and planning at Columbia University of New York.

Mr. Hart served as Chairman of the Airports Authority of Jamaica from 2007 - 2012 and he is currently a member of the boards of The We Care of Cornwall Regional Hospital, NMIA Airports Limited, The Port Authority of Jamaica, Montego Bay Freezone Company Limited, The Bank of Nova Scotia Jamaica Limited, Scotia Group Jamaica Limited, and Alpha Angels Investor Group. In the past he has served as a Director of JAMPRO, Dehring Bunting and Golding Limited (now Scotia Investments Limited), the American Chamber of Commerce of Jamaica, the Montego Bay Chamber of Commerce, First Life Insurance Company, Island Victoria Bank, The Tryall Club, Montego Bay Yacht Club, amongst others. Mr. Hart produced a documentary film, Rise Up. He is married to Dr. Candace Hart and together they have three children: Maya, Ethan and Cameron.

Mr. Steven Marston

Independent Non-Executive Director

Mr. Marston is the Chairman and CEO of CAC 2000 Limited. Mr. Marston has worked in the air conditioning and energy business for over 32 years. He is an engineer with a BSc. in Environmental Engineering (HVAC) from University of Strathclyde (1980) and MSc. in Energy Management and Policy from University of Pennsylvania (1984). He is also a graduate of the Owner President Management Program at Harvard Business School in 2009.

Mr. Marston worked in the renewable energy field for ten years (Ministry of Mining and Energy and Petroleum Corporation of Jamaica) and installed many of the initial solar systems in hospitals and hotels. He also worked in the sugar industry and installed a hydrous ethanol plant at Bernard Lodge along with other improvements that quickly made it one of the most efficient sugar factories in Jamaica. He then went on to work as an energy consultant before being asked by ICD to take over the failing CAC and not only restored it to become Jamaica's largest HVAC company, while also helping to lead the construction arm of the Mechala Group, before leading a management buyout of CAC. Over the course of his tenure the company has achieved significant growth and development guided by his vision, experience and expertise and he led the company to a successful listing on the Junior Market of the Jamaica Stock exchange - the first, and still only, construction company to do so.

CAC continues to flourish under his leadership but he is also working assiduously on regional expansion, large projects and commercial energy solutions with the intention of making CAC the largest HVAC and alternative energy business in the Caribbean.

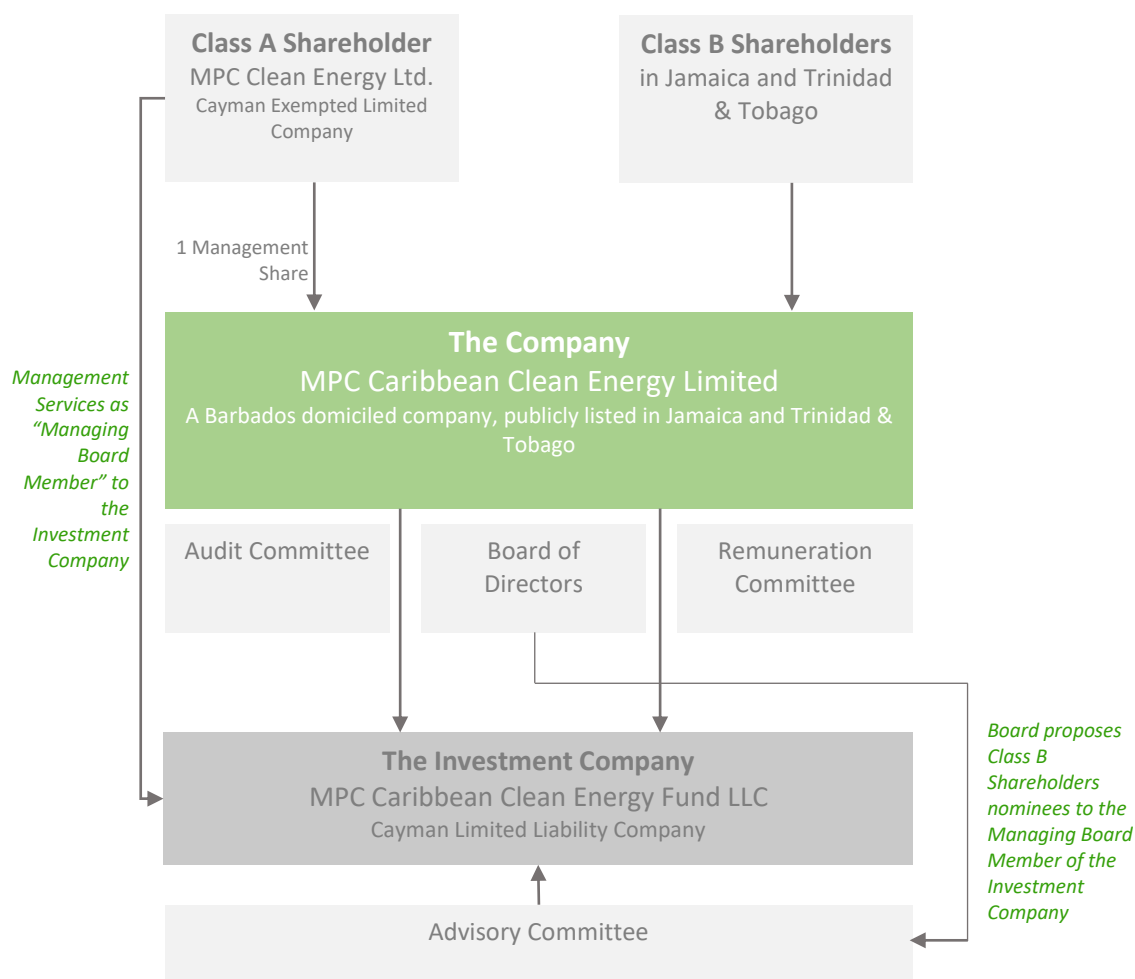
Guardian Nominees (Barbados) Limited

Independent Non-Executive Director & Member of the Audit and Remuneration Committees

Guardian Nominees (Barbados) Limited is a corporate director appointed by the Company in the interest of continuity on the Board and also order to facilitate Board meetings in Barbados. Guardian Nominees (Barbados) Limited was incorporated on December 23, 2004 and is legally domiciled in the Island of Barbados. The Company is engaged in the provision of nominee services and is licensed under the Corporate and Trust Services Providers Act 2015-12 of Barbados. The current directors of the Company are Linda Rose Stelling, Gayle Alison Hutchinson and Amanda Gail McKay.

ORGANIZATIONAL CHART

Structure of the organization of MPC Caribbean Clean Energy Limited:



CORPORATE DATA

The Company

MPC Caribbean Clean Energy Limited
Suite 1, Ground Floor, The Financial Services
Centre, Bishop's Court Hill, St. Michael,
Barbados, BB14004

Website: www.mpc-cleanenergy.com
Telephone Number: +1 246 621 0760

Email Address:
info@mpc-cleanenergy.com



Board of Directors

Gerard A. Borely
Alastair Dent
Steven D. Marston
A. Mark D. Hart
Guardian Nominees
(Barbados) Limited

Trinidad and Tobago Attorneys to the Company

M. Hamel-Smith & Co., Attorneys-at-Law
Eleven Albion, Cor. Dere & Albion Streets, Port
of Spain, Trinidad

Website: www.trinidadlaw.com
Telephone Number: +1 868 299 0981
Email Address: mhs@trinidadlaw.com



Auditor

BDO Barbados
The Gables, Haggatt Hall,
St. Michael,
Barbados, BB11063

Website: www.bdo.bb.com
Telephone Number: +1 246 435 2001



Bankers

CIBC FirstCaribbean International Bank
(Bahamas) Limited
Goodman's Bay Corporate Centre
West Bay Street
Nassau, Bahamas

Website: www.cibcfib.com
Telephone Number: +1 868 242 397 8201



Corporate Secretary

Trident Corporate Services (Barbados) Limited
Suite 1, Ground Floor
The Financial Services Centre
Bishops Court Hill, St Michael



Barbados BB14004

Website: www.tridenttrust.com

Telephone number: +1 246 621 0760

Email Address: AMckay@tridenttrust.com

Dentons Delany

Burnham Court

Bishop's Court Hill

Upper Collymore Rock

Barbados

Website: www.dentons.com

Telephone Number: +1 246 230 8330

Email Address: dustin.delany@dentons.com

The logo for Dentons, featuring the word "DENTONS" in white capital letters inside a purple arrow-shaped box pointing to the right.

TOP 10 SHAREHOLDERS OF THE COMPANY

Name	Joint Holder/ Connected interest	Volume	Percentage
MPC Clean Energy Ltd.	-	1	100%

DIRECTOR'S HOLDINGS

Name	Joint Holder/ Connected interest	Volume	Percentage
Gerard A. Borely		-	-
Alastair Dent		-	-
Steven D. Marston		-	-
A. Mark D. Hart		-	-
Guardian Nominees (Barbados) Limited		-	-

CORPORATE GOVERNANCE & RESPONSIBILITY

RESPONSIBILITIES OF THE BOARD

The business and affairs of the Company are managed by its Board, who approves any reasonable costs and expenses pursuant to the Company's investor membership in the Fund and the Company itself. Furthermore, the core responsibilities of the Directors among others include:

- Compliance with all applicable laws, regulations and corporate documents and policies of the Company;
- Participation in Board meetings;
- Participation in committees and sub-committees to which the relevant Directors has been appointed;
- Review the Company's financial statements and annual report including the MD&A section;
- Ensure that the reports and disclosures of the Company, including the annual report, are compliant with the Company's Disclosure Policy;
- Review and approve the Company's annual budget; review and approve the Company's policies and guideline;
- Annually confirm the Code of Conduct of the Company;
- From time to time consider the recommendation of material members of the Company as potential members of the Fund's Advisory Committee to the Fund's managing board member (**Managing Board Member**);
- Approve new shareholders of the Company;
- Appoint the Company's corporate secretary and assistant secretary;
- Always act in the best interest of the Company and its shareholders.

EVALUATION

Annual self-assessment of performance on the individual and group level is conducted by the Directors. Each of the Directors is signatory to Company's Code of Conduct and its annual reviews, which serves as a core guideline for the ethics and behavioral norms. Dismissal of the Director is foreseen, provided the failure to adhere to the Code of Conduct or absence in three consecutive Board meetings. Therefore, the record of the attendance of the meetings is kept. A first evaluation will be conducted in the fourth quarter of 2019.

MEETINGS

Frequency and location: Meetings of the Board are held at least once per year (starting in 2019) and may be convened at any time by any Director or the Secretary, when directed or authorized by the Management Shareholder. The meeting location is selected irrespectively of the country of the registration or is held through the means of telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at that meeting. For the year 2018 all the decisions by the Directors were made via a round robin of electronic communication over various dates and no physical meetings took place.

Quorum: A majority of the Directors forms a quorum for the transaction of business and, notwithstanding any vacancy among the Directors, a quorum exercises all the powers of the Directors. No business is transacted at a meeting of Directors unless a quorum is present.

Voting: Questions arising at any meeting of the Directors are decided by a majority of votes. In case of an equality of votes the Chairman of the meeting in addition to his original vote has a second or casting vote.

Director Responsibilities and Preparation: Directors spend the time needed to prepare for meetings and to meet as frequently as necessary to properly discharge their responsibilities. Information and materials important for the Board's understanding of the business to be conducted at a Board or committee meeting are made available to the Directors in advance to the meeting.

Shareholder's Meetings: includes any annual general meeting and extraordinary shareholders' meeting of the Company. Shareholders' Meetings will be conducted pursuant to the laws of Barbados and in compliance with requirements of the jurisdictions in which the Company is listed.

REMUNERATION COMMITTEE

The purpose of the Remuneration Committee is to review, report on and make appropriate recommendations to the Company's Board for the Board's approval regarding the Company's framework of executive remuneration. The Committee reviews and approves corporate goals in relation to management's compensation, evaluates management's performance in light of the company's goals and objectives and makes recommendations to the Board with respect to executive and non-executive compensation.

The Remuneration Committee shall review and evaluate twice per year market trends in relation to fees payable to non-executive and independent directors and make recommendations to the Board in relation to the Company's directors' fees, other executive and non-executive compensations.

Remuneration Committee is comprised of the following directors:

Name	Position
Gerard A. Borely	Chairman
Alastair Dent	Member
Guardian Nominees (Barbados) Limited	Member

AUDIT COMMITTEE

The Audit Committee assists the Board with oversight responsibilities in regards to the integrity of the Company's financial statements. It also serves as the communication link between the Board, the management team and the auditors. The Audit Committee ensures that the Company complies with legal and regulatory requirements.

- Assist the Board with oversight responsibilities in regards to the integrity of the Company's financial statements;
- Serve as the communication link between the Board, the management team and the auditors;
- Ensure that the Company complies with legal and regulatory requirements;
- Confirm that significant findings and recommendations made by auditors are received, discussed and implemented by management or Directors on a timely basis;
- Communicate to the Board matters which may significantly impact the financial condition/affairs of the Company;
- Perform other oversight functions as requested by the Board;
- Review and update the charter and recommend approval of any changes to the Board; and

- Confirm annually that the responsibilities outlined in this Charter have been executed;
- Report annually to the shareholders describing the Audit Committee's composition, responsibilities, discharge of duties and any other information required by regulation or professional practice; and
- Review any other reports issued by the Group that relate to the Audit Committee's responsibilities.

Audit Committee is comprised of the following directors:

Name	Position
Gerard A. Borely	Chairman
Alastair Dent	Member
Guardian Nominees (Barbados) Limited	Member

CODE OF CONDUCT

Being a listed company, the Company thrives on the trust that our investors, customers, shareholders, business partners and the public have in the performance and integrity of our Company. That trust depends significantly on how we conduct ourselves. The Code of Conduct of MPC Caribbean Clean Energy Limited lays out the standards for our behavior, serving as binding guidelines for all our interactions. We expect employees to adhere to the Code of Conduct.

The Code of Conduct is based on our five corporate values. These shared values represent the essential foundation of our corporate culture. We practice them in our daily dealings with each other and in how we work with others.

PARTNERSHIP: We treat one another with respect and honesty, and we act with consideration for the goals and circumstances of each customer and partner.

RELIABILITY: Our behavior is clear and consistent. We communicate what we can do and know our limits. We plan rationally and keep our promises. We take responsibility for things we do and information we share.

PROFESSIONALISM: Our conduct towards customers, partners and co-workers is business like, constructive and appreciative. We act with tremendous self-initiative combined with a well-planned approach. We rely on superior reasoning.

ENTHUSIASM: We get ourselves and our partners excited about challenging topics, projects and tasks. We identify passionately with MPC Caribbean Clean Energy Limited and our duties. Our enthusiasm allows us to move in new directions with optimism, self-confidence and pleasure.

ENTREPRENEURSHIP: We take charge of our areas of responsibility while keeping the company's point of view in mind. We develop new ideas and are prepared at all times to strengthen the innovativeness of MPC Caribbean Clean Energy Limited. To that end, we deal with risks with awareness.

PRINCIPLE OF GOOD CORPORATE GOVERNANCE

Good corporate governance protects the legitimate interests of the Company and its shareholders. The management structure of MPC Caribbean Clean Energy Limited consists of the Board in charge of the Company's operations. The Board is supported by a comprehensive corporate governance policy and a Barbados resident corporate Secretary, as well as, local assistant corporate secretaries in the jurisdiction in which the Company is listed.

SOCIAL RESPONSIBILITY

The management of MPC Caribbean Clean Energy Limited is aware of its responsibility toward employees, customers, investors, shareholders and business partners, as well as toward the Company and the principles that support it. The management and its employees respect the personal dignity of every individual and do not tolerate discrimination in the activities of the Company. We do not tolerate discrimination on the basis of gender, ethnic background, disability, age, sexual orientation, religion or ideology. Accordingly, the management is committed to human rights and the international standards for protecting workers. The Company recognizes the importance the Sustainable Development Goals (SDG) and their objectives to end poverty, protect the planet and ensure prosperity by 2030.

It is the Company's believe that sustainability requires more than just investing into renewable energy assets and having a positive local impact. To such ends, the Company adheres to, and requires the companies it invests into to adhere to, the Universal Declaration of Human Rights (UNDHR) and the standards of the International Labour Organization (ILO). The Board, the Company's executives and employees are required to comply with the UNDHR and ILO standards.

COMPLYING WITH LAWS, REGULATIONS AND INTERNAL POLICIES

The success of MPC Caribbean Clean Energy Limited as a business is based on strict compliance with laws and regulations, as well as to its policies. That is the only way to ensure fair, correct and legally irreproachable conduct in business dealings with customers, investors, shareholders, business partners and other parties.

Within Company's business model, financial fraud, investment fraud, market manipulation, brokerage and banking fraud, embezzlement and bribery may constitute criminal offences. Such actions can be initiated by outsiders, employees or a combination of offenders. Employees are compelled to be especially vigilant and contact their management in cases of doubt.

MARKET INTEGRITY

MPC Caribbean Clean Energy Limited ensures the protection of the market's integrity as part of its business activities. It is therefore natural for everyone who works for the Company not to harm other market participants through their actions, in particular deceitful activities or market manipulation.

COOPERATION WITH BUSINESS PARTNERS

To enable it to work with certain business partners and deal with the associated risks, the Company has established an internationally recognized process, tailored to the company's needs, for evaluating, approving and documenting those third parties. All employees are obliged to perform this business partner compliance screening before engaging or entering into contractual agreements with such third parties.

PREVENTING MONEY LAUNDERING AND THE FINANCING OF TERRORISM

MPC Caribbean Clean Energy Limited has taken precautions to prevent the company from being misused for the purpose of money laundering or the financing of terrorism. One of the key pillars of combating money laundering and financing of terrorism is the principle of "know your customer" (KYC). It involves verifying the identity of each shareholder, client or business partner when opening business relations, including the beneficial owners and any authorized representatives. All employees are required to comply with anti-money laundering regulations.

ANTI-CORRUPTION ACTIVITIES AND DEALING WITH GIFTS AND BENEFITS

The use of corruptive means in any form for the purpose of accomplishing business objectives is prohibited. Corruption primarily occurs through the giving and taking of bribes by government officials and public servants, as well as the giving and receiving of benefits by non-officials. Corruption leads to bad corporate and economic decision-making, hinders progress and innovation, and distorts competition. All employees of the Company are therefore prohibited from accepting gifts from third parties or giving gifts to third parties who are not customers in the context of providing services.

ADVERTISING AND COMMUNICATION

When advertising products or services of MPC Caribbean Clean Energy Limited, employees must make sure the advertisements are honest, unambiguous and not misleading. The obligation to produce honest, unambiguous and non-misleading communication also applies to investor information and reports on products as part of asset management.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) FACTORS

MPC Caribbean Clean Energy Limited recognizes the importance of Environmental, Social and Governance (ESG) factors in making investments as well as in the management of renewable energy assets. It takes into consideration that a proactive approach to ESG matters is vital for the protection and enhancement of the value of investments in the long term. The Company is also conscious of investors' increasing understanding, requirements and concern about ESG matters and has chosen to disclose to them relevant decision-making information and, at the same time, ensure its availability.

Within the following pages the Company presents to its investors the ESG results for year 2018 and the outlook for 2019. This is to highlight the activities of the Company towards the usage and integration of ESG factors accordingly. As a newly formed entity, it recognizes that there is room for improvement especially in those activities already undertaken by the Company, along with the corresponding actions.

APPLIED REPORTING GUIDELINES

On June 2018, the World Federation of Exchanges issued a Revised ESG Guidance and Metrics¹ in order to encourage listed companies around the globe to disclose ESG baseline indicators. MPC Caribbean Clean Energy Limited has embraced these recommendations and worked with applicable metrics selected based on a materiality approach guided by the definitions in the Global Reporting Initiative (GRI)².

For each dimension of ESG, the Company has applied a materiality assessment in order to determine relevant topics for reporting and disclosure by considering (i) the organization's impact on economic, environmental and social matters, and (ii) the importance of these matters to its stakeholders.

1. ENVIRONMENT

The environmental factors look at how the Company performs in relation to the quality and functioning of the natural environment and systems.

These factors include:

- Biodiversity losses
- Greenhouse gas (GHG) emissions
- Climate change
- Renewable energy
- Changes in land usage, among others.

MPC Caribbean Clean Energy Limited is committed to take effective actions to mitigate climate change. In 2019, the Company will allocate the IPO net proceeds of USD 10,650,000.00 for renewable energy infrastructure projects. This will be invested into the Investment Company which subsequently holds ownerships in the two seeds assets: Paradise Park solar park in Jamaica (51.5 MWp) and Tilawind wind farm in Costa Rica (21 MW). The oversight and management of climate related risks and sustainability issues are performed by the Company's Board before making an investment into the Investment Company.

¹ https://www.world-exchanges.org/storage/app/media/research/Studies_Reports/WFE%20ESG%20Guidance%20June%202018.pdf

² <https://www.globalreporting.org/standards/>

Metric	Calculation	Result for Year 2018	Comment
Environmental Operations	Does your company follow a formal Environmental Policy? Yes, No	Yes	Included in MPC Code of Conduct
	Does your company follow specific waste, water, energy, and/or recycling policies? Yes/No	No	
Environmental Oversight	Does your Board/ Management Team oversee and/or manage climate-related risks? Yes/No	Yes	
	Does your Board/Management Team oversee and/or manage other sustainability issues? Yes/No	Yes	
Climate Risk Mitigation	Total amount invested, annually, in climate-related infrastructure, resilience, and product development?	0.0 USD	For 2019, 10.65m USD will be allocated to renewable energy infrastructure



Photo 1. Paradise Park solar photovoltaic plant located in Jamaica, under construction.



Photo 2. Tilawind wind farm located in Costa Rica, in operations.

2. SOCIAL

The social factors evaluate how a company manages the relationships with its employees, customers, suppliers, and the communities where it performs its operations. These factors include:

- Human rights
- Labor standards in the supply chain
- Workplace health and safety
- Diversity
- Relations with local communities, amongst others.

Metric	Calculation	Result for Year 2018	Comment
Gender Diversity	Percentage: Senior- and executive-level positions held by men and women	80% / 0%	Board members, who also serve as executives, are four men and a company. The company, Guardian Nominees (Barbados) Limited has three directors, all of them are women.
Non-Discrimination	Does your company follow a sexual harassment and/or non-discrimination policy? Yes/No	Yes	Included in MPC Code of Conduct
Child & Forced Labor	Does your company follow a child and/or forced labor policy? Yes/No	No	Management is taking steps to adhere to such policy.
	If yes, does your child and/or forced labor policy also cover suppliers and vendors? Yes/No	No	
Human Rights	Does your company follow a human rights policy? Yes/No	Yes	Included in MPC Code of Conduct

3. GOVERNANCE

Governance deals with the relationship between a Company's management, its board, shareholders and other stakeholders. Factors include board structure, diversity, size, skills and independence, executive pay, shareholder rights, disclosure of information, business ethics, bribery and corruption, internal controls and risk management among others.

The Board is composed of four independent directors: Gerard A. Borely (Director & Chairman of the Board), Anthony Mark Hart, Alastair B. Dent and the company Guardian Nominees (Barbados) Limited which has three directors: Gayle A. Hutchinson, Amanda G. McKay and Linda Rose Stelling.

The Board has appointed a remuneration and an audit committee to evaluate management performance in light of the Company's goals and objectives and oversee the integrity of the company's financial statements and compliance with legal and regulatory requirements.

Metric	Calculation	Result for Year 2018	Comment
Board Diversity	Percentage: Total board seats occupied by men and women	80% / 0%	The board seats are occupied by four men and a company. The company, Guardian Nominees (Barbados) Limited has three directors, all of them are women.
	Percentage: Committee chairs occupied by men and women	67% / 0%	The committees' chairs are occupied by two men and the company Guardian Nominees (Barbados) Limited which has three directors and all of them are women.
Board Independence	Percentage: Total board seats occupied by independents	100%	
Incentivized Pay	Are executives formally incentivized to perform on sustainability? Yes/No	No	
Ethics & Anti-Corruption	Does your company follow an Ethics and/or Anti-Corruption policy? Yes/No	Yes	Included in MPC Code of Conduct
Data Privacy	Does your company follow a Data Privacy policy? Yes/No	Yes	Included in MPC Code of Conduct
Sustainability Reporting	Does your company publish a sustainability report? Yes/No	No	
	Is sustainability data included in your regulatory filings? Yes/No	Yes	Sustainability data will be included in mandatory annual reports starting from reporting year 2018 onwards.
Disclosure Practices	Does your company provide sustainability	No	

	data to sustainability reporting frameworks? Yes/No	
	Does your company focus on specific UN Sustainable Development Goals (SDGs)? Yes/No	No Company is taking steps to integrate SDGs into its day to day operations from 2019 onwards.
	Does your company set targets and report progress on the UN SDGs? Yes/No	No
External Assurance	Are your sustainability disclosures assured or validated by a third party? Yes/No	No

COMMITMENT TO SUSTAINABLE DEVELOPMENT GOALS

MPC Caribbean Clean Energy Limited recognizes the importance of the Sustainable Development Goals (SDGs) and its targets to end poverty, protect the planet and ensure prosperity by 2030. The Company generally supports all SDGs and will periodically review how they can be embraced through its corporate activities. Although, there are some SDGs that are inherent to the Company's core business activities, and, after performing an assessment in early 2019, the Company has committed to support the achievement of the following SDGs by integrating them in its day to day operation:

- Goal 5: Gender equality
- Goal 7: Affordable and clean energy
- Goal 8: Decent work and economic growth
- Goal 9: Industry innovation and infrastructure
- Goal 11: Sustainable cities and communities
- Goal 13: Climate action
- Goal 14: Life on land

From the above mentioned goals, the Company has prioritized the following SDGs considering:

- the company's primarily investment in solar PV and wind projects,
- direct contribution to effective climate change mitigations by investing in renewable energy, and
- support of positive social and environmental links with the communities and land where the projects will take place.



PARADISE PARK - JAMAICA:

FOSTERING EMPLOYMENT AND COMMITMENT TO THE ENVIRONMENT

CHEAPEST SOURCE OF ENERGY IN JAMAICA



**US\$ 8.5 cents per
kilowatt-hour**

versus US\$ 25 cents per kilowatt-hour
average electricity price in Jamaica³

200

Direct jobs created in
Jamaica in 2018/2019

0

Serious accidents during
construction

30,000 tonnes

Of carbon emissions (CO₂)
estimated to be reduced
per year

82,000,000 kWh

Estimated green power
generation per year

³ Climatescope 2018 by Bloomberg NEF: <http://global-climatescope.org/results/JM#power-prices-and-lcoes>

TILAWIND - COSTA RICA:

CONTRIBUTING TO GREEN ENERGY PRODUCTION WHILE REDUCING GREENHOUSE GAS EMISSIONS (GHG)



**US\$ 8.8 cents per
kilowatt-hour**

versus US\$ 19.5 cents per kilowatt-hour
average electricity price in Costa Rica⁴

11

Permanent workers in
Costa Rica

0

Serious accidents since
commercial operations

4,915 tonnes

Of carbon emissions (CO₂)
estimated to be reduced
per year

82,000,000 kWh

Estimated green power
generation per year

⁴ Climatescope 2018 by Bloomberg NEF: <http://global-climatescope.org/results/CR#power-prices-and-lcoes>

MANAGEMENT DISCUSSION AND ANALYSIS

The information contained in this section should be read in conjunction with the audited financial statements for the period ended December 31, 2018. The audited financial statements of the Investment Company are available to shareholders of the Company upon request.

OVERVIEW OF THE BUSINESS

The Company was incorporated in November 2017 as a special purpose vehicle to facilitate investments from the region into MPC Caribbean Clean Energy Fund LLC (**Investment Company**). During the fourth quarter of 2018, the Company focused on capital raising activities resulting in the initial public offering (IPO). The IPO opened on December 3rd, 2018 and closed on December 21st, 2018 and raised USD 11,424,160.00 from 241 new shareholders combined, from both Jamaica and Trinidad and Tobago investors. The Company had no other material activities during the period ended December 31st, 2018 and did not enter into any material agreements. The Company had no turnover or revenues during the relevant period.

With the approval of the Trinidad and Tobago Stock Exchange (**TTSE**), the share allotment in Jamaica and Trinidad and Tobago has been completed on January 11th, 2019. The Company met the requirements of listing for both Jamaica Stock Exchange (**JSE**) and TTSE and as a result it was approved for listing and was admitted to begin trading on January 14th, 2019, on JSE Main Market, and the US Dollar equity markets of the JSE and the TTSE.

In accordance with Cayman regulation, the Investment Company has completed the relevant Anti-Money Laundering (**AML**) and Know Your Customer (**KYC**) due diligence and accepted the Company as an investor member on March 27th, 2019.

MPC Caribbean Clean Energy Limited invested a total amount of USD 10,650,000.00 into the Investment Company which is a Cayman Islands limited liability company for investments in renewable energy projects in Jamaica, Trinidad and Tobago and the wider Caribbean Basin. MPC Caribbean Clean Energy Limited is an investor member in the Investment Company. The investment activities of the Investment Company are managed by its Managing Board Member, MPC Clean Energy Ltd. which is advised by its engaged investment adviser, MPC Renewable Energies GmbH (**Investment Adviser**), both of which are wholly owned subsidiaries of MPC Münchmeyer Petersen Capital AG.

The MPC Group - Münchmeyer Petersen & Co. GmbH's is a Hamburg, German-based international group of companies with a 170-year history. MPC Capital AG is an investment manager with over USD 4.8 billion in assets under management across real asset sectors such as shipping, real estate and infrastructure. The company was founded in 1994, as a subsidiary of the international MPC Group and has been publicly listed in Germany since 2000.

The Caribbean region relies heavily on fossil fuel imports and thus has high corresponding electricity prices. With marked growth in the demand for energy, renewable sources are increasingly becoming an economical form of new electricity generation. According to CARICOM's Sustainable Energy Roadmap, its 15 members aim to install some 5.3 GW of clean energy over the next ten years, requiring investments of approximately USD 8.4 billion. The Investment Company has strategically targeted a wider regional area including Central American countries that potentially allows it to offer a significantly more attractive opportunity. Recently, there is more opportunities emerging for energy efficiency and energy storage in the region.

One of the key supporting factor along with the implementation of a "political" roadmap for sustainable energy by the governments of the Caribbean Basin, is undoubtedly the economic benefits caused by the transition from fuel oil based to renewable energy. The costs of electricity generation from renewable energy resources such as solar photovoltaic or on-shore wind have significantly decreased during the past decade. Comparatively, a kilowatt hour can often be produced at the same price or cheaper than from a fossil fuel (such as coal, diesel, or LNG) power plant. At this attractive and affordable cost of power produced by clean technology, reduced electricity bills will free up valuable liquidity that can be utilized for other economic growth-related investments.

In addition, renewable energy production, energy storage and energy efficiency helps to reduce the imports of fossil fuel. This will therefore assist in reducing the deployment of valuable US dollar reserves as well as economic dependency from the exporting countries. The energy transition towards a clean and climate-resilient energy infrastructure improves the energy security of a country, its economy and citizens.

The Investment Company will be one of a handful of investment funds specializing in clean energy investments in the Caribbean. The investment objective of the Investment Company is to generate attractive risk-adjusted returns with an emphasis on capital protection, generating stable cash yields, and capital appreciation. These sound objectives will be realized through investments primarily in solar PV and wind farm assets in the Caribbean. The Investment Company will acquire investments mainly during the final stages of the development period, subject only to conditions precedent including financial closing or, in an all-equity financing, subject to the execution of the construction contract and obtaining all relevant other contracts, licenses, authorizations and permits to construct and operate the asset. Investments will not bear any development risks.

At these final stages, the projects are significantly de-risked, with the main contracts and permits in place. These typically include leases of land, power purchase agreements, construction and operation contracts, insurance and project finance, as well as environmental, building, interconnection and operational permits.

The Investment Company's first seed asset 'Paradise Park' is a project comprising a 51.5 MWp solar PV plant in Jamaica requiring a total investment of USD 64 million. The project reached financial close in June 2018 with senior project finance amounting to USD 48.5 million from PROPARCO, a French development financial institution, and FMO, the Dutch development bank. The construction is well advanced and commissioning is expected to be in June 2019. Once operational, 'Paradise Park' will become the cheapest generator of electricity in Jamaica. The Investment Company owns indirectly a shareholding of 34.4% since April 2018.

The second seed asset 'Tilawind' is a 21 MW onshore wind farm based in Costa Rica. The Investment Company and ANSA McAL Limited acquired this wind farm jointly which required a total investment of approximately USD 50 million. The wind farm has been in operation since March 2015. The Investment Company owns (indirectly) through its shareholding 50% of the voting rights and 50% economic benefits since closing in April 2019.

More details about the distinct positive socio-economic impact of 'Paradise Park' and 'Tilawind' can be found in the section about ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) FACTORS.

MPC Caribbean Clean Energy Limited's revenue model is to receive dividends from its participation and capital contribution into the Investment Company and its underlying investments in clean energy assets such as 'Paradise Park' or 'Tilawind' located in Jamaica, Trinidad and Tobago and the wider Caribbean Basin. The long-term vision is to participate as an investor member in the activities of the Investment Company and to benefit financially from a highly diversified portfolio of clean energy investments.

After providing for an appropriate liquidity reserve to cover administrative and business expenses as well as contingencies, the Investment Company intends to pay out up to 100% of the earnings received. Cash dividends to the shareholders shall be made at least annually. The dividend policy is subject to review from time to time by the Board of the Company.

RESULTS OF OPERATIONS

As of December 31st, 2018, the holdings of shares in the capital of the Company (including legal and, where known to the Company, beneficial holdings) were solely with MPC Clean Energy Limited. The allotment of shares upon closing of the IPO was only completed after receiving approval from the TTSE on January 11th, 2019. As the Company was established in November 2017, a comparison of the year end 2018 results of operations with the preceding financial year 2017 has limitations.

The Company has no history of dividends. No dividend was paid in 2017 and 2018. The Company does not have any subsidiaries. Furthermore, the Company has not entered into any material contracts during the relevant period in 2018. The Company had no turnover or revenues during the relevant period in 2018 or in the preceding year of 2017.

At the end of 2018, the Company had USD 403 cash at the bank. This reflects the liquidity before the net proceeds of the IPO were transferred from the brokers to the Company. The accumulated deficit for the period was USD 257,082 compared to USD 5,234 in 2017.

The expenses of the Company were vastly driven by the IPO and the general administration of the Company including accounting, corporate secretary, corporate and license fee as well as the annual audit of the financial statements for a full financial year. The expenses increased from USD 5,234 in 2017 to USD 251,848 in 2018.

OUTLOOK

The Company became an investor member on March 27th, 2019, in the Investment Company. The Investment Company made a capital call over USD 10,650,000 and the Company invested USD 10,650,000.00. The Company has currently a liquidity reserve of approximately USD 300,000 to cover ongoing operational expenses.

As an investor member, the Company will participate from now on in any potential future distributions of the Investment Company. The Investment Company informed the Company's Board that the initial two seed assets, 'Paradise Park' or 'Tilawind' met materially the financial projections in 2018. 'Paradise Park' is in an fairly advanced stage of construction with expected commissioning in June 2019 on time and budget. The electricity produced by 'Tilawind' met the projections of approximately 82,000,000 kWh in 2018 as well. The production trend continued during the first months of 2019. The Board will receive the first quarterly report of the Investment Company no later than mid-May 2019.

The Company's revenue, and therefore its distributions to shareholders, will be dependent on, amongst other things:

- (1) the net proceeds available for investment in the Investment Company (subject to the retentions);
- (2) the success of the underlying investments made by the Investment Company which will generate profits for distribution by the Investment Company to its investor members, including the Company (after the deduction of all applicable costs and expenses at the Investment Company level);
- (3) the proportion that the Company's investment in the underlying Investment Company bears to aggregate such investments, given that distributions will generally be made on a pro-rated basis among the Investment Company's investors (subject to any adjustments contemplated in the Investment Company documentation, including due to excuse rights of investor members in the Investment Company, if applicable); and
- (4) the amount (if any) which the Company's Board determines should be maintained by the Company as a reserve to cover any costs or obligations of the Company owed to the Investment Company in accordance with the Investment Company's LLC Agreement.

The following significant events occurred after the balance sheet date of December 31, 2018:

- January 11th, 2019: The TTSE approves the listing and share allotment;
- January 14th, 2019: The Company commenced trading on the JSE Main Market, and the USD Equity Market of the JSE and the TTSE;
- January 22nd, 2019: Ratification of new Class B shares and drawdown were agreed upon by a resolution of the Board
- February 4th, 2019: The Company enters into a cost sharing agreement regarding a D&O insurance umbrella agreement between the Investment Company and the insurance company to ensure insurance cover for the Company's directors.
- February 4th, 2019: First meeting of the Board for the year 2019 took place.

- February 25th, 2019: The Company appoints Dentons as corporate secretaries in Jamaica and Trinidad and Tobago;
- March 4th, 2019: The Development Bank of Jamaica (DBJ) has announced that it has invested USD 1,000,000.00 in the initial public offering, on the Jamaica Stock Exchange (JSE), of MPC Caribbean Clean Energy Limited;
- March 27th, 2019: The Company is accepted as investor member in the Investment Company and subscribed an amount of USD 10,650,000.00;
- April 26th, 2019: Board approves corporate governance policy.

RISK MANAGEMENT

The following outlines some of the key risks currently being faced by the Company and how these risks are being managed.

Nature of Investment: The shares represent an indirect interest in the Investment Company and do not represent a direct investment in the Investment Company's net assets. Therefore, an investment in the shares should not be viewed as direct interests in the Investment Company or its assets. Shareholders will not be entitled to directly participate in any meeting or vote of the members of the Investment Company, and as such have limited rights in relation to the corporate and operating decisions of the Investment Company. The Investment Company's Managing Board Member considered the recommendation of the Company to have certain representation on the advisory committee of the Investment Company. The Managing Board Member has currently approved three shareholders of the Company to nominate a representative for the advisory committee.

Limited Operating History: Both the Company and the Investment Company are new and were established in 2017 and have limited operating history to evaluate their respective performance. The Investment Company has made equity investments into the first seed assets 'Paradise Park' and intends to close the equity investment in 'Tilawind'. Although the investment adviser of the Investment Company and its affiliates have previously managed other existing investment vehicles, the past performance of such other investment vehicles cannot be relied upon as an indicator of the Investment Company's (and the Company's) success. The Company must rely upon the ability of the Investment Company to meet investment objective and policies. There are only a few funds with similar objectives and with operating histories upon which investors, including shareholders in the Company, may base an evaluation of the likely performance of the Investment Company. As a result, shareholders should not base an evaluation of the likely return of the shares on such prior experience.

Diversification Risk: The Company's sole investment will be interests in the Investment Company and will therefore be dependent on the performance of the Investment Company. Similarly, the Investment Company will only participate in a limited number of investments and the unfavorable performance of a single investment may adversely affect the aggregate return of the Investment Company. Other than some short-term holdings in cash or cash equivalents, near cash instruments, money market instruments and money market funds, cash funds and hedging instruments, the Investment Company will invest exclusively in clean energy projects in the target region and will therefore bear the risk of investing in only one particular sector. Consequently, there is no guarantee that there will be a sufficient number of attractive investments available to the Investment Company, and that the Investment Company will be able to invest fully all of its capital during the investment period. Furthermore, if the Investment Company is unable to syndicate an investment within the anticipated timeframe, the Investment Company risks exceeding its diversification limits in respect of such investment.

Currency Risk: The Investment Company will be denominated in and the base currency of the Investment Company will be USD. The Investment Company may however make investments in projects whose revenues are denominated in other local currencies, such that the Investment Company may be exposed to currency rate movements. Whilst the Investment Company may enter into hedging arrangements to mitigate this risk to some extent, it is not obliged

to do so and there can be no assurance that such arrangements can or will be entered into or that they will be sufficient to cover such risk.

Reliance on the Managing Board Member and the Investment Adviser and Dependence on Key Executives:

The Investment Company will rely upon the Investment Adviser advising the Managing Board Member in formulating the investment strategies. The bankruptcy or liquidation of the Investment Adviser, the Managing Board Member or any of their respective associates may have an impact on the value of the Investment Company. Investor members in the Investment Company must rely on the judgement of the Investment Adviser, the Managing Board Member and their respective agents, in particular on the judgement of their respective principals, officers and employees. The Investment Company prohibits investor members, including the Company, from participating in the day-to-day control, operation or management of the affairs of the Investment Company, including advising or making decisions on the merits of investments and/or dispositions. While the investor members in the Investment Company, including the Company, may be able to voice any concerns and recommendations at general meetings, the performance of the Investment Company will be dependent to a material extent on the ability of the key personnel and other team members to source, acquire, manage and realize investments and, notwithstanding any track record they may have in this field, there is no guarantee that they will be able to do so successfully. In addition, the performance of the Investment Company could be adversely affected should one or more key personnel leave or cease to be associated with the Investment Company's investment activities. Given the specific regional and sector focus of the Investment Company, it may be difficult for the Investment Adviser and the Managing Board Member to replace key personnel with individuals with the necessary knowledge, skills and experience. Consequently, investing in the Investment Company will involve a higher degree of risk compared to a similar vehicle investing in developed markets where the pool of investment professionals to recruit tends to be larger.

Investment Selection: Not all of the projects where investments will be made have been identified. Accordingly, investor members in the Investment Company, including the Company, will not have an opportunity to review a full portfolio and a comprehensive set of terms of the investments. The likelihood that such investor members will realize any gain on an investment depends mainly on the skill and expertise of the personnel of the Managing Board Member and the Investment Adviser. The Investment Company's maximum exposure per single investment is 20% and to a single CARICOM country 25%, while its maximum exposure to single non-CARICOM country is 15% and total non-CARICOM countries not more than 35%. The Investment Company will assemble a portfolio of assets with stable and predictable cash flows and generally will seek to exit these at around at the end of the term of the Investment Company, although earlier divestments during the liquidation period will be considered where in the best interests of the Investment Company. The main divestment options are:

- Sale of individual assets
- Sale of cluster of assets
- Sale of entire portfolio

Possible buyers for each of these options include utilities, yieldcos, industrial companies, private equity funds, pension funds, consortiums, independent power producers and infrastructure funds. The options will be evaluated based mainly on the appetite of potential buyers at the time of the decision and based on the final value created for the Investment Company investor members. Each one of these options has advantages and disadvantages, but a proper comparison will be carried out also taking into account timing and complexity of execution, together with transaction costs and certainty of completion.

FORWARD-LOOKING STATEMENTS

Forward-looking statements presented in this report are based on various assumptions. The assumptions are subject to uncertainties and contingencies that are difficult or impossible to predict. MPC Caribbean Clean Energy Limited cannot give assurances that expectations regarding the outlook will be achieved or accomplished.

REMUNERATION OF THE BOARD DIRECTORS

For the period ended December 31st, 2018, each director who is a natural person waived its remuneration of USD 5,000 p.a., after the first quarter of 2018, covering work related to both Board representation and sub-committee participation. Only Guardian Nominee as corporate director received a basic remuneration of initially USD 950.00 p.a. and from December 1st a basic remuneration of USD 3,500.00 . Additionally, special efforts may be charged on an hourly rate. The remuneration of the Board is not linked to the Company's performance. Board members have no options to buy shares in the Company, nor do they receive compensation other than the Board remuneration. Board remuneration is considered to be on market terms.

RESPONSIBILITY STATEMENT

We confirm that, to the best of our knowledge, the audited financial statements presented in this report have been prepared in accordance with International Financial Reporting Standards and give a true and fair view of the Company's assets, liabilities, financial position and profit or loss. We also confirm to the best of our knowledge that the Management Discussion and Analysis' report includes a fair review of the development and performance of the business and the position of the Group and a description of risks and uncertainties.

Barbados, 29 April 2019

The Board of Directors of MPC Caribbean Clean Energy Limited

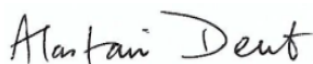
Gerard A. Borely
Director & Chairmen of
the Board




A. Mark D. Hart
Director



Alastair B. Dent
Director



Steven Marston
Director



Guardian Nominees (Barbados) Limited
Director



AUDITED FINANCIAL STATEMENTS



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St. Michael B811063
Barbados, West Indies

INDEPENDENT AUDITOR'S REPORT

To the Shareholder
MPC Caribbean Clean Energy Limited

Opinion

We have audited the financial statements of MPC Caribbean Clean Energy Limited (formerly CCEF (Barbados) Feeder Limited) (the "Company"), which comprise the statement of financial position as of December 31, 2018, and the statement of comprehensive income, statement of changes in shareholder's equity and statement of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018, 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' *Code of Ethics for Professional Accountants* ("IESBA Code"), and we have fulfilled our 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. 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.

Listing on Jamaica and Trinidad and Tobago Stock Exchanges

The Company was approved as a Reporting Issuer on the Trinidad and Tobago Stock Exchange on November 8, 2018 and to list Class B shares on the Jamaica Stock Exchange on January 4, 2019. IFRS requires that underwriting costs incurred in connection with these listings be deducted from equity rather than expensed through the statement of comprehensive income. We examined the Company's legal and professional fees during the year and determined that the Company had not appropriately classified these costs. We therefore proposed an adjustment, which was agreed by the Company, in the amount of US\$177,864 to defer underwriting costs until the date the related equity transaction is recorded.

Responsibilities of the Directors for the Financial Statements

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

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



INDEPENDENT AUDITOR'S REPORT (Continued)

To the Shareholder
MPC Caribbean Clean Energy Limited

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

We communicate with those charged with governance 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.



INDEPENDENT AUDITOR'S REPORT (Continued)

To the Shareholder
MPC Caribbean Clean Energy Limited

We also provide those charged with governance 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, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statement of the current period and are therefore 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 Information

The directors are responsible for the other information presented with the financial statements. The other information comprises 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.

Other Matter

This report has been prepared for and only for MPC Caribbean Clean Energy Limited and its shareholder in accordance with the terms of our engagement letter dated January 10, 2019 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Philip Atkinson.

BDO Barbados

Barbados
27 March, 2019

MPC CARIBBEAN CLEAN ENERGY LIMITED
(formerly CCEF (BARBADOS) FEEDER LIMITED)
Statement of Financial Position

As at December 31, 2018

	<u>NOTES</u>	<u>2018</u>	<u>2017</u>
		USD	USD
ASSETS			
Current Assets			
Cash at Bank	4	403	-
Deferred Underwriting Costs		177,864	-
Prepayments		4,667	1,583
Total Current Assets		<u>182,934</u>	<u>1,583</u>
TOTAL ASSETS		<u><u>182,934</u></u>	<u><u>1,583</u></u>
LIABILITIES			
Current Liabilities			
Accruals		159,715	2,537
Accounts Payable		131,020	305
Due to Related Party	5	149,280	3,974
Total Current Liabilities		<u>440,015</u>	<u>6,816</u>
TOTAL LIABILITIES		<u><u>440,015</u></u>	<u><u>6,816</u></u>
SHAREHOLDER'S EQUITY			
Share Capital	6	1	1
Accumulated Deficit		(257,082)	(5,234)
TOTAL EQUITY		<u>(257,081)</u>	<u>(5,233)</u>
TOTAL LIABILITIES AND EQUITY		<u><u>182,934</u></u>	<u><u>1,583</u></u>

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

Approved and authorized for issue by the Board of Directors on 27th day of March 2019

Signed by: Guardian Nominees (Barbados) Limited	Gerard A. Borely
Title: Director	Title: Director
Per: Gayle A. Hutchinson/Amanda G. McKay	

MPC CARIBBEAN CLEAN ENERGY LIMITED
(formerly CCEF (BARBADOS) FEEDER LIMITED)

Statement of Comprehensive Income

For the year ended December 31, 2018

	Year ended December 31,	Period from November 8, 2017 (date of incorporation) to December 31,
NOTES	2018	2017
	USD	USD
Expenses		
Accountancy Fees	7,705	1,450
Administrative Fees	14,419	455
Audit Fee	15,000	-
Bank Charges	1,075	-
Bank Interest	1	-
Directors' Fees	6,533	1,087
Incorporation Fees	-	1,400
Legal & Professional Fees	205,282	-
Licence Fees	500	625
Corporate Fees	1,333	217
Total Expenses	<u>251,848</u>	<u>5,234</u>
Net Comprehensive Loss	<u>(251,848)</u>	<u>(5,234)</u>

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

MPC CARIBBEAN CLEAN ENERGY LIMITED
(Formerly CCEF (BARBADOS) FEEDER LIMITED)

Statement of Changes in Shareholder's Equity

For the year ended December 31, 2018

	<u>Share Capital</u> USD	<u>Accumulated Deficit</u> USD	<u>Total</u> USD
Balance as at November 8, 2017	-	-	-
Comprehensive Loss for the period	-	(5,234)	(5,234)
Share Capital subscribed	1	-	1
Balance as at December 31, 2017	<u>1</u>	<u>(5,234)</u>	<u>(5,233)</u>
Comprehensive Loss for the year	-	(251,848)	(251,848)
Balance as at December 31, 2018	<u><u>1</u></u>	<u><u>(257,082)</u></u>	<u><u>(257,081)</u></u>

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

MPC CARIBBEAN CLEAN ENERGY LIMITED
(formerly CCEF (BARBADOS) FEEDER LIMITED)
Statement of Cash Flows

For the year ended December 31, 2018

	Year ended December 31,	Period from November 8, 2017 (date of incorporation) to December 31,
	<u>2018</u>	<u>2017</u>
	USD	USD
Loss before tax	(251,848)	(5,234)
Operating Activities		
Increase in Prepayments	(3,084)	(1,583)
Increase in Deferred Underwriting Costs	(177,864)	-
Increase in Accruals	157,178	2,537
Increase in Accounts Payable	130,715	305
Net cash flow used in operating activities	<u>(144,903)</u>	<u>(3,975)</u>
Financing Activities		
Increase in Due to Related party	145,306	3,974
Increase in Share Capital	-	1
Net cash flow from financing activities	<u>145,306</u>	<u>3,975</u>
Net Increase in Cash and Cash Equivalents	<u>403</u>	<u>-</u>
Cash at the beginning of the year/period	-	-
Cash at the end of the year/period	<u><u>403</u></u>	<u><u>-</u></u>

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

MPC CARIBBEAN CLEAN ENERGY LIMITED
(Formerly CCEF (BARBADOS) FEEDER LIMITED)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2018

Note **COMPANY BACKGROUND**

1 –

MPC Caribbean Clean Energy Limited (the "Company") was incorporated on November 8, 2017, under the laws of Barbados and operates as an International Business Company as defined by the International Business Companies Act 1991 - 24. The Company was formerly known as CCEF (Barbados) Feeder Limited having changed its name on August 31, 2018. The Company principally engages in investment holding.

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, BB 140004

Note **PRINCIPAL OF ACCOUNTING POLICIES**

2 –

Basis of Preparation

The financial statements are presented in USD (United States Dollar), which is the functional currency of the Company, and have been prepared in accordance with International Financial Reporting Standards ("IFRS") circulated by the International Accounting Standards Board ("IASB").

The Financial Statements are prepared on a going concern basis which anticipates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company will continue to rely on its shareholder and / or outside financing to meet its commitments.

The preparation of financial statements in conformity with IFRS 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. Actual results could differ from those estimates. The effect of a change in an accounting estimate is included in the determination of income during the period reported.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term investments with a maturity of ninety days or less when purchased.

Expense recognition

Accrued expenses are recognized initially at fair value and subsequently stated at amortized cost using the effective interest method.

Underwriting costs

Costs incurred in connection with stock exchange listings may include registration and other regulatory fees, amounts paid to legal, accounting and other professional advisers, printing costs and stamp duties. Such costs are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. At December 31, 2018 deferred underwriting costs amounting to USD 177,864 were recorded in the Company's Statement of Financial Position and are expected to be deducted from equity following receipt of subscription funds upon the initial public offering (Note 9).

Adoption of New and Revised Standards and Interpretations

In the current year, the Company has adopted the following standards, amendments and interpretations which became effective during the year:

IFRS 2 (Amended 2016) Share-based Payment (effective January 1, 2018)

IFRS 9 (Issued 2014) Financial Instruments (effective January 1, 2018)

IFRS 15 (Issued 2014) Revenues from Contracts with Customers (effective January 1, 2018)

IAS 40 (Amended 2016) Investment Property (effective January 1, 2018)

The adoption of the above standards, amendments and interpretations has had no material effect on how the results and financial position for the current or prior accounting periods have been prepared or presented.

The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

IFRS 10 (Amended 2014) Consolidated Financial Statements (effective date to be determined by IASB)

IFRS 16 (Issued 2016) Leases (effective January 1, 2019)

IFRS 17 (Issued 2017) Insurance Contracts (effective January 1, 2021)

IAS 28 (Amended 2017) Investments in Associates (effective January 1, 2019)

IFRIC 23 (Issued 2017) Uncertainty over Income Tax Treatments (effective January 1, 2019)

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position.

Note 3 – COMPARATIVE FIGURES

The comparative figures for 2017 cover the period from November 8, 2017 (date of incorporation) to December 31, 2017.

Note 4 – CASH AT BANK

The Company opened a bank account in January 2018 with First Caribbean International Bank in The Bahamas.

Note 5 – DUE TO RELATED PARTY

The loan from the related party is unsecured, interest free and has no stated terms of repayment includes: (i) Payments of fees made by MPC Renewable Energies GmbH on behalf of the Fund during 2018 and the related balances payable by the Fund to MPC Renewable Energies GmbH as of December 31, 2018 and (ii) Directors fees (per agreements with Directors) and Directors fees waived during 2018.

Note 6 – SHARE CAPITAL

On incorporation in 2017 the Company was authorized 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 (One) share was issued and fully paid. On January 4, 2018 the Company 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 Directors may deem appropriate. At the balance sheet date, 1(One) Class A share was subscribed and fully paid up. The ultimate owner of the share is MPC Muenchmeyer Petersen Capital AG, a publicly listed German company (ISIN: DE000A1TNWJ4).

Note 7 – TRADING ACTIVITIES

The Company did not engage in any trading activities for the period under review.

Note 8 – TAXATION

The Company operates under the International Business Companies Act 1991-24, thereby being subject to corporation tax at a rate not exceeding 2.5 %.

Note 9 – SUBSEQUENT EVENTS

Following the 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. 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. The investment of funds amounting to approximately USD 10,650,000 raised in the IPO by the Company into MPC Caribbean Clean Energy Fund LLC, which is deemed to be the purpose of the Company, is expected to take place in March, 2019.