GCP Infrastructure Investments Limited

Half Yearly Financial Report and Unaudited Consolidated Financial Statements for the six month period to 31 March 2013

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Company Information

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* authorised and regulated by the Financial Conduct Authority.

Overview

For the period 1 October 2012 to 31 March 2013

- Successful capital raise in October 2012 of £144.4 million (the "C Share Issue"), with £132.3 million raised through the Placing and Offer for Subscription of Ordinary C Shares ("C Shares") and £12.1 million raised through the arrangement for switching
- C Shares and new Ordinary Shares admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities on 17 October 2012
- Investment of substantially all of the proceeds from the C Share Issue in GCP Infrastructure Fund Limited (the "Master Fund") C Shares (the "Master Fund C Shares")
- Company holding 90.02% of issued share capital in the Master Fund as at 31 March 2013; together, the Company and the Master Fund form the "Group"
- Investments made by the Master Fund totalling £73.8 million during the six month period from 1 October 2012 to 31 March 2013 (the "period")
- Further investments of £55.6 million made by the Master Fund post period end, triggering conversion of C Shares into Ordinary Shares which were admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities on 17 April 2013
- Completion of investments currently in late stage due diligence expected to result in the Master Fund being substantially fully invested
- Third party valuation of the Master Fund's investment portfolio of £233.5 million as at 31 March 2013, of which the Company's share totalled £210.0 million
- Master Fund investment portfolio performing in line with expectation, with underlying infrastructure assets reporting no material operational issues
- Net asset value ("NAV") of 101.96 pence per Company Ordinary Share and 98.64 pence per C Share as at 28 March 2013*
- Total comprehensive income for the period of £6.4 million
- Declaration of interim dividend on 17 May 2013 of 3.8 pence per Ordinary Share for the six month period from 1 October 2012 to 31 March 2013

* The NAV referred to in the Half Yearly Financial Report is calculated in accordance with the prospectus and reconciliation to the NAV per the financial statements, prepared in accordance with IFRS, is provided in note 21.

Chairman's Statement

For the period 1 October 2012 to 31 March 2013

Introduction

We were delighted to raise £144.4 million in October's C Share fundraise, more than doubling the size of the Company. The significant participation in the fundraise by both new and existing investors was a demonstration of confidence in the Company and the quality of the Company's investment proposition. The capital raised has been deployed in a portfolio of highly attractive investments in both the Private Finance Initiative ("PFI") and renewable energy sectors, allowing conversion of the C Shares into Ordinary Shares within the predicted timeframe.

The ongoing lack of availability of debt for UK infrastructure projects, predominantly resulting from the banks' continuing retreat from the sector, has meant that the Master Fund's offering of long-term debt remains a highly sought after product. The Investment Adviser continues to see a steady flow of investment opportunities and is confident of building a significant pipeline over the coming months.

Group update

Substantially all of the capital raised by the Company through the 2012 C Share Issue was invested, via the Master Fund, in a variety of infrastructure debt investments. The Master Fund made investments totalling £73.8 million during the period, and a further £55.6 million post period end triggering the conversion of the C Shares to Ordinary Shares. The Investment Adviser is actively progressing a pipeline of opportunities.

The Group's investment portfolio as at 31 March 2013 consisted of 28 infrastructure loans with a value of £233.5 million secured against the cash flows of a wide variety of PFI and renewable energy projects. The Board remains confident that the contracts that govern the cash flows associated with these projects will be honoured and the payments due under the Group's investments paid in full.

The infrastructure projects that underpin the Group's investment portfolio are all performing as expected with no material operating issues.

Market overview and target investments

During the period, the Government brought the curtain down on the oft-maligned Private Finance Initiative ("PFI"). The announcement ending PFI was not a surprise but the structure of the proposed replacement, Private Finance 2 ("PF2"), was eagerly anticipated. Generally PF2 is similar to PFI with a few key tweaks that attempt to remedy some of the more unpopular characteristics of PFI. The perceived lack of transparency and public sector control is to be addressed by the requirement for public sector equity ownership and corresponding board representation; facilities management contracts are to be made far more flexible; and procurement times are to be strictly limited to reduce costs.

In his Autumn Statement the Rt. Hon. George Osborne MP, the Chancellor of the Exchequer, refreshed the National Infrastructure Plan pipeline of infrastructure assets to be built over the next decade, revealing a funding requirement of c.£150 billion from the private sector. Whether or not this is achievable will be primarily determined by how infrastructure investors, particularly the debt investors, react to PF2. The Government continues to place considerable hope in the involvement of the pension fund industry but to date the lack of new PF2 procured projects mean there are few clear indications as to the likely success or otherwise of PF2.

From the perspective of the Master Fund, projects procured under PF2 would represent potential investment opportunities, although such opportunities seem unlikely to emerge in the immediate future. There does remain, however, an active secondary market in the approximately £50 billion of projects that have reached financial close under PFI. The pricing of secondary PFI assets has, in the Investment Adviser's view, been firming markedly over the last six months or so, particularly on larger transactions. Whilst some smaller, off-market deals remain attractive, the general reduction in yields available in the secondary PFI market has meant that the Master Fund has sought to deploy a significant proportion of its capital in senior debt investments in the renewable energy sector where more attractive risk-adjusted returns are achievable.

The renewable energy sector has grown significantly in the last few years. The world-wide concerns in relation to both the limited nature of many traditional energy sources such as oil, gas and coal, and the impact that the use of such sources has upon the environment has resulted in a substantial political will to encourage the take-up of renewable energy as a proportion of total energy use on a global level. Significantly for the UK the European Union's Renewable Energy Directive has set binding targets on member states to produce a pre-agreed proportion of energy consumption from renewable sources by 2020.

In the UK, a variety of incentives have been introduced by the government in order to increase the development of renewable energy generation, such as the Feed-in Tariff ("FIT"), the Renewable Heat Incentive ("RHI") and the Renewables Obligation ("RO") scheme. Projects generating such subsidy cash flows offer investors exposure to long-dated, public sector-backed, inflation linked cash flows. By carefully selecting projects with limited technological risk and a robust contractual framework, investors can also benefit from predictable and dependable returns. Crucially from a credit perspective, the Master Fund is seeking to make investments in renewable energy projects as the senior secured creditor, and this brings an additional level of security and control over the project cash flows.

Gearing

The Master Fund's unsecured revolving credit facility (the "RBSI Facility") held with Royal Bank of Scotland International Limited ("RBSI") expired on 11 November 2012. The RBSI Facility was a revolving credit facility of £7 million which could be used to finance investments by the Master Fund. The facility has remained undrawn during the accounting period. Discussions are ongoing with RBSI to re-document the RBSI Facility in due course.

Financial Results

On a consolidated International Financial Reporting Standards ("IFRS") basis, the total comprehensive income for the period was £6.4 million.

Dividends

The Company paid a dividend of 3.8 pence per Ordinary Share for the six month period from 1 April 2012 to 30 September 2012. The Company declared on 17 May 2013 a dividend of 3.8 pence per Ordinary Share for the six month period from 1 October 2012 to 31 March 2013.

NAV and share price

The Company's share price has traded at a premium to net asset value throughout the period. The Company's share price and net asset value per Ordinary share as at the last business day prior to the period end, being 28 March 2013 was 114.00 pence per share and 101.96 pence per share respectively. The Company's share price and net asset value per C Share as at 28 March 2013 was 106.63 pence per share and 98.64 pence per share respectively.

Chairman's Statement *(continued)*
For the period 1 October 2012 to 31 March 2013

Principal Risks and Uncertainties
The Board believes that the principal risks and uncertainties have not changed since the publication of the Company's Prospectus on 18 September 2012, or the publication of the Annual Report for the year ended 30 September 2012. A detailed explanation of the risks can be found on pages 26 to 27 of the 2012 Annual Report which is available on the Company's website at gcpuk.com.

Mr. Ian Reeves CBE
Chairman
24 May 2013

Investment Adviser's Report

For the period 1 October 2012 to 31 March 2013

The Group's Investment Strategy

The Company's investment objectives are to provide its Shareholders with regular, sustained, long-term distributions and to preserve the capital value of its investment assets over the long term, by generating exposure to subordinated PFI debt and related and/or similar assets. The Company's investment objectives are in line with the investment objectives of the Master Fund. The Company achieves its investment objectives by investing substantially all of its capital in ordinary redeemable income shares of the Master Fund.

The Master Fund primarily targets infrastructure investments after the design and build phases have been completed and the assets are operational, although it may also consider, up to an absolute maximum of 25% of its total assets (at the time the relevant investment is made), investments in infrastructure assets that are either backed by regulated utility cash flows or are in construction. Full details of the Company and Master Fund's investments objective and policy are included on page 22 of the 2012 Annual Report.

Market Updates

i) Private Finance 2

In his autumn statement on 5 December 2012, the Rt. Hon. George Osborne MP, the Chancellor of the Exchequer, outlined the government's vision for the future of UK infrastructure in the form of Private Finance 2 ("PF2"), the long-awaited replacement for PFI. PF2 is, as expected, substantially based on PFI with a few significant changes.

On the financing side, projects will be less geared, capped at an expected 80% gearing compared to the c.90% gearing for PFI deals. The much larger equity capital is to be provided by three distinct sources: developer equity, public sector equity (up to 49%), and so called "third party equity". The third party equity will be procured through funding competitions in an attempt to attract long term institutional investors. The provision of public sector equity will come with project company board representation, and is an attempt to align the interests of the public and private sectors and to ensure the public sector has greater visibility of, and control over, project performance.

Two of the most vehemently criticised aspects of PFI, the inflexibility of operational maintenance contracts and the cost and time associated with procurement, have also been addressed directly. The government is introducing flexible soft facilities management contracts, meaning the public sector will be able to change service providers at any point during the PF2 contract and choose cheaper options. The government has also stated that procurement times for PF2 deals can last no longer than 18 months.

Since the announcement of the proposed structure of PF2, there have been very few further developments regarding specific projects, and as such it is difficult to gauge the market's reaction to PF2. It will be crucial that the private sector debt and equity markets get comfortable with the new structure given the enormous private sector funding requirement for the UK's proposed infrastructure development pipeline. The updated National Infrastructure Plan outlined the government's aim to raise £150 billion from the private sector, the majority of which would be debt finance. The high capital cost of infrastructure assets means they are best financed by long dated debt, and it remains the case that there are currently relatively few providers of long-dated debt.

Investment Adviser's Report *(continued)*
For the period 1 October 2012 to 31 March 2013

Banks continue to retreat from long-term lending due to Basel II / III and concerns regarding their own liquidity. Although we have seen rumblings of life from monoline insurers, there have been very few new issues in the bond markets, and the involvement of pension funds and insurers is hampered by impending regulation in the form of Solvency II. Those entities that are lending, including a few of the Japanese and German banks and some insurers and pension funds, are more focused on larger value transactions. There have been a number of announcements with regards to potential debt funds, but none are yet particularly active participants in the market.

It is the pension funds in particular that the government has turned to in the hope that they will play a key role in funding the planned infrastructure expenditure. It was announced in September 2012 that seven pension funds had given soft commitments to the government to allocate approximately £2 billion to a platform to invest in UK infrastructure projects, although it remains unclear at what stage in the development of an infrastructure asset the pension funds will invest, and whether they will provide debt or equity.

As such it very much remains to be seen who will emerge as the primary providers of debt funding for the proposed pipeline of infrastructure assets.

ii) Renewable energy

In the UK, a variety of incentives have been introduced by the government in order to increase the country's use of renewable energy, including the FIT, the RHI and the Renewable Obligation scheme (through Renewable Obligation Certificates "ROCs").

The primary generation methodologies attracting payments of FITs are generally smaller scale systems and include solar photovoltaic systems, anaerobic digestion systems and small onshore wind sites. ROCs tend to be more targeted at larger scale generators such as energy-from-waste (where electricity is generated from the combustion or gasification of waste) and large onshore or all offshore wind farms. RHI is focused on biomass, heat pump, solar thermal and biomethane projects.

Projects generating such subsidy cash flows offer investors exposure to long-dated, public sector-backed, inflation linked cash flows. The key consideration in any renewable energy investment is the security and dependability of the underlying government subsidy cash flows, whether it is the FIT generated by Solar PV panels, or ROCs generated by a biomass plant. Our technical due diligence focuses on the maturity of the technology and other key operational risks inherent in the project.

Current Investment Focus and Pipeline
We are currently exploring a variety of investment options in line with the Master Fund's investment policy and return requirements. The continuing shortage of long dated debt providers, particularly for smaller scale infrastructure projects, means that the Master Fund's offering of long dated, fixed interest, debt financing remains, in our view, an attractive option for many holders and developers of infrastructure assets.

The pricing of secondary PFI assets has, in our view, increased materially in recent months and as a consequence we have been looking to make a greater proportion of our investments in the renewable energy sector. Significantly from a credit perspective, the investments that have been made to date by the Master Fund, and the majority of the investments in the pipeline, are senior debt investments.

We are currently in detailed due diligence on a wide variety of projects in the renewable energy sector that are supported by government subsidies in one form or another, including solar PV installations, anaerobic digestion plants, woodchip boilers and onshore wind installations.

We are also looking at a number of smaller PFI deals in the healthcare and education sectors. We will monitor developments with regard to investment opportunities arising under PF2, but do not anticipate completing any such investments in the near term.

Portfolio Overview

i) Acquisitions

During the period the Master Fund made the following investments totalling £73.8 million:

A series of loan notes with an aggregate value of £37.1 million, an interest rate of c.9.3% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c.20 years. The notes are secured on a senior basis against a portfolio of domestic solar photovoltaic installations eligible for payments under the FIT scheme.

Two tranches of loan notes with an aggregate value of £30.0 million, an interest rate of c.10.1% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c.13 years. The proceeds from the issue of the notes are being used to make a series of loans secured on a senior basis against a portfolio of small scale anaerobic digestion plants all (or substantially all) of which are expected to be located in Northern Ireland. All payments of both principal and interest in relation to the loan notes are expected to be serviced from income arising from the Northern Ireland Renewables Obligation Certificates generated by the operation of the plants.

A loan note with a value of £2.4 million, an interest rate of 9.2% p.a. annual equivalent and a term of c.14 years. The loan note is secured on a subordinated basis against the cash flows associated with an operational blue light (emergency services) PFI asset in England.

A loan note with a value of c.£4.3 million, an interest rate of c.8.9% p.a. annual equivalent and a term of c.24 years. The loan note is secured on a subordinated basis against the cash flows arising from an operational accommodation PFI asset in England.

After the period end, the Master Fund made the following investments totalling £55.6 million triggering the conversion of the C Shares to Ordinary Shares in April 2013:

A loan note with a value of £5.0 million, an interest rate of 9.1% p.a. annual equivalent, and a term of c.16 years. The proceeds from the issue of the loan note are being used to make a loan secured on a senior basis against a single site, two turbine, 6.8MW wind farm in England. All payments of both principal and interest in relation to the loan note are expected to be serviced from income arising from the ROCs generated by the operation of the wind farm and from the sale of electricity.

A loan note with a value of £11.3 million, an interest rate of c.11% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c.18 years. The proceeds from the issue of the loan note are being used to make a loan secured on a senior basis against a portfolio of commercial biomass boilers. All payments of both principal and interest in relation to the loan note are expected to be serviced from income arising from the use of the boilers in the form of payments under the RHI.

Investment Adviser's Report *(continued)*
For the period 1 October 2012 to 31 March 2013

A series of loan notes with a value of £26.0 million, an interest rate of c.10.5% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c.18 years. The proceeds from the issue of the loan note are being used to make a series of loans secured on a senior basis against a portfolio of commercial biomass boilers. All payments of both principal and interest in relation to the loan notes are expected to be serviced from income arising from the use of the boilers in the form of payments under the RHI.

A loan note with a value of £4.1 million, an interest rate of c.9.0% p.a. annual equivalent and a term of c.27 years. The loan note is secured on a subordinated basis against the cash flows arising from a number of healthcare PFI and LIFT (Local Improvement Finance Trust) assets in England.

A series of loan notes with an aggregate value of £9.2 million, an interest rate of c. 9.3% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c. 20 years. The notes are secured on a senior basis against a portfolio of domestic solar photovoltaic installations eligible for payments under the FIT scheme.

ii) Portfolio Exposure

As at 31 March 2013, the Group's investment portfolio consists of 28 infrastructure loans (the "Loans"). The Loans have all been made against the performance of a number of availability based UK PFI projects and renewable energy projects (the "Projects").

48% of the Loans are senior loans and 40% are subordinated loans, with the remaining 12% being senior loan guarantees. 35% of the Loans are exposed to FIT cash flows, 19% to the education PFI sector, 16% to the healthcare PFI sector, 13% to ROC cash flows, 6% to the leisure PFI sector, 6% to accommodation PFI assets and the remainder to a variety of PFI projects. The weighted average annualised yield and expected remaining term of the Loans is 9.7% and twenty years respectively. The valuation of the Loans is £233.5 million (based on a valuation carried out by Mazars LLP, the Valuation Agent, as at 31 March 2013) and reflects a weighted average discount rate across the portfolio of Loans of c.9.6%; the Company's exposure to the Loans is £201.0m.

iii) Performance

None of the Projects have reported any material operational performance issues during the period.

Valuation and Discount rates

An independent third party valuation is carried out on a monthly basis by the Valuation Agent, Mazars LLP. The valuation principles used by the Valuation Agent are based on a discounted cash flow methodology. A fair value for each asset acquired by the Master Fund is calculated by applying a discount rate (determined by the Valuation Agent) to the cash flow expected to arise from each such asset.

The Valuation Agent determines the discount rate that it believes the market would reasonably apply to each investment taking, inter alia, the following into account:

- Sterling interest rates
- movements of comparable credit markets
- general infrastructure market activity and investor sentiment
- changes to the economic, legal, taxation or regulatory environment

The Valuation Agent exercises its judgement in assessing the expected future cash flows from each investment. Given that the investments of the Master Fund will be fixed income debt instruments (in some cases with elements of inflation protection), the focus of the Valuation Agent is on assessing the likelihood of any interruptions to the debt service payments, in light of the operational performance of the underlying asset.

The valuation of the Master Fund's investment portfolio as at 31 March 2013 was £233.5 million. The discount rates used by the Valuation Agent to value the Company's investments ranging between 8.7% and 10.9%, with a weighted average discount rate across the portfolio of 9.6%.

Gravis Capital Partners LLP
Investment Adviser
24 May 2013

Financial Results

For the period 1 October 2012 to 31 March 2013

Accounting

In order to provide shareholders with further information regarding the Company's financial position, the results for the period have been presented on an investment basis in addition to the IFRS requirement to present the performance of the Group on a consolidated basis.

By showing unaudited Company results and the consolidation adjustments this increases transparency in respect of the Company's capacity for investment and ability to make distributions.

This financial information is unaudited but is provided to give additional guidance in combination with consideration of the primary Financial Statements.

Income and costs

Unaudited Summary Income Statement

	Period 1 October 2012 to 31 March 2013			Period 1 October 2011 to 31 March 2012		
Income	**Investment Basis £**	**Consolidation adjustments £**	**Consolidated IFRS Basis £**	**Investment Basis £**	**Consolidation adjustments £**	**Consolidated IFRS Basis £**
Deposit interest income	20,110	300,282	320,392	11,088	132,996	144,084
Fair value movements	8,792,575	2,334,811	11,127,386	3,143,636	836,070	3,979,706
	8,812,685	**2,635,093**	**11,447,778**	**3,154,724**	**969,066**	**4,123,790**
Expense						
General expenses	(217,275)	(1,314,773)	(1,532,048)	(181,309)	(824,025)	(1,005,334)
One off transaction costs	(2,220,000)	(49,334)	(2,269,334)	(1,320,000)	(17,150)	(1,337,150)
	(2,437,275)	**(1,364,107)**	**(3,801,382)**	**(1,501,309)**	**(841,175)**	**(2,342,484)**
Total operating profit before finance costs	6,375,410	1,270,986	7,646,396	1,653,415	127,891	1,781,306
Finance costs	–	(1,262,071)	(1,262,071)	–	(119,255)	(119,255)
Profit for the period	**6,375,410**	**8,915**	**6,384,325**	**1,653,415**	**8,636**	**1,662,051**

On an investment basis, profit for the period was £6.4 million (31 March 2012: £1.7 million), with the increase attributable to fair value movements of £8.8 million (31 March 2012: £3.1 million) generated from a significantly increased asset base of £265.5 million (30 September 2012: £121.7 million) due to successful capital raises, and the resulting investment in the Master Fund which generated an increase in share value arising from the additional loan interest received by the Master Fund.

In January 2013, the Valuation Agent reduced the discount rates used to value six of the Master Fund's subordinated PFI debt investments that are allocated to the Master Fund's Ordinary Share Class. The reduction was driven by recent pricing on comparable market transactions. The reduction in the discount rates resulted in a 1.1% increase in the net asset value of the Ordinary Share Class as at close of business on 31 January 2013, and reduced the weighted average discount rate used to value the investments of the Master Fund's Ordinary Share Class from 9.6% to 9.5%.

One off transaction costs during the period relate entirely to the C Share issue by the Company and corresponding placing fees, legal fees and administration costs.

The Group has no borrowings and therefore no finance costs were incurred during the period.

Financial Position

Unaudited Summary Statement of Financial Position

	As at 31 March 2013			As at 30 September 2012		
Assets	**Investment Basis £**	**Consolidation adjustments £**	**Consolidated IFRS Basis £**	**Investment Basis £**	**Consolidation adjustments £**	**Consolidated IFRS Basis £**
Cash and cash equivalents	566,098	65,939,137	66,505,235	189,444	9,402,380	9,591,824
Other receivables and prepayments	38,946	2,249,663	2,288,609	28,303	2,363,729	2,392,032
Investments at fair value	265,518,155	(32,008,166)	233,509,989	121,669,811	35,400,617	157,070,428
Total Assets	**266,123,199**	**36,180,634**	**302,303,833**	**121,887,558**	**47,166,726**	**169,054,284**
Liabilities						
Payables and accrued expenses	(89,244)	(3,222,908)	(3,312,152)	(64,786)	(3,013,879)	(3,078,665)
Liability to C Share fund	(130,530,736)	–	(130,530,736)	–	–	–
Non controlling interests	–	(32,998,961)	(32,998,961)	–	(44,202,998)	(44,202,998)
Total Liabilities	**(130,619,980)**	**(36,221,869)**	**(166,841,849)**	**(64,786)**	**(47,216,877)**	**(47,281,663)**
Net assets attributable to owners of the Company	**135,503,219**	**(41,235)**	**135,461,984**	**121,822,772**	**(50,151)**	**121,772,621**

On an investment basis, investments at fair value were £265.5 million at 31 March 2013 (30 September 2012: £121.7 million). This represents an increase during the period of £143.8 million or 118%, again predominantly due to the C Share capital raised and the corresponding investment into the Master Fund.

The C Shares have been treated as a liability, which is explained in further detail in note 2.3 (m).

Post period end, the Directors determined that the Calculation Time (as defined in the C Share Issue prospectus) for the conversion of C Shares into Ordinary Shares was 9 April 2013, the Conversion Ratio was announced on 16 April 2013 and dealings in new Ordinary Shares commenced on 17 April 2013. On the basis of the Conversion Ratio, 127,603,350 new Ordinary Shares were admitted to the Official List.

Financial Results *(continued)*
For the period 1 October 2012 to 31 March 2013

Post period end the Master Fund announced an interim dividend of 4.05 pence per Ordinary Redeemable Income Share. The dividend was received by the Company on 15 May 2013. In 2012, a final dividend was announced by the Master Fund on 25 October 2012 (i.e. post year end), this was subsequently received by the Company on 15 November 2012.

On 17 May 2013 the Company announced an interim dividend of 3.8 pence per Ordinary Share.

The cash balance is maintained solely to cover general running expenses incurred by the Company.

Cash Flow Analysis
Unaudited Summary Cash Flow

	Period 1 October 2012 to 31 March 2013			Period 1 October 2011 to 31 March 2012		
	Investment Basis £	Consolidation adjustments £	Consolidated IFRS Basis £	Investment Basis £	Consolidation adjustments £	Consolidated IFRS Basis £
Net cash flow from operating activities	**2,766,166**	**1,018,897**	**3,785,063**	**95,490**	**1,485,336**	**1,580,826**
Cash flows from investing activities						
Purchase of financial assets	(141,994,550)	68,178,000	(73,816,550)	(65,917,657)	26,946,107	(38,971,550)
Capital repayments on financial assets	–	187,631	187,631	–	–	–
Cash flows from financing activities						
Proceeds from issue of share capital	144,408,546	–	144,408,546	67,354,624	–	67,354,624
Interest bearing loans and borrowings	–	–	–	–	7,000,000	7,000,000
Distributions paid	(4,803,508)	–	(4,803,508)	(1,319,880)	–	(1,319,880)
Net (repayment to)/ payment from non controlling Interest	–	(12,128,835)	(12,128,835)	–	551,091	551,091
Distributions paid to NCI	–	(628,498)	(628,498)	–	–	–
Finance costs paid	–	(90,438)	(90,438)	–	(146,581)	(146,581)
Net cash flow from financing activities	**139,605,038**	**(12,847,771)**	**126,757,267**	**66,034,744**	**7,404,510**	**73,439,254**
Net increase in cash and cash equivalents	**376,654**	**56,536,757**	**56,913,411**	**212,577**	**35,835,953**	**36,048,530**
Cash and cash equivalents at beginning of the period	**189,444**	**9,402,380**	**9,591,824**	**407,098**	**8,813,304**	**9,220,402**
Cash and cash equivalents at end of the period	**566,098**	**65,939,137**	**66,505,235**	**619,675**	**44,649,257**	**45,268,932**

On an investment basis the net cash at 31 March 2013 was £0.6 million (31 March 2012: £0.6 million). The relatively low cash balance requirements allows the Company to maximise investment in the Master Fund and therefore utilise the purchase of financial assets for the Group.

Cash inflows during the period related to the successful C Share capital raise of £144.4 million in October 2012.

Purchase of financial assets of £141.9 million (31 March 2012: £65.9 million) relates exclusively to the purchase of the Ordinary Redeemable Income Share capital of the Master Fund, in line with the Company's investment strategy. At 31 March 2013, the Company held 90.02% of the issued share capital of the Master Fund (31 March 2012: 77.55%).

Distributions paid increased to £4.8 million during the period (31 March 2012: £1.3 million) and included an offer of scrip dividend alternative in lieu of cash of £0.2 million. The total dividend paid by the company during the period was 3.8 pence per Ordinary Share (31 March 2012: 3.7 pence per Ordinary Share).

Group Portfolio
As at 31 March 2013

Asset	Asset type	Sector	% of Portfolio	Value[1] (£m)	Annualised yield (%)	Expected Remaining Term (yrs)
GCP Biomass 1	Subordinated loan	Renewable Obligation Certificates	12.8	30.0	10.9	13
GCP Rooftop Solar 4	Senior loan	Feed-in tariff	9.0	21.0	9.3	20
GCP Rooftop Solar 2	Senior loan	Feed-in tariff	7.0	16.4	9.3	24
GCP Commercial Solar 1	Senior loan	Feed-in tariff	6.3	14.7	9.5	24
GEM 1	Senior loan guarantee	Various UK PFI[2]	6.1	14.3	9.8	7
GEM 2	Senior loan guarantee	Various UK PFI[3]	5.9	13.7	9.8	14
GCP Rooftop Solar 1	Senior loan	Feed-in tariff	5.7	13.3	9.3	23
Civic PFI	Subordinated loan	Education	5.1	11.8	9.3	17
GCP Healthcare 1C	Subordinated loan	Various UK PFI[4]	4.9	11.4	9.6	26
Education PFI	Subordinated loan	Education	4.7	10.9	9.2	23
GCP Rooftop Solar 3B	Senior loan	Feed-in tariff	4.4	10.3	9.3	19
GCP Healthcare 1B	Subordinated loan	Healthcare	3.6	8.4	9.6	20
GCP Healthcare 1A	Subordinated loan	Healthcare	3.5	8.1	9.6	27
GCP Rooftop Solar 3	Senior loan	Feed-in tariff	2.7	6.3	9.3	24
LIIL Amber Valley	Subordinated loan	Leisure	1.9	4.5	10.5	26
13 Other Investments			16.4	38.4	9.6	24
Total			**100.0**	**233.5**	**9.7**	**20**

[1] Valuation Agent's valuation as at 31 March 2013
[2] 1 leisure, 1 street lighting, 1 housing, 1 health and 10 education PFI projects
[3] 1 leisure, 2 emergency services, 1 custodial, 1 accommodation, 3 health and 12 education PFI projects
[4] 1 healthcare and 2 accommodation PFI projects

Total Exposure by Sector	**£**	**%**
Feed-in tariff	82,044,562	35.1
Education PFI	43,453,510	18.6
Healthcare PFI	38,015,027	16.3
Renewable Obligation Certificates	29,988,031	12.8
Leisure PFI	13,509,806	5.8
Accommodation PFI	13,368,343	5.7
Various UK PFI	13,130,710	5.7
Total	**233,509,989**	**100.0**

Top Ten Exposures by Project Counterparty	£	%
Department of Energy and Climate Change (E.ON Energy Limited)	67,338,596	28.8
Department of Energy and Climate Change (Power NI)	29,988,031	12.8
Department of Energy and Climate Change (Smartest Energy Limited)	14,705,966	6.3
Slough Borough Council	10,859,890	4.7
Leeds City Council	9,467,154	4.1
The Highland Council	8,424,726	3.6
South London Healthcare NHS Trust	8,409,632	3.6
NHS Greater Glasgow and Clyde	8,066,194	3.5
Hertfordshire County Council	4,917,651	2.1
Amber Valley Borough Council	4,540,438	1.9
40 other Project Counterparties with individual exposure <£4.5m	66,791,711	28.6
Total	**233,509,989**	**100.0**

Top Ten Exposures by Investment Type	£	%
Senior Loans	112,032,593	48.0
Subordinated Loans	93,487,888	40.0
Senior Loan Guarantees	27,989,508	12.0
Total	**233,509,989**	**100.0**

Top Ten Exposures by Facilities Manager	£	%
A Shade Greener Limited	67,338,596	28.8
Agrikomp UK Limited	29,988,031	12.8
Grosvenor Facilities Management	14,823,824	6.3
Smarter Energy Solutions Limited	14,705,966	6.3
Pinnacle FM Limited	13,312,255	5.7
Mitie PFI Limited	9,789,627	4.2
GE Medical Systems Limited	8,409,632	3.6
Parsons Brinckerhoff Limited	8,066,194	3.5
EMCOR Facilities Services Limited	6,149,707	2.6
Lovell Respond Limited	5,688,247	2.4
28 other Facilities Managers with individual exposure < £5.0m	55,237,910	23.8
Total	**233,509,989**	**100.0**

Group Portfolio *(continued)*
As at 31 March 2013

Total Exposure by Expected Term	£	%
<10 yrs	14,276,525	6.1
10 – 20 yrs	100,134,798	42.9
20 – 25 yrs	73,101,186	31.3
25 – 30 yrs	45,997,480	19.7
Total	**233,509,989**	**100.0**

Total Exposure by Annual Equivalent Running Yield	£	%
9.0% – 9.5%	115,177,529	49.3
9.5% – 10.0%	77,654,284	33.3
>10.0%	40,678,176	17.4
Total	**233,509,989**	**100.0**

Financial Statistics

For the period 1 October 2012 to 31 March 2013

Detailed below is the net asset value ("NAV") of the Company, calculated in accordance with the Company's Prospectus dated 30 June 2010 (the "Prospectus") and C Share prospectus dated 18 September 2012.

A reconciliation of the net asset value per the Consolidated Financial Statements to the calculation in accordance with the Company's Prospectus is detailed in Note 21.

Period/Year end position

	As at 31 March 2013 £	As at 31 September 2012 £
Net assets attributable to Ordinary Shares per NAV calculation	135,415,383	121,778,513
Net asset value per Ordinary Share per NAV calculation	1.0196	1.0095
Total return per share per NAV calculation	**0.0477**	**0.0432**

	As at 31 March 2013 £
Net assets attributable to C Shares per NAV calculation	130,511,922
Net asset value per C Share per NAV calculation	0.9864
Total return per share per NAV calculation	**(0.0136)**

Record since the prior accounting period

Ordinary Shares Date	Net Assets £	Net Asset Value per Ordinary Share pps	Share Price pps	Premium %
9 October 2012	122,035,301	101.16	107.00	5.77
31 October 2012	134,730,124	101.61	110.75	9.00
30 November 2012	130,479,336	98.40	107.50	9.25
31 December 2012	131,570,822	99.06	107.88	8.90
31 January 2013	133,892,041	100.81	108.88	8.01
28 February 2013	134,655,396	101.39	111.75	10.22
28 March 2013	135,415,383	101.96	114.00	11.81

Financial Statistics *(continued)*
For the period 1 October 2012 to 31 March 2013

Record since the prior accounting period *(continued)*

C Shares

Date	Net Assets £	Net Asset Value per C Share pps	Share Price pps	Premium %
31 October 2012	130,047,763	98.29	105.13	6.96
30 November 2012	130,084,428	98.32	104.75	6.54
31 December 2012	130,158,571	98.38	104.50	6.22
31 January 2013	130,254,789	98.45	104.75	6.40
28 February 2013	130,382,764	98.55	105.00	6.54
28 March 2013	130,511,922	98.64	106.63	8.10

Key Performance Indicators

Dividends

The Company targets a dividend payment of up to 8% per annum (by reference to the IPO issue price). The Directors monitor the actual and forecast dividend yield on a quarterly basis with reference to the above target.

Statement of Directors' Responsibilities

For the period 1 October 2012 to 31 March 2013

The Directors are responsible for preparing the Half Yearly Financial Report and the Consolidated Financial Statements in accordance with applicable Companies (Jersey) Law 1991 and International Financial Reporting Standards as adopted by the European Union.

International Accounting Standard 1: Presentation of Financial Statements, requires that financial statements present fairly for each financial period the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board 'Framework for preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRS. However, Directors are also required to:

- properly select suitable accounting policies and apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements of IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- ensure that the Chairman's Statement together with the following reports presents a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face;
- make judgements and estimates that are reasonable and prudent;
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Law. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that they have complied with the above requirements when preparing these Consolidated Financial Statements.

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

The Directors consider that the Consolidated Financial Statements, taken as a whole, give a true and fair view of assets, liabilities, financial position and performance and provide the information necessary for shareholders to assess the Group's performance, business model and strategy.

On behalf of the Board
Mr David Pirouet
Director
24 May 2013

Unaudited Consolidated Statements of Comprehensive Income

For the period 1 October 2012 to 31 March 2013

Ordinary Share Class Fund	Notes	Period ended 31 March 2013 £	Period ended 31 March 2012 £
Income			
Deposit interest Income		21,330	20,245
Net movement on financial assets and liabilities at fair value through profit or loss	3	8,812,023	2,608,250
		8,833,353	**2,628,495**
Expense			
Investment Advisory fees	20	(729,820)	(456,780)
Custodian fees		(26,601)	(12,143)
Administration fees		(115,477)	(70,715)
Directors' remuneration	5	(57,266)	(59,097)
Other general expenses	4	(257,793)	(248,454)
		(1,186,957)	**(847,189)**
Total operating profit before finance costs		**7,646,396**	**1,781,306**
Finance costs			
Interest expense	7	(20,725)	(119,255)
Distributions to non controlling interest	18	(1,241,346)	–
Profit for the period		**6,384,325**	**1,662,051**
Other Comprehensive income		–	–
Total Comprehensive income attributable to the Ordinary Share Class Fund		**6,384,325**	**1,662,051**
Earnings per share (pps)	9	4.8491	3.6119

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Comprehensive Income *(continued)*

For the period 1 October 2012 to 31 March 2013

C Share Class Fund	Notes	Period ended 31 March 2013 £
Income		
Deposit interest Income		299,062
Net movement on financial assets at fair value through profit or loss	3	546,099
		845,161
Expense		
Investment Advisory fees	20	(107,901)
Custodian fees		(17,003)
Administration fees		(77,998)
Directors' remuneration	5	(42,220)
Set up costs		(2,269,334)
Other general expenses	4	(99,969)
		(2,614,425)
Total operating loss		**(1,769,264)**
Other Comprehensive income		–
Total Comprehensive loss attributable to the C Share Class Fund		**(1,769,264)**
Earnings per share (pps)	9	(1.3373)

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Comprehensive Income *(continued)*

For the period 1 October 2012 to 31 March 2013

Group	Notes	Period ended 31 March 2013 £	Period ended 31 March 2012 £
Income			
Deposit interest Income		320,392	144,084
Net movement on financial assets and liabilities at fair value through profit or loss		11,127,386	3,979,706
		11,447,778	**4,123,790**
Expense			
Investment Advisory fees	20	(837,721)	(486,186)
Custodian fees		(43,604)	(17,260)
Administration fees		(193,475)	(101,017)
Directors' remuneration		(99,486)	(82,212)
Set up costs		(2,269,334)	(1,337,150)
Other general expenses		(357,762)	(318,659)
		(3,801,382)	**(2,342,484)**
Total operating profit before finance costs		**7,646,396**	**1,781,306**
Finance costs			
Interest expense	7	(20,725)	(119,255)
Distributions to non controlling interest	18	(1,241,346)	–
Profit for the period		**6,384,325**	**1,662,051**
Other Comprehensive income		–	–
Total Comprehensive income attributable to the Group		**6,384,325**	**1,662,051**

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Financial Position

As at 31 March 2013

Ordinary Share Class Fund	Notes	As at 31 March 2013 £	As at 30 September 2012 £
Assets			
Cash and cash equivalents	15	4,667,312	9,591,824
Amounts receivable on subscription of Master Fund Ordinary Income and Accumulation Shares		223,760	148,814
Other receivables and prepayments	11	48,226	130,073
Amounts held on Security Account	16	1,985,153	2,113,145
Financial assets at fair value through profit or loss	19	164,626,340	157,070,428
Total Assets		**171,550,791**	**169,054,284**
Liabilities			
Amounts payable on redemption of Master Fund Ordinary Income and Accumulation Shares		(225,558)	(93,431)
Other payables and accrued expenses	12	(879,135)	(872,089)
Amounts held on Security Account	16	(1,985,153)	(2,113,145)
Financial liabilities at fair value through profit or loss	19	(32,998,961)	(44,202,998)
Total Liabilities		**(36,088,807)**	**(47,281,663)**
Net Assets		**135,461,984**	**121,772,621**
Capital and Reserves			
Share Capital	14	1,328,082	1,206,253
Share Premium	14	133,859,751	121,637,936
Other Capital Reserves		18,422	18,422
Retained earnings		255,729	(1,089,990)
Total Capital and Reserves		**135,461,984**	**121,772,621**

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Financial Position *(continued)*
As at 31 March 2013

C Share Class Fund	Notes	As at 31 March 2013 £
Assets		
Cash and cash equivalents	15	61,837,923
Other receivables and prepayments	11	31,470
Financial assets at fair value through profit or loss	19	68,883,649
Total Assets		**130,753,042**
Liabilities		
Other payables and accrued expenses	12	(222,306)
Total Liabilities		**(222,306)**
Net Assets		**130,530,736**
Capital and Reserves		
Share Capital	14	1,323,000
Share Premium	14	130,977,000
Retained earnings		(1,769,264)
Total Capital and Reserves		**130,530,736**

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Financial Position *(continued)*
As at 31 March 2013

Group	Notes	As at 31 March 2013 £	As at 30 September 2012 £
Assets			
Cash and cash equivalents		66,505,235	9,591,824
Amounts receivable on subscription of Master Fund Ordinary Income and Accumulation Shares		223,760	148,814
Other receivables and prepayments		79,696	130,073
Amounts held on Security Account	16	1,985,153	2,113,145
Financial assets at fair value through profit or loss		233,509,989	157,070,428
Total Assets		**302,303,833**	**169,054,284**
Liabilities			
Amounts payable on redemption of Master Fund Ordinary Income and Accumulation Shares		(225,558)	(93,431)
Liability to C Share Class Fund		(130,530,736)	–
Other payables and accrued expenses		(1,101,441)	(872,089)
Amounts held on Security Account	16	(1,985,153)	(2,113,145)
Financial liabilities at fair value through profit or loss	19	(32,998,961)	(44,202,998)
Total Liabilities		**(166,841,849)**	**(47,281,663)**
Net Assets		**135,461,984**	**121,772,621**
Capital and Reserves			
Share Capital	14	1,328,082	1,206,253
Share Premium	14	133,859,751	121,637,936
Other Capital Reserves		18,422	18,422
Retained earnings		255,729	(1,089,990)
Total Capital and Reserves		**135,461,984**	**121,772,621**

On behalf of the Board of Directors

Mr. David Pirouet
Director
24 May 2013

Mr. Trevor Hunt
Director

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Changes in Equity
For the period 1 October 2012 to 31 March 2013

Ordinary Share Class Fund
For the period 1 October 2012 to 31 March 2013

	Notes	Share Capital £	Share Premium £	Other Capital Reserves £	Retained Earnings £	Total equity attributable to owners of the Company £
Balance as at the beginning of the period		1,206,253	121,637,936	18,422	(1,089,990)	121,772,621
Profit for the period		–	–	–	6,384,325	6,384,325
Total Comprehensive income		**–**	**–**	**–**	**6,384,325**	**6,384,325**
Equity shares issued	14	121,829	12,221,815	–	–	12,343,644
Dividends	8	–	–	–	(5,038,606)	(5,038,606)
As at 31 March 2013		**1,328,082**	**133,859,751**	**18,422**	**255,729**	**135,461,984**

C Share Class Fund
For the period 1 October 2012 to 31 March 2013

	Notes	Share Capital £	Share Premium £	Retained Earnings £	Total equity attributable to owners of the Company £
Loss for the period		–	–	(1,769,264)	(1,769,264)
Total Comprehensive loss		**–**	**–**	**(1,769,264)**	**(1,769,264)**
Equity shares issued	14	1,323,000	130,977,000	–	132,300,000
As at 31 March 2013		**1,323,000**	**130,977,000**	**(1,769,264)**	**130,530,736**

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Changes in Equity *(continued)*

For the period 1 October 2012 to 31 March 2013

Group

For the period 1 October 2012 to 31 March 2013

	Notes	Share Capital £	Share Premium £	Other Capital Reserves £	Retained Earnings £	Total equity attributable to owners of the Company £
Balance as at the beginning of the period		1,206,253	121,637,936	18,422	(1,089,990)	121,772,621
Profit for the period		–	–	–	6,384,325	6,384,325
Total Comprehensive income		**–**	**–**	**–**	**6,384,325**	**6,384,325**
Equity shares issued	14	121,829	12,221,815	–	–	12,343,644
Dividends	8	–	–	–	(5,038,606)	(5,038,606)
As at 31 March 2013		**1,328,082**	**133,859,751**	**18,422**	**255,729**	**135,461,984**

Group

For the period 1 October 2011 to 31 March 2012

	Notes	Share Capital £	Share Premium £	Retained Earnings £	Total equity attributable to owners of the Company £
Balance as at the beginning of the period		439,960	43,700,960	(42,680)	44,098,240
Profit for the period		–	–	1,662,051	1,662,051
Total Comprehensive income		**–**	**–**	**1,662,051**	**1,662,051**
Equity shares issued	14	36,610	3,573,514	–	3,610,124
Dividends		–	–	(1,319,880)	(1,319,880)
As at 31 March 2013		**476,570**	**47,274,474**	**299,491**	**48,050,535**

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Cash Flow

For the period 1 October 2012 to 31 March 2013

Ordinary Share Class Fund	Notes	Period ended 31 March 2013 £	Period ended 31 March 2012 £
Cash flows from operating activities			
Total operating profit before finance costs		7,646,396	1,781,306
Net movement in financial assets at fair value through profit or loss	3	(2,264,543)	(558,608)
Net movement in financial liabilities at fair value through profit or loss	3	369,131	1,380,643
Increase in other payables and accrued expenses		76,759	45,365
Decrease in trade and other receivables		81,847	1,173
Net cash flow generated from operating activities		**5,909,590**	**2,649,879**
Cash flows from investing activities			
Purchase of financial assets	19	(5,479,000)	(18,762,500)
Capital repayments on financial assets	19	187,631	–
Net cash flow used in investing activities		**(5,291,369)**	**(18,762,500)**
Cash flows from financing activities			
Proceeds from issue of Ordinary Share capital	14	119,696	36,610
Ordinary Share premium received	14	11,988,850	3,573,514
Interest bearing loans and borrowings	13	–	7,000,000
Dividends paid		(4,803,508)	(1,319,880)
Net payment (repayment)/payment to non controlling interest		(12,128,835)	551,091
Distributions paid to non controlling interest		(628,498)	–
Interest expense		(90,438)	(146,581)
Net cash flow (used in)/generated from financing activities		**(5,542,733)**	**9,694,754**
Net decrease in cash and cash equivalents		(4,924,512)	(6,417,867)
Cash and cash equivalents at beginning of the period		9,591,824	9,220,402
Cash and cash equivalents at end of the period	15	**4,667,312**	**2,802,535**
Non cash items			
Decrease in amounts held on Security Account		(127,993)	(187,133)
Decrease in amounts held on Security Account payable		129,785	195,000
Increase in interest held on Security Account payable		(1,792)	(7,867)
		–	–
Non cash items arising from switching shares			
Issue of share capital and share premium		12,108,546	3,610,128
Redemption of non controlling interests		(12,108,546)	(3,610,128)
		–	–
Net cash generated by operating activities includes:			
Interest received		20,601	20,245

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Cash Flow *(continued)*

For the period 1 October 2012 to 31 March 2013

C Share Class Fund	Notes	Period ended 31 March 2013 £
Cash flows from operating activities		
Total operating loss before finance costs		(1,769,264)
Net movement in financial assets at fair value through profit or loss	3	(546,099)
Increase in other payables and accrued expenses		222,306
Increase in trade and other receivables		(31,470)
Net cash flow used in operating activities		**(2,124,527)**
Cash flows from investing activities		
Purchase of financial assets	19	(68,337,550)
Net cash flow used in investing activities		**(68,337,550)**
Cash flows from financing activities		
Proceeds received from C shareholders	14	132,300,000
Net cash flow generated from financing activities		**132,300,000**
Net increase in cash and cash equivalents		61,837,923
Cash and cash equivalents at beginning of the period		–
Cash and cash equivalents at end of the period	15	**61,837,923**
Net cash generated by operating activities includes:		
Interest received		272,770

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Unaudited Consolidated Statements of Cash Flow *(continued)*

For the period 1 October 2012 to 31 March 2013

Group	Notes	Period ended 31 March 2013 £	Period ended 31 March 2012 £
Cash flows from operating activities			
Total operating profit before finance costs		7,646,396	1,781,306
Net movement in financial assets at fair value through profit or loss		(2,810,642)	(710,794)
Net movement in financial liabilities at fair value through profit or loss		(1,400,133)	303,970
Increase in other payables and accrued expenses		299,065	258,682
Decrease/(increase) in trade and other receivables		50,377	(52,338)
Net cash flow generated from operating activities		**3,785,063**	**1,580,826**
Cash flows from investing activities			
Purchase of Ordinary Share financial assets		(5,479,000)	(18,762,500)
Capital repayments on Ordinary financial assets		187,631	–
Purchase of C Share financial assets		(68,337,550)	(20,209,050)
Net cash flow used in investing activities		**(73,628,919)**	**(38,971,550)**
Cash flows from financing activities			
Proceeds from issue of Ordinary Share capital	14	119,696	36,610
Ordinary Share premium received	14	11,988,850	3,573,514
Proceeds received from C shareholders	14	132,300,000	63,744,500
Interest bearing loans and borrowings	13	–	7,000,000
Distributions paid		(4,803,508)	(1,319,880)
Net (repayment to) / payment from non controlling interest		(12,128,835)	551,091
Distributions paid to non controlling interest		(628,498)	–
Interest expense		(90,438)	(146,581)
Net cash flow generated from financing activities		**126,757,267**	**73,439,254**
Net increase in cash and cash equivalents		56,913,411	36,048,530
Cash and cash equivalents at beginning of the period		9,591,824	9,220,402
Cash and cash equivalents at end of the period		**66,505,235**	**45,268,932**
Non cash items			
Decrease in amounts held on Security Account		(127,993)	(187,133)
Decrease in amounts held on Security Account payable		129,785	195,000
Increase in interest held on Security Account payable		(1,792)	(7,867)
		–	–
Non cash items arising from switching shares			
Issue of share capital and share premium		12,108,546	3,610,128
Redemption of non controlling interests		(12,108,546)	(3,610,128)
		–	–
Net cash generated by operating activities includes:			
Interest received		293,371	144,084

The accompanying notes on pages 33 to 69 form an integral part of these unaudited financial statements.

Notes to the Unaudited Financial Statements

For the period 1 October 2012 to 31 March 2013

1. General Information

GCP Infrastructure Investments Limited (the "Company") is a public company incorporated in Jersey with registration number 105775, on 21 May 2010. The Company is governed by the provisions of the Companies (Jersey) Law, 1991, as amended.

The Company is a closed-ended investment company incorporated under the laws of Jersey. The shares of the Company are listed on the London Stock Exchange.

GCP Infrastructure Fund Limited (the 'Master Fund') makes infrastructure investments through acquiring (or acquiring interest in) subordinated debt instruments issued by infrastructure project companies (or by their existing lenders or holding vehicles) that are contracted by the public sector to design, finance, build and operate public infrastructure assets. The Master Fund primarily targets projects structured and financed under the UK PFI.

These financial statements consolidate the financial statements of the Company and its subsidiary, the Master Fund (together the "Group").

2. Significant Accounting Policies

2.1 Basis of preparation

These Consolidated Financial Statements are prepared in accordance with IFRS and interpretations issued by the International Financial Reporting Interpretations Committee of the International Accounting Standards Board ("IASB") as they apply to the financial statements of the Group for the period as required by IFRS and as adopted by the European Union.

The financial information contained in the Half Yearly Financial Report for the six month period 1 October 2012 to 31 March 2013 has not been audited or reviewed by the Company's Auditors pursuant to the Auditing Practices Board guidance.

The Consolidated Statements of Financial Position present assets and liabilities in decreasing order of liquidity and do not distinguish between current and non-current assets.

The Consolidated Financial Statements have been prepared under the historical-cost convention, as modified by the revaluation of financial assets and financial liabilities held at fair value through profit or loss.

The financial statements are presented in Sterling and all values have been rounded to the nearest pound except where otherwise indicated.

The Consolidated Financial Statements, including the comparative figures, have been prepared in accordance with IFRS.

These Consolidated Financial Statements consolidate the financial statements of the Company and its subsidiary, the Master Fund, on the basis that it has the power to exercise control over the operations of the Master Fund. All transactions and balances between the Company and the Master Fund have been eliminated on consolidation. The remaining outstanding Ordinary Redeemable Income Shares and Ordinary Redeemable Accumulation Shares of the Master Fund, equate to 9.98% of the total issued Ordinary Redeemable Share capital of the Master Fund and are represented as financial liabilities at fair value through profit or loss within the Consolidated Statements of Financial Position. Liabilities arising from the Ordinary Redeemable Income Shares and Ordinary Redeemable Accumulation Shares are carried at the redemption amount being the NAV of the Master Fund calculated in accordance with IFRS at the Consolidated Statements of Financial Position date.

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

2.1 Basis of preparation *(continued)*

The net assets and results attributable to the Ordinary Shares and C Shares issued by the Company are reported separately throughout these financial statements, with the aggregated net assets and results presented as the 'Group'.

The assets attributable to the C Share Class Fund when in existence, are accounted for and managed by the Company as a distinct pool of assets, with the Company ensuring that separate cash accounts are created and maintained. Similarly, C Share cash invested by the Company is managed by the Master Fund as a distinct pool of C Share assets.

The C Share Class Fund has a 100% interest in the Master Fund C Share Class Fund. The net assets and results are consolidated accordingly.

Master Fund shareholders have the right to have their shares redeemed at a proportionate share based on the Master Fund's NAV per share on the redemption date. For the purpose of calculating the net assets attributable to shareholders in accordance with the Master Fund's constitution, the Master Fund's valuation for dealing purposes is different from the IFRS valuation requirements. This is due to the treatment of set up costs where under IFRS they are expensed in full. A reconciliation of the valuation calculated in accordance with the prospectus to net assets per the Consolidated Financial Statements is shown in note 21.

Changes to accounting standards and interpretations

The accounting policies adopted are consistent with those of the prior financial period except as follows:

Amendments to the following accounting standards were made effective for this financial period but have no impact on the financial statements:

- IAS 1 Presentation of Financial Statements – amendments to revise the way other comprehensive income is presented (effective for annual periods beginning on or after 1 July 2012).
- IAS 24 Related Party Disclosures – revised definition of related parties.
- IAS 32 Financial Instruments: Presentation – amendments relating to classification of rights issues.
- IFRS 7 Financial Instruments: Disclosures – amendments enhancing disclosures about transfers of financial assets.
- IFRIC 14 – IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction – November 2009 Amendments with respect to voluntary prepaid contributions.
- IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments.
- Minor amendments to various standards and interpretations resulting from the May 2010 Annual Improvements to IFRS.

The following accounting standards and their amendments were in issue at the period end but will not be in effect until after this financial period. They are not expected to significantly impact the financial statements.

2.1 Basis of preparation *(continued)*

Changes to accounting standards and interpretations (continued)

- IFRS 7 Financial Instruments: Disclosures – amendments enhancing disclosures about offsetting of financial assets and financial liabilities (effective for annual periods beginning on or after 1 January 2013 and interim periods within those years).
- IAS 19 Employee Benefits – amended standard (effective for annual periods beginning on or after 1 January 2013).
- IAS 27 Separate Financial Statements (as amended in 2011) – previously IAS 27 Consolidated and Separate Financial Statements (effective for annual periods beginning on or after 1 January 2013).
- IAS 28 Investments in Associates and Joint Ventures (as amended in 2011) – previously IAS 28 Investments in Associates (effective for annual periods beginning on or after 1 January 2013).
- IAS 32 Financial Instruments: Presentation – amendments to application guidance on the offsetting of financial assets and financial liabilities (effective for annual periods beginning on or after 1 January 2014).
- IFRS 7 Financial Instruments: Disclosures – amendments requiring disclosures about the initial application of IFRS 9 (effective for annual periods beginning on or after 1 January 2015 or otherwise when IFRS 9 is first applied).
- Minor amendments to various standards and interpretations resulting from annual improvements 2009-2011 cycle (effective for annual periods beginning on or after 1 January 2013).

2.2 Significant accounting judgements and estimates

The preparation of Consolidated Financial Statements in accordance with IFRS requires the Directors of the Company to make judgements, estimates and assumptions that affect the reported amounts recognised in the Consolidated Financial Statements. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability in the future. For more details, refer to note 19.

Going Concern

The Directors have made an assessment of the Group's ability to continue as a going concern and are satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, the Directors are not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the Consolidated Financial Statements have been prepared on the going concern basis.

Notes to the Unaudited Financial Statements *(continued)*

For the period 1 October 2012 to 31 March 2013

2.3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these Consolidated Financial Statements are set out below.

(a) Financial Instruments

(i) Classification

The Group classifies its financial assets and financial liabilities into the categories below in accordance with IAS 39.

Financial assets and liabilities at fair value through profit or loss

This category consists of financial instruments designated at fair value through profit or loss upon initial recognition. These financial assets are designated on the basis that they are part of a group of financial assets which are managed and have their performance evaluated on a fair value basis, in accordance with the risk management and investment strategies of the Company, as set out in the Prospectus dated 2 July 2010 and the C Share Prospectus dated 18 September 2012. The financial information about the financial assets of the Group is provided by the Investment Adviser to the Directors of the Master Fund with the valuation model being supplied by the Valuation Agent.

In accordance with IAS 32 (Financial Instruments: Presentation) the Company's C Share Class Fund when in existence, is designated as a financial liability on the Group's Consolidated Statement of Financial Position, due to the obligation to convert the C Shares to Ordinary Shares and the inherent variability in the number of Ordinary Shares attributable to C shareholders on conversion.

Ordinary Redeemable Income Shares and Ordinary Redeemable Accumulation Shares of the Master Fund owned by non-controlling interests, equate to 9.98% of the total issued share capital of the Master Fund and are represented as financial liabilities at fair value through profit or loss within the Consolidated Statements of Financial Position. Liabilities arising from the Master Fund shares are carried at the redemption amount being the Master Fund NAV calculated in accordance with IFRS.

(ii) Recognition

The Group recognises a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace are recognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

(iii) Derecognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and

2.3 Summary of significant accounting policies (*continued*)

- Either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group transfers its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset.

The Group derecognises a financial liability when the obligation under the liability is discharged, cancelled or expires.

(iv) Initial measurement

Financial assets and financial liabilities at fair value through profit or loss are recorded in the Consolidated Statements of Financial Position at fair value. All transaction costs for such instruments are recognised directly in the Consolidated Statements of Comprehensive Income.

(v) Subsequent measurement

After initial measurement, the Group measures financial instruments which are classified as at fair value through profit or loss at fair value. Subsequent changes in the fair value of those financial instruments are recorded in the Consolidated Statements of Comprehensive Income.

The Group's existing financial liabilities at fair value through profit or loss are carried at fair value, being the value on the Master Fund's Statement of Financial Position date of all non controlling interest shares, less set up costs amortised at Master Fund level as a result of the requirement to expense the cost in full for IFRS purposes.

The Group's liability to the C shareholders is also carried at fair value, being the net asset value on the Statement of Financial Position date of the C Share Class Fund. Any profits or losses relating to the C Share Class Fund are eliminated from the Group's total comprehensive income in the Consolidated Statement of Comprehensive Income.

(b) Basis of Consolidation

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiary are prepared for the same reporting period as the parent company, using consistent accounting policies. All intragroup balances, transactions, unrealised gains and losses resulting from intra-group transactions and distributions are eliminated in full.

(c) Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non controlling interest in the acquiree. For each business combination, the acquirer measures the non controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

2.3 Summary of significant accounting policies (*continued)*

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

(d) Determination of fair value
Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. For all other financial instruments not traded in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include using recent arm's length market transactions, referenced to appropriate current market data, and discounted cash flow analysis, at all times making as much use of available and supportable market data as possible.

An analysis of fair values of financial instruments and further details as to how they are measured are provided in Note 19.

(e) Functional and presentation currency
The primary objective of the Group is to generate returns in Sterling, its capital-raising currency. The Group's performance is evaluated in Sterling. Therefore, the Directors consider Sterling as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions and have therefore adopted it as the presentation currency.

(f) Dividends paid to shareholders
In accordance with the Company's constitution, in respect of the Ordinary Shares and C Shares when in issue, the Company will distribute the income it receives to the fullest extent that is deemed appropriate by the Directors.

(g) Cash and cash equivalents
Cash and cash equivalents in the Consolidated Statements of Financial Position and Consolidated Statements of Cash Flow comprise cash on hand, demand deposits, short term deposits in banks with original maturities of three months or less and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Interest revenue and expense
Interest revenue and interest expense other than interest received on financial assets at fair value through profit or loss are recognised on an accruals basis in the Consolidated Statements of Comprehensive Income.

2.3 Summary of significant accounting policies (*continued)*

(i) Net movement on financial assets and liabilities at fair value through profit or loss

This item includes changes in the fair value of financial assets and liabilities held for trading or designated upon initial recognition as 'held at fair value through profit or loss' and interest receivable on financial assets and liabilities.

Arrangement fee income comprises reimbursement of fees relating to the issue and setup of loan notes by the respective project companies. The income and related expense is recognised in the Consolidated Statements of Comprehensive Income.

Loan interest comprises interest receipts in relation to the Master Funds debt instruments. Interest is recognised when received. Prior to receipt, accrued interest is included within the valuation of these investments.

(j) Fees and commissions

Fees and commissions in the Consolidated Statements of Comprehensive Income and the Consolidated Statements of Financial Position are recognised on an accruals basis.

(k) Interest expense

Interest expense in the Consolidated Statements of Comprehensive Income comprise of loan arrangement and commitment fees which are expensed in the period they occur and interest accrued on the credit facility incurred in connection with the borrowing of funds by the Master Fund.

(l) Distributions to non controlling interests

Distributions are recognised in the Consolidated Statements of Comprehensive Income in the period they fall due and are in relation to distributions payable by the Master Fund to the non controlling interests (classified as financial liabilities at fair value through profit or loss). This is in accordance with the Master Fund's constitution and the Master Fund will distribute the income it receives to the fullest extent that is deemed appropriate. These distributions are paid in May and November.

(m) Share Capital

The share capital of the Company comprises of Ordinary Shares and C Shares when in issue.

The Ordinary Shares are classified as an equity instrument due to the following features:

- They entitle the holder to a pro rata share of the Ordinary Share Class net assets in the event of the Fund's liquidation;
- The Ordinary Shares do not include any contractual obligation to deliver cash or another financial asset other than the holder's rights to a pro rata share of the Ordinary Share Class net assets; and
- The total expected cash flows attributable to the instrument over the life of the instrument are based substantially on the profit or loss, the change in the recognised net assets or the change in the fair value of the recognised and unrecognised net assets of the Ordinary Share Class over the life of the instrument.

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

2.3 Summary of significant accounting policies *(continued)*

(m) Share Capital *(continued)*

The C Shares when in issue are classified as a liability instrument due to the following features:

- They entitle the holder to a pro rata share of the C Share Class net assets in the event of the Fund's liquidation;
- The C Shares include a contractual obligation to deliver a variable number of financial assets in the form of Ordinary Shares to the C shareholders upon conversion; and
- The total expected cash flows attributable to the instrument over the life of the instrument are based substantially on the profit or loss, the change in the recognised net assets or the change in the fair value of the recognised and unrecognised net assets of the C Share Class over the limited life of the instrument.

In addition to the Ordinary Shares and C Shares having all the above features, the Company must have no other financial instrument or contract that has:

- Total cash flows based substantially on the profit or loss, the change in the recognised net assets and unrecognised net assets of the Company; and
- The effect of substantially restricting or fixing the residual return to the Ordinary shareholders.

The Directors of the Company continually assess the classification of the Ordinary Shares and C Shares. If the Ordinary Shares cease to have all the features or meet all the conditions set out to be classified as equity, they will be reclassified as financial liabilities and measured at fair value at the date of reclassification, with any differences from the previous carrying amount recognised in equity. If the C Shares subsequently have all the features and meet the conditions as equity, they will be reclassified as equity instruments and measured at the carrying amount of the liabilities at the date of reclassification.

The issuance, acquisition and resale of Ordinary Shares are accounted for as equity transactions and the issuance and acquisition of C Shares as liability transactions.

Upon issuance of shares, the consideration on the Ordinary Shares received is included in equity and the consideration on the C Shares is included in financial liabilities.

Transaction costs incurred by the Company in issuing, acquiring or reselling its own equity instruments are accounted for as a deduction from equity to the extent that they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

Own equity instruments which are acquired are deducted from equity and accounted for at amounts equal to the consideration paid, including any directly attributable incremental costs.

No gain or loss is recognised in the Consolidated Statements of Comprehensive Income on the purchase, sale, issuance or cancellation of the Company's own equity instruments.

3. Segment Information

For management purposes, the Group is organised into one main operating segment and divided between the Ordinary Share Class and C Share Class in accordance with the rights of each share class. All of the Group's activities are interrelated, and each activity is dependent on the others. Accordingly, all significant operating decisions are based upon analysis of the Group as one segment. The financial results from this segment are equivalent to the financial statements of the Group as a whole.

Operating Income

The following table analyses the Group's operating income per geographical location. The basis for attributing the operating income is the place of incorporation of the investments counterparty.

Ordinary Shares	**31 March 2013 £**	**31 March 2012 £**
Channel Islands	21,330	20,245
United Kingdom	8,812,023	2,608,250
Total	**8,833,353**	**2,628,495**

C Shares	**31 March 2013 £**
Channel Islands	299,062
United Kingdom	546,099
Total	**845,161**

The table below analyses the Group's operating income for the period per investment type.

Ordinary Redeemable Shares	**31 March 2013 £**	**31 March 2012 £**
Cash and cash equivalents	21,330	20,245
Financial assets and liabilities at fair value through profit or loss	8,812,023	2,608,250
Total	**8,833,353**	**2,628,495**

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

3. Segment Information *(continued)*

Operating Income (continued)

C Shares	31 March 2013 £
Cash and cash equivalents	299,062
Financial assets and liabilities at fair value through profit or loss	546,099
Total	**845,161**

The table below analyses the Company's financial assets at fair value through profit or loss.

Ordinary Redeemable Shares	31 March 2013 £	31 March 2012 £
Arrangement fee income	63,173	372,747
Loan interest	6,853,438	3,057,538
Net movement in financial assets at fair value through profit or loss	2,264,543	558,608
Net movement in financial liabilities at fair value through profit or loss	(369,131)	(1,380,643)
Total	**8,812,023**	**2,608,250**

C Shares	31 March 2013 £
Net movement in financial assets at fair value through profit or loss	546,099
Total	**546,099**

4. Other General Expenses

Ordinary Shares	31 March 2013 £	31 March 2012 £
Audit fees	10,963	14,532
Compliance fees	8,141	–
Director's insurance	3,978	3,541
Financial Advisory fees	16,982	20,687
General insurance fees	4,308	5,758
Legal & professional fees – investment acquisition	91,708	85,247
Legal & professional fees – other	11,041	25,732
Membership fees	2,099	1,511
Other expenses	14,250	25,365
Printing fees	10,967	4,374
Public relations fees	11,100	17,567
Registrar's fees	20,850	5,791
Valuation agents fees	51,406	38,349
Total	**257,793**	**248,454**

C Shares	31 March 2013 £
Audit fees	8,109
Compliance fees	6,467
Director's insurance	2,878
Financial Advisory fees	14,165
General insurance fees	2,711
Legal & professional fees – investment acquisition	24,500
Legal & professional fees – other	9,261
Membership fees	1,740
Other expenses	5,797
Printing fees	3,820
Public relations fees	9,228
Registrar's fees	5,650
Valuation agents fees	5,643
Total	**99,969**

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

5. Directors remuneration
The Directors of the Company and Master Fund are remunerated on the following basis.

Ordinary Shares	31 March 2013 £	31 March 2012 £
Mr Ian Reeves CBE	11,981	12,493
Mr David Pirouet	9,936	9,910
Mr Trevor Hunt	9,255	9,052
Master Fund Directors' fees	24,286	25,490
Directors' expenses	1,808	1,597
Master Fund Directors' expenses	–	555
Total	**57,266**	**59,097**

C Shares	31 March 2013 £
Mr Ian Reeves CBE	10,192
Mr David Pirouet	8,497
Mr Trevor Hunt	7,932
Master Fund Directors' fees	15,599
Total	**42,220**

6. Taxation
Profits arising in the Group for the period from 1 October 2012 to 31 March 2013 will be subject to tax at the rate of 0% (31 March 2012: 0%).

7. Interest expense

Ordinary Shares	31 March 2013 £	31 March 2012 £
Loan arrangement fees	12,049	26,967
Loan commitment fees	8,676	7,172
Loan interest payable	–	85,116
Total	**20,725**	**119,255**

The above fees and interest expense are incurred on the Master Fund's short term revolving credit facility the 'RBSI facility' details of which are given in note 13.

8. Dividends

Total dividends per share at Company level for the period 1 October 2012 to 31 March 2013 totalled 3.8 pence per Ordinary Share (31 March 2012: 3.00 pence per Ordinary Share) as follows:

	Pence	£
For the period from 1 April 2012 to 30 September 2012	3.8	5,038,606
Total	**3.8**	**5,038,606**

	Pence	£
For the period from 1 April 2011 to 30 September 2011	3.00	1,319,880
For the period from 1 October 2011 to 31 March 2012	3.70	4,053,694
Total	**6.70**	**5,373,574**

9. Earnings per share

Basic (and diluted) earnings per share amounts are calculated by dividing profit for the period attributable to equity holders of the Company by the weighted average number of shares in issue during the period.

Ordinary Shares	Profit £	Weighted average number of shares	31 March 2013 pence per Ordinary Share
Earnings per Ordinary Share (basic and diluted)	6,384,325	131,660,992	4.8491

C Shares	Profit £	Weighted average number of shares	31 March 2013 pence per C Share
Earnings per C Share (basic and diluted)	(1,769,264)	132,300,000	(1.3373)

Ordinary Shares	Profit £	Weighted average number of shares	31 March 2012 pence per C Share
Earnings per Ordinary Share (basic and diluted)	1,662,051	46,016,559	3.6119

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

9. Earnings per share *(continued)*

The 31 March 2013 weighted average number of shares has been calculated by dividing the total shares in issue by the total days in the period, multiplied by the number of days they were in issue:

Ordinary Shares	**Shares in issue**	**Days**	**Weighted**
As at 1 October 2012	120,625,184	16	10,604,412
As at 17 October 2012	132,594,882	65	47,355,315
As at 21 December 2012	132,808,220	101	73,701,265
Total at 31 March 2013		**182**	**131,660,992**

C Shares	**Shares in issue**	**Days**	**Weighted**
Issued on 17 October 2012 on the Company's admission to the London Stock Exchange (LSE)	132,300,000	166	132,300,000
Total at 31 March 2013		**166**	**132,300,000**

The 31 March 2012 weighted average number of shares has been calculated by dividing the total shares in issue by the total days in the period, multiplied by the number of days they were in issue:

Ordinary Shares	**Shares in issue**	**Days**	**Weighted**
As at 1 October 2011	43,996,000	82	19,714,055
As at 22 December 2011	47,657,012	101	26,302,504
Total at 31 March 2012		**183**	**46,016,559**

10. Business combinations

The Consolidated Financial Statements comprise the financial statements of the Company and its subsidiary, the Master Fund, for the period 1 October 2012 to 31 March 2013.

The subsidiary is fully consolidated from the date of acquisition, being the date on which the Group obtained control, and continues to be consolidated until the date when such control ceases. The financial statements of the subsidiary are prepared for the same reporting period as the parent company, using consistent accounting policies. All intragroup balances, transactions, unrealised gains and losses resulting from intra-group transactions and distributions are eliminated in full.

10. Business combinations *(continued)*

The Company invests in the Master Fund and in accordance with the Company's investment objective, the investment in the Master Fund will aim to provide its shareholders with regular sustained long term distributions. The Company achieves its investment objective by investing substantially all of its capital in the Ordinary Redeemable Income Shares and C Shares of the Master Fund, which in turn generates income from subordinated PFI debt and/or similar assets.

Acquisition of additional holdings in the subsidiary (the "Master Fund")

On 1 October 2012, the Company held 116,108,227 Master Fund Ordinary Redeemable Income Shares at a fair value of £121,669,811 representing 74.35% of the issued share capital of the Master Fund, with a non controlling interest share of 25.65% of the issued share capital of the Master Fund.

Upon launch of the Master Fund C Share Class Fund on 24 October 2012 the Company bought 129,850,000 Master Fund C Shares (representing 100%) at a fair value of £129,850,000. On the same date the Company converted 11,969,698 Ordinary Shares at a fair value of £12,108,546 (£1.0116 per Ordinary Share) into Master Fund Ordinary Income Shares. At 31 October 2012 the Company owned 89.99% of the issued share capital of the Master Fund, with a non controlling interest share of 10.01% of the issued share capital of the Master Fund.

On 29 January 2013, the Company bought an additional 34,430 Ordinary Income Shares at a fair value of £36,000, at this point the Company owned 90.02% of the issued share capital of the Master Fund, with a non controlling interest share of 9.98% of the issued share capital of the Master Fund.

Since 29 January 2013, the effective proportionate non controlling interest holdings of the Master Fund shares has remained the same. As at 31 March 2013, the Company owned 90.02% of the issued share capital of the Master Fund, with a non controlling interest share of 9.98% of the issued share capital of the Master Fund.

Transactions with owners have not resulted in any material fair value gains or losses, therefore no further disclosure has been made.

Notes to the Unaudited Financial Statements *(continued)*

For the period 1 October 2012 to 31 March 2013

11. Other receivables and prepayments

Ordinary Shares	31 March 2013 £	30 September 2012 £
Arrangement fee income	–	12,150
Directors insurance	5,740	9,719
Financial Advisory fees	17,172	18,324
General insurance fees	5,642	9,950
Interest receivable	729	6,984
Investment Advisory fees	4,465	–
Legal & professional fees	2,130	65,130
Membership fees	1,756	–
Other expenses	4,697	7,816
Public relations fees	5,895	–
Total	**48,226**	**130,073**

C Shares	31 March 2013 £
Financial Advisory fees	1,234
Interest receivable	26,292
Membership fees	2,103
Other expenses	969
Public relations fees	872
Total	**31,470**

12. Other payables and accrued expenses

Ordinary Shares	31 March 2013 £	30 September 2012 £
Administration fees	35,608	23,752
Audit fees	12,354	36,391
Compliance fees	8,141	–
Custody fees	8,134	4,080
Directors' fees	25,876	42,993
Investment Advisory fees	732,063	656,316
Loan commitment fees	–	46,762
Loan arrangement fees	–	22,951
Other expenses	3,979	9,940
Printing fees	2,071	5,000
Registrars fees	4,936	4,541
Valuation Agents fees	45,973	19,363
Total	**879,135**	**872,089**

C Shares	31 March 2013 £
Administration fees	28,304
Audit fees	8,109
Compliance fees	6,467
Custody fees	6,320
Directors' fees	23,142
Directors' Insurance	2,878
General Insurance	2,711
Investment Advisory fees	107,901
Other expenses	3,144
Printing fees	1,200
Registrars fees	5,650
Set up costs	20,837
Valuation Agents fees	5,643
Total	**222,306**

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

13. Interest bearing loans and borrowings
The Master Fund's unsecured revolving credit facility (the "RBSI facility") held with Royal Bank of Scotland International Limited ("RBSI") expired on 11 November 2012. The RBSI facility is a revolving credit facility of £7 million (the "Facility Amount") which can be used to finance investments by the Master fund. The facility has remained undrawn during the accounting period. Loan commitment fees of £20,725 (31 March 2012: £119,255) were incurred during the period, detailed analysis of the costs for the period is given in note 7.

14. Authorised and issued share capital

Share Capital	**Number of shares**	**31 March 2013 £**
Authorised Shares		
Ordinary Shares of £0.01 each	400,000,000	4,000,000
C Shares of £0.01 each	150,000,000	1,500,000
Deferred Shares of £0.01 each	100,000,000	1,000,000
At 31 March 2013	**650,000,000**	**6,500,000**

Share Capital	**Number of shares**	**31 March 2013 £**
Ordinary Shares issued and fully paid		
At 1 October 2012	120,625,184	1,206,253
Issued on 17 October 2012	11,969,698	119,696
Scrip issued on 21 December 2012	213,338	2,133
At 31 March 2013	**132,808,220**	**1,328,082**
C Shares issued and fully paid		
Issued on 17 October 2012 and fully paid on admission to the London Stock exchange (LSE)	132,300,000	1,323,000
At 31 March 2013	**132,300,000**	**1,323,000**

14. Authorised and issued share capital *(continued)*

	31 March 2013 £
Share Premium	
Ordinary Shares	
At 1 October 2012	121,637,936
Issued on 17 October 2012	11,988,850
Scrip issued on 21 December 2012	232,965
At 31 March 2013	**133,859,751**
C Shares	
Issued on 17 October 2012 on admission to the London Stock exchange (LSE)	130,977,000
At 31 March 2013	**130,977,000**

On 17 October 2012, the Company announced the successful admission of 132,300,000 C Shares to trading on the Official List and to trading on the LSE's main market for listed securities following the fundraising of £144.4 million through the placing, the offer for subscription and the arrangements for switching between the Master Fund and the Company. 11,969,698 Ordinary Shares were subsequently blocklisted and added to the Official List of the UK Listing Authority.

On 21 December 2012, the Company announced successful admission of 213,338 new Ordinary Shares to the Official List and to trading on the LSE's main market for listed securities following the offer of scrip dividend alternative in lieu of cash for the interim dividend for the period from 1 April 2012 to 30 September 2012.

As at 31 March 2013, the Company's issued share capital comprised 132,808,220 Ordinary Shares and 132,300,000 C Shares, none of which were held in treasury.

The Company's share capital is represented by Ordinary Shares, in addition to C Shares and Deferred Shares when in issue. Quantative information about the Company's capital is provided in the Consolidated Statements of Changes in Equity.

The Ordinary Shares and C Shares when in issue, carry the rights to assets attributable to their respective share class and do not carry the rights to assets attributable to the Group as a whole.

The Ordinary Shares and C Shares carry the right to dividends out of the profits available for distribution attributable to each share class, if any, as determined by the Directors. Each holder of an Ordinary Share or C Share is entitled to attend meetings of shareholders and, on a poll, to one vote for each share held.

The Deferred Shares do not carry the right to dividends out of the profits available for distribution or assets attributable to the Group and are in existence for C Share conversion purposes only. As at 31 March 2013 there are no Deferred Shares in issue.

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

14. Authorised and issued share capital *(continued)*

Capital Management

The Company's share capital is represented by the issued Ordinary Shares and C Shares when in issue. The investment objective of the Company is outlined in the Investment Adviser's Report. The Company's investment objectives are in line with the investment objectives of the Master Fund. The Company achieves its investment objectives by investing substantially all of its capital in Ordinary Redeemable Income Shares and C Shares when in issue, of the Master Fund. As at 31 March 2013 Company capital and reserves amounted to £135.50 million (30 September 2012: £121.82 million).

As a result of the ability to issue, repurchase and resell shares, the capital of the Group can vary depending on the demand for redemptions and subscriptions. The Group is not subject to externally imposed capital requirements and has no restrictions on the issue, repurchase or resale of Ordinary Shares, however it does have the ability to impose a temporary dealing policy.

The Group's objectives for managing capital are:

- To invest the capital in investments meeting the description, risk exposure and expected return indicated in its prospectus and C Share prospectus;
- To achieve consistent returns while safeguarding capital;
- To maintain sufficient liquidity to meet expenses and to meet redemption requests as they arise; and
- To maintain sufficient size to make the operation of the Group cost-efficient.

15. Cash and Cash Equivalents

Ordinary Shares	31 March 2013 £	30 September 2012 £
Cash and cash equivalents	353,690	189,444
Master Fund cash and cash equivalents	4,313,622	9,402,380
Total	**4,667,312**	**9,591,824**

C Shares	31 March 2013 £
Cash and cash equivalents	212,408
Master Fund cash and cash equivalents	61,625,515
Total	**61,837,923**

16. Amounts held on Security Account

Ordinary Shares	31 March 2013 £	30 September 2012 £
Amounts held on Security Account payable	1,970,788	2,100,572
Interest payable on Security Account	14,365	12,573
Total	**1,985,153**	**2,113,145**

'Amounts held on Security Account' relates to a cash deposit of £1,985,153 (30 September 2012: £2,113,145) belonging to GPFI Holdings Limited. The cash is held in a segregated Master Fund account (the "Security Account"). The Master Fund is holding the cash as collateral to protect the Master Fund against underperformance of the GPFI Loans.

In the event that the GPFI Loans perform as expected the funds within the Security Account will be released over time, but will remain above £1,000,000 for as long as the Company owns the GPFI loans.

The amount is held as an asset and a liability on the face of the Consolidated Statements of Financial Position.

17. Group Contingent Liabilities

At 31 March 2013 there were no contingent liabilities (30 September 2012: nil).

18. Distributions to non controlling interest

The distributions paid during the period to the non controlling interest of the Group comprise of the following:

Ordinary Shares	31 March 2013 £	30 September 2012 £
Distributions in respect of non controlling interest Ordinary Redeemable Income Shares	628,498	–
Distributions in respect of non controlling interest Ordinary Redeemable Accumulation Shares	612,848	–
Total	**1,241,346**	**–**

19. Financial Risk, Management Objectives and Policies

The Company has an investment policy and strategy as summarised in its Prospectus dated 2 July 2010 and C Share prospectus dated 18 September 2012 that sets out its overall investment strategy and its general risk management philosophy and has established processes to monitor and control these in a timely and accurate manner. These guidelines are the subject of regular operational reviews undertaken by the Investment Adviser to ensure that the Company's policies are adhered to as it is the Investment Adviser's duty to identify and assist in the control of risk. The Investment Adviser reports regularly to the Directors who have ultimate responsibility for the overall risk management approach.

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

19. Financial Risk, Management Objectives and Policies *(continued)*

The Investment Adviser and the Directors ensure that all investment activity is performed in accordance with investment guidelines. The Group's investment activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. Risk is inherent in the Group's activities however, it is managed through a process of ongoing identification, measurement and monitoring. The financial risks to which the Group is exposed include market risk, credit risk and liquidity risk.

Policy regarding risk identification and control
Bi-annual risk reports are produced by the Investment Adviser, Administrator and Board and are considered at Board level on a bi-annual basis.

Fair Value
The Group's existing financial assets are designated as financial assets at fair value through profit or loss. These financial instruments are held at fair value.

The table below summarises the movement on the Investments during the period:

Ordinary Shares	31 March 2013 £	30 September 2012 £
Book cost at 1 October 2012	151,952,662	65,194,856
Acquisitions	5,479,000	86,757,806
Capital repayments	(187,631)	–
Book cost at 31 March 2013	157,244,031	151,952,662
Unrealised gains	7,382,309	5,117,766
Valuation at 31 March 2013	164,626,340	157,070,428
Net movement in financial assets at fair value through profit or loss	1,935,023	3,138,619

C Shares	31 March 2013 £
Acquisitions	68,337,550
Book cost at 31 March 2013	68,337,550
Unrealised gains	546,099
Valuation at 31 March 2013	68,883,649
Net movement in financial assets at fair value through profit or loss	546,099

The Group's existing financial liabilities at fair value through profit or loss are carried at fair value, being net asset value of the non controlling interest portion of the Master Fund at 31 March 2013 less set up costs amortised at Master Fund level as a result of the requirement to expense the cost in full for IFRS purposes.

19. Financial Risk, Management Objectives and Policies *(continued)*

Fair Value (continued)

The Valuation Agent carries out monthly fair valuations of the financial assets of the Master Fund. These valuations are reviewed by both the Investment Adviser and the Directors of the Master Fund. The valuation methodology is outlined in the Prospectus dated 2 July 2010 and C Share prospectus dated 18 September 2012 and in the section below entitled 'Fair Valuation Methodology of Financial assets at fair value through profit or loss'. Investments measured and reported at fair value are classified and disclosed in one of the following fair value hierarchy levels depending on whether their fair value is based on:

- Quoted prices in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included in level one that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

An investment is always categorised as level 1, 2 or 3 in its entirety. In certain cases the fair value measurement for an investment may use a number of different inputs that fall into different levels of the fair value hierarchy. In such cases, an investment level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgement and is specific to the investment.

The table below summarises all securities held by the Group based on the fair valuation technique adopted.

	As at 31 March 2013			
Ordinary Shares	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets at fair value through profit or loss	**£**	**£**	**£**	**£**
Loan notes	–	164,626,340	–	164,626,340
	–	**164,626,340**	**–**	**164,626,340**
	Level 1	**Level 2**	**Level 3**	**Total**
Financial liabilities at fair value through profit or loss	**£**	**£**	**£**	**£**
Non controlling interest	–	32,998,961	–	32,998,961
	–	**32,998,961**	**–**	**32,998,961**

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

19. Financial Risk, Management Objectives and Policies *(continued)*

Fair Value (continued)

C Shares	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit or loss	£	£	£	£
Loan notes	–	68,883,649	–	68,883,649
	–	**68,883,649**	**–**	**68,883,649**

As at 30 September 2012

Ordinary Shares	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit or loss	£	£	£	£
Loan notes	–	157,070,428	–	157,070,428
	–	**157,070,428**	**–**	**157,070,428**

	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit or loss	£	£	£	£
Non controlling interest	–	44,202,998	–	44,202,998
	–	**44,202,998**	**–**	**44,202,998**

During the period there were no transfers of investments between levels therefore no further disclosure is considered necessary by the Board of Directors. No level 3 reconciliation has been disclosed as there have been no assets classified or transferred requiring reconciliation to the level 3 hierarchy.

The Valuation Agent has been appointed by the Master Fund Directors to carry out the fair market valuation of the Group's investments (classified as Financial assets at fair value through profit or loss) on a monthly basis. These valuations are reviewed by both the Investment Adviser and the Master Fund Directors.

There are minimal adjustments for assets specific factors in the valuation methodology. Should these adjustments become significant the relevant assets would be classified as level 3.

Fair Valuation Methodology of Financial assets at fair value through profit or loss
The valuation principles used are based on a discounted cash flow methodology. A fair value for each asset acquired by the Group is calculated by applying relevant market discount rate to the contractual cash flow expected to arise from each such asset.

The Valuation Agent believes that a discount rate driven solely by single publicly available electronic feeds is not possible or appropriate when valuing the investments of the Group due to the lack of publicly disclosed financial information relating to UK infrastructure transactions and the fact that it is often in the detail of each individual infrastructure project that the value or areas of concern are to be found.

19. Financial Risk, Management Objectives and Policies *(continued)*

Fair Valuation Methodology of Financial assets at fair value through profit or loss (continued)

The Valuation Agent therefore uses discount rates for valuing each investment taking, inter alia, the following into account:

- Sterling interest rates;
- Movements of comparable credit markets;
- Specific credit risk of the underlying asset by considering the performance of the underlying assets, specifically any actual or potential event in relation to the underlying assets that may be expected to have a material impact on the ability of the borrower to meet its obligations to the Group, such as operating performance failures, or the credit impairment of the contract obligor; and
- General infrastructure market activity and investor sentiment which the Valuation Agent assesses by taking into account its knowledge of the infrastructure market gained from discussions with all forms of market participants and from publicly available information on relevant transactions and publicly traded infrastructure funds.

The Valuation Agent considers the movements in comparable credit markets and publicly available information around each project into account, in assessing the expected future cash flows from each investment. Given that the investments of the Master Fund will typically be fixed income debt instruments (with elements of inflation protection) the focus of the Valuation Agent is on assessing the likelihood of any interruptions to the debt service payments given the operational performance of the underlying asset.

Following the formation of the Master Fund, the Master Fund Directors agreed the valuation methodology to be used to value the investments of the Master fund. The Master Fund Directors review the valuation model used by the Valuation Agent to ensure it performs in line with the agreed valuation methodology, and to ensure the suitability and relevance of comparators and benchmarks. The valuation model is also reviewed having due regard for the requirements of accounting standards.

Monthly valuations carried out by the Valuation Agent are reviewed by the Master Fund Directors and the Investment Adviser, with any movements tracked and justified by the Valuation Agent.

On a quarterly basis the Investment Adviser produces a report that details the performance of each investment, and includes an analysis of the exposures of the Master Fund by infrastructure sector, facilities manager, project counterparty and borrower. A separate review is carried out by the Investment Adviser on an annual basis of all facilities managers active in the infrastructure sector.

In addition to the above, at least annually the Master Fund Directors meet with both the Valuation Agent and the Master Fund's technical adviser, EC Harris, to appraise the valuation methodology, the key risks and due diligence process.

For every new investment entered into by the Master Fund, the Master Fund Directors receive third party due diligence reports from the Valuation Agent and legal and financial advisers as a key part of the deal approval process.

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

19. Financial Risk, Management Objectives and Policies *(continued)*

Fair Valuation Methodology of Financial assets at fair value through profit or loss (continued)

The table below shows how changes in discount rate affect the changes in the valuation of financial assets at fair value:

Ordinary Shares
31 March 2013

Change in discount rate	0.50%	0.25%	0%	(0.25%)	(0.50%)
Valuation of financial assets at fair value	158,503,513	161,513,894	164,626,340	167,845,322	171,175,540
Change in valuation of financial assets at fair value	(6,122,827)	(3,112,446)	–	3,218,982	6,549,200

C Shares
31 March 2013

Change in discount rate	0.50%	0.25%	0%	(0.25%)	(0.50%)
Valuation of financial assets at fair value	67,652,623	68,259,136	68,883,649	69,526,845	70,189,440
Change in valuation of financial assets at fair value	(1,231,026)	(624,513)	–	643,196	1,305,791

Ordinary Shares
30 September 2012

Change in discount rate	0.50%	0.25%	0%	(0.25%)	(0.50%)
Valuation of financial assets at fair value	151,338,372	154,156,589	157,070,428	160,084,093	163,202,005
Change in valuation of financial assets at fair value	(5,732,056)	(2,913,839)	–	3,013,665	6,131,577

19. Financial Risk, Management Objectives and Policies *(continued)*

Fair Valuation Methodology of Financial assets at fair value through profit or loss (continued)

The Group recognises the non controlling interest as financial liabilities at fair value through profit or loss. The values are recognised as the net asset value prices of the Ordinary Redeemable Income and Ordinary Redeemable Accumulation Share Classes.

For all other financial assets and liabilities, the carrying amounts are approximate to their respective fair value.

Currency Risk

The Group would engage in currency hedging only with a view to protecting the level of Sterling dividends and other distributions to be paid by the Group in relation to the Ordinary Shares and C Shares. It is not currently the intention of the Group to invest in non Sterling denominated assets, or raise non Sterling denominated liabilities, and such currency hedging is therefore not currently envisaged.

Interest Rate Risk

Interest rate risk arises from the effects of fluctuations in the prevailing level of market interest rates on the fair value of financial assets and liabilities, future cash flows and borrowings.

Interest rate risk has the following effect:

Fair value of financial assets and liabilities

Interest rates are one of the factors which the Valuation Agent takes into account when valuing the financial assets. Sensitivity analysis on the discount rate used in the valuations, which will be impacted by the interest rate, is included on the previous page.

Future cash flows

The Group primarily invests in subordinated loans of infrastructure project companies. The Group's current financial assets have fixed interest rate coupons, albeit with some inflation protection, and as such movements in interest rates will not directly affect the future cash flows payable to the Group.

Interest rate hedging may be carried out to seek to provide protection against falling interest rates in relation to assets that do not have a minimum fixed rate of return acceptable to the Group in line with its investment policy and strategy.

The Group is indirectly exposed to the gearing of the infrastructure project companies. The Investment Adviser ensures as part of its due diligence that the project company senior debt has been hedged where appropriate.

Borrowings

The Master Fund's borrowings shall not in any event exceed 20 per cent of the Master Fund's net asset value as at the time any such borrowings are drawn down.

Any potential financial impact of movements in interest rates on the cost of borrowings on the Group is mitigated by the short term nature of such borrowings.

Notes to the Unaudited Financial Statements *(continued)*

For the period 1 October 2012 to 31 March 2013

19. Financial Risk, Management Objectives and Policies *(continued)*

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Group. Credit risk is generally higher when a non-exchange traded financial instrument is involved because the counterparty is not an exchange-clearing house.

The role and position within an infrastructure project structure of the Group's direct counterparty will vary from deal to deal. However, in most cases it is the credit position of the project company and its group companies that is of ultimate importance.

The Investment Adviser uses detailed cash flow forecasts to assess the credit-worthiness of project companies and their ability to pay all costs as they fall due. After an investment is made, the forecasts are regularly updated with information provided by the project companies in order to monitor ongoing financial performance.

The project companies will receive a significant portion of revenue from government departments, and public sector or local authority clients.

The project companies are also reliant on their subcontractors, particularly facilities managers, continuing to perform their service delivery obligations such that revenues are not disrupted. The credit standing of each significant subcontractor is monitored on an ongoing basis, and period end exposures are reported to the Directors of the Master Fund quarterly.

All the current financial assets of the Master Fund are unrated debt instruments issued by GCP Healthcare 1 Limited (formerly Infrastructure Intermediaries No. 1 Limited), GCP Rooftop Solar 1 Limited (formerly Infrastructure Intermediaries No. 2 Limited), GCP Rooftop Solar 2 Limited (formerly Infrastructure Intermediaries No. 3 Limited), GCP Commercial Solar 1 Limited (formerly Infrastructure Intermediaries No. 4 Limited), GCP Rooftop Solar 3 Limited (formerly Infrastructure Intermediaries No. 5 Limited), GCP Rooftop Solar 4 Limited (formerly Infrastructure Intermediaries No. 6 Limited), GCP Onshore Wind 1 Limited*, GCP Biomass 1 Limited, GCP RHI Boiler 1 Limited*, GCP RHI Boiler 2 Limited*, Cardale Infrastructure Investments Limited, Education PFI Investments Limited, White Rock Insurance (SAC) Ltd, T-26 GEM Infrastructure Limited, Grosvenor PFI Holdings Limited, Leisure Infrastructure Investors Limited, Civic PFI Investments Limited, Civic PFI Investments II Limited* and Kirklees PFI Limited who manage the affairs of the portfolios.

* denotes investments entered into after the period end date.

Sensitivity analysis has not been provided for currency risk or credit risk as the Investment Adviser and Directors believe that these risks are negligible.

Total Exposure by Sector	**£**	**%**
Feed-in tariff	82,044,562	35.1
Education PFI	43,453,510	18.6
Healthcare PFI	38,015,027	16.3
Renewable Obligation Certificates	29,988,031	12.8
Leisure PFI	13,509,806	5.8
Accommodation PFI	13,368,343	5.7
Various UK PFI	13,130,710	5.7
Total	**233,509,989**	**100.0**

19. Financial Risk, Management Objectives and Policies *(continued)*

Credit Risk (continued)

Top Ten Exposures by Project Counterparty	£	%
Department of Energy and Climate Change (E.ON Energy Limited)	67,338,596	28.8
Department of Energy and Climate Change (Power NI)	29,988,031	12.8
Department of Energy and Climate Change (Smartest Energy Limited)	14,705,966	6.3
Slough Borough Council	10,859,890	4.7
Leeds City Council	9,467,154	4.1
The Highland Council	8,424,726	3.6
South London Healthcare NHS Trust	8,409,632	3.6
NHS Greater Glasgow and Clyde	8,066,194	3.5
Hertfordshire County Council	4,917,651	2.1
Amber Valley Borough Council	4,540,438	1.9
40 other Project Counterparties with individual exposure <£4.5m	66,791,711	28.6
Total	**233,509,989**	**100.0**

Top Ten Exposures by Investment Type	£	%
Senior Loans	112,032,593	48.0
Subordinated Loans	93,487,888	40.0
Senior Loan Guarantees	27,989,508	12.0
Total	**233,509,989**	**100.0**

Top Ten Exposures by Facilities Manager	£	%
A Shade Greener Limited	67,338,596	28.8
Agrikomp UK Limited	29,988,031	12.8
Grosvenor Facilities Management	14,823,824	6.3
Smarter Energy Solutions Limited	14,705,966	6.3
Pinnacle FM Limited	13,312,255	5.7
Mitie PFI Limited	9,789,627	4.2
GE Medical Systems Limited	8,409,632	3.6
Parsons Brinckerhoff Limited	8,066,194	3.5
EMCOR Facilities Services Limited	6,149,707	2.6
Lovell Respond Limited	5,688,247	2.4
28 other Facilities Managers with individual exposure < £5.0m	55,237,910	23.8
Total	**233,509,989**	**100.0**

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

19. Financial Risk, Management Objectives and Policies *(continued)*

Credit Risk (continued)

Total Exposure by Expected Term	£	%
< 10 yrs	14,276,525	6.1
10 – 20 yrs	100,134,798	42.9
20 – 25 yrs	73,101,186	31.3
25 – 30 yrs	45,997,480	19.7
Total	**233,509,989**	**100.0**

Total Exposure by Annual Equivalent Running Yield	£	%
9.0% – 9.5%	115,177,529	49.3
9.5% – 10.0%	77,654,284	33.3
>10.0%	40,678,176	17.4
Total	**233,509,989**	**100.0**

Liquidity Risk

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Exposure to liquidity risk arises because of the possibility that the Group could be required to pay its liabilities or redeem its shares earlier than expected.

The Group is exposed to cash redemptions of shares of the Master Fund, on a regular basis. Shares of the Master Fund are redeemable at the holder's option based on the Fund's net asset value per share at the time of redemption, calculated in accordance with the Master Fund's constitution.

The Master Fund manages its obligation to repurchase the shares when required to do so and its overall liquidity risk by requiring a four week notice period before redemptions. The Directors of the Master Fund also have the right to declare a suspension of redemption of shares.

19. Financial Risk, Management Objectives and Policies *(continued)*

Liquidity Risk (continued)

The following table analyses all of the Group's financial assets and liabilities into relevant maturity groupings based on the remaining period at the Consolidated Statements of Financial Position date to the contractual maturity date. The cash flows are on an undiscounted basis.

Ordinary Shares

31 March 2013 Financial Assets	Less than 1 month £	1 – 3 months £	3 – 12 months £	Greater than 12 months £	No stated maturity £	Total £
Cash and cash equivalents	4,667,312	–	–	–	–	4,667,312
Amounts receivable on subscription of Master Fund shares	223,760	–	–	–	–	223,760
Other receivables and prepayments	–	–	48,226	–	–	48,226
Amounts held on Security Account	–	–	–	1,985,153	–	1,985,153
Financial assets at fair value through profit or loss	3,631,233	2,579,591	9,861,875	411,714,699	–	427,787,398
Total financial assets	**8,522,305**	**2,579,591**	**9,910,101**	**413,699,852**	**–**	**434,711,849**
Financial Liabilities						
Amounts payable on redemption of Master Fund shares	225,558	–	–	–	–	225,558
Other payables and accrued expenses	–	879,135	–	–	–	879,135
Amounts held on Security Account	–	–	–	1,985,153	–	1,985,153
Financial liabilities at fair value through profit or loss	–	–	–	–	32,998,961	32,998,961
Total financial liabilities	**225,558**	**879,135**	**–**	**1,985,153**	**32,998,961**	**36,088,807**

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

19. Financial Risk, Management Objectives and Policies *(continued)*

Liquidity Risk (continued)

C Shares

31 March 2013	Less than 1 month	1 – 3 months	3 – 12 months	Greater than 12 months	No stated maturity	Total
Financial Assets	£	£	£	£	£	£
Cash and cash equivalents	61,837,923	–	–	–	–	61,837,923
Other receivables and prepayments	–	–	31,470	–	–	31,470
Financial assets at fair value through profit or loss	368,685	–	2,553,194	113,487,801	–	116,409,680
Total financial assets	**62,206,608**	**–**	**2,584,664**	**113,487,801**	**–**	**178,279,073**
Financial Liabilities						
Other payables and accrued expenses	–	222,306	–	–	–	222,306
Total financial liabilities	**–**	**222,306**	**–**	**–**	**–**	**222,306**

The following table analyses all of the Group's financial assets and liabilities into relevant maturity groupings based on the remaining period at the Consolidated Statements of Financial Position date to the contractual maturity date. The cash flows are on an undiscounted basis.

30 September 2012	Less than 1 month	1 – 3 months	3 – 12 months	Greater than 12 months	No stated maturity	Total
Financial Assets	£	£	£	£	£	£
Cash and cash equivalents	9,591,824	–	–	–	–	9,591,824
Amounts receivable on subscription of Master Fund shares	148,814	–	–	–	–	148,814
Other receivables and prepayments	–	–	130,073	–	–	130,073
Amounts held on Security Account	–	–	–	2,113,145	–	2,113,145
Financial assets at fair value through profit or loss	4,917,727	1,053,109	9,442,050	399,490,513	–	414,903,399
Total financial assets	**14,658,365**	**1,053,109**	**9,572,123**	**401,603,658**	**–**	**426,887,255**

19. Financial Risk, Management Objectives and Policies *(continued)*

Liquidity Risk (continued)

30 September 2012 Financial Liabilities	Less than 1 month £	1 – 3 months £	3 – 12 months £	Greater than 12 months £	No stated maturity £	Total £
Amounts payable on redemption of Master Fund shares	93,431	–	–	–	–	93,431
Other payables and accrued expenses	–	872,089	–	–	–	872,089
Amounts held on Security Account	–	–	–	2,113,145	–	2,113,145
Financial liabilities at fair value through profit or loss	–	–	–	–	44,202,998	44,202,998
Total financial liabilities	**93,431**	**872,089**	**–**	**2,113,145**	**44,202,998**	**47,281,663**

20. Related Party Disclosures

As defined by IAS 24 'Related Party Disclosures', 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.

Subsidiary

GCP Infrastructure Investments Limited as at 31 March 2013 owns a 90.02% controlling stake in GCP Infrastructure Fund Limited (the 'Master Fund'), together 'the Group'.

Directors

Directors remuneration totals £99,486 (31 March 2012: £82,212) of which £57,266 is allocated to the Ordinary Share Class Fund and £42,220 to the C Share Class Fund. The balance outstanding at the period end is £49,018 (30 September 2012: £42,993) included within other payables and accrued expenses in note 12, of which £25,876 is allocated to the Ordinary Share Class Fund and £23,142 to the C Share Class Fund.

At the Annual General Meeting of the Company held on 11 February 2013, it was resolved that the maximum aggregate base fees payable to the Directors be increased to £150,000 per annum.

Investment Adviser

The Company and the Master Fund are party to Investment Adviser Agreements with the Investment Adviser, dated 28 June 2010, 3 June 2009 and subsequently amended and restated on 20 March 2013, pursuant to which the Company and the Master Fund have appointed the Investment Adviser to provide advisory services relating to the respective assets on a day-to-day basis in accordance with their respective investment objectives and policies, subject to the overall supervision and direction of their respective Boards of Directors.

Notes to the Unaudited Financial Statements *(continued)*

For the period 1 October 2012 to 31 March 2013

20. Related Party Disclosures *(continued)*

Investment Adviser (continued)

In February 2013 the Investment Adviser Agreements were reviewed by the Directors and it was agreed that the commitment clause be amended such that whenever the Master Fund is not 85% or greater fully invested a minimum of three key persons from the Investment Adviser dedicate substantially all their working time providing Investment Advisory Services.

It was further agreed that the term of the current Investment Adviser Agreement be extended three years from 21 July 2015 to 28 February 2018 with 12 months written notice thereafter.

For its services to the Company, the Investment Adviser receives an annual fee of £20,000 (31 March 2012: £20,000).

For its services to the Master Fund, the Investment Adviser receives a fee at the rate of 0.90% p.a. (or such lesser amount as may be demanded by the Investment Adviser at its own absolute discretion) multiplied by the sum of:

- the net asset value of the Master Fund, less;
- the value of the cash holdings of the Master Fund pro rata to the period for which such cash holdings have been held.

The Investment Adviser is also entitled to claim for expenses arising in relation to the performance of certain duties in respect of the Master Fund.

During the period, the Group expensed £837,721 (31 March 2012: £486,186) in respect of Investment Advisory fees, transaction fees and expenses of which £729,820 is allocated to the Ordinary Share Class Fund and £107,901 to the C Share Class Fund. The balance outstanding at the end of the period of £839,964 (30 September 2012: £656,316) of which £732,063 is allocated to the Ordinary Share Class Fund and £107,901 to the C Share Class Fund is included within investment advisory fees and expenses payable in note 12. The expensed balance comprised as follows:

- £10,000 (31 March 2012: £10,000) related to the contractual fee at Company level for the period, of which to date £5,453 has been allocated to the Ordinary Share Class Fund and £4,520 to the C Share Class Fund. £55 (30 September 2012: £0) was outstanding at the end of the period of which a receivable of £4,465 is allocated to the Ordinary Share Class Fund and a payable of £4,520 to the C Share Class Fund; and
- £827,748 (31 March 2013: £476,186) related to the contractual fee at Master Fund level, of which £724,367 is allocated to the Ordinary Share Class Fund and £103,381 to the C Share Class Fund. £835,444 (30 September 2011: £656,316) was outstanding at the end of the period of which £732,063 is allocated to the Ordinary Share Class Fund and £103,381 to the C Share Class Fund.

The Partners of the Investment Adviser hold directly or indirectly, and together with their family members 850,603 Ordinary Shares and 62,656 C Shares in the Company as at 31 March 2013.

20. Related Party Disclosures *(continued)*

Grosvenor PFI Holdings Limited

The owners of Grosvenor PFI Holdings Limited have a 15% non-voting partnership interest in the Investment Adviser.

21. Reconciliation of Net Asset Value

This note reconciles the Net Asset Value ("NAV") per the Consolidated Financial Statements to the adjusted NAV as calculated in accordance with the Prospectus' rules for calculating the NAV for dealing purposes.

Establishment costs are all costs and expenses incurred in relation to the establishment of the Company. In accordance with the NAV calculation prepared in line with the requirements of IFRS, establishment costs are expensed in the period they are incurred.

In accordance with the NAV calculation rules as stipulated in the Master Fund's Information Memorandum, establishment costs are capitalised and subsequently amortised on a straight-line basis over a five year period for the purpose of calculating the net asset value per share class for the issuance and redemption of Ordinary Redeemable Income Shares and Ordinary Redeemable Accumulation Shares.

The Company's net asset value per share at 28 March 2013 can be reconciled to the net asset value per share, as calculated in accordance with IFRS, as follows:

	At 31 March 2013	
Ordinary Share Class reconciliation	**Total £**	**Per share £**
Valuation in accordance with the Prospectus at 28 March 2013	135,415,383	1.0196
Adjustment for Master Fund set–up costs	(41,255)	(0.0003)
Adjustment for 31 March 2013 valuations	89,374	0.0007
Adjustment for 31 March 2013 expense accruals	(1,518)	–
Valuation as per Consolidated Financial Statements	**135,461,984**	**1.0200**

	At 31 March 2013	
C Share Class reconciliation	**Total £**	**Per share £**
Valuation in accordance with the Prospectus at 28 March 2013	130,511,922	0.9864
Adjustment for 31 March 2013 valuations	20,257	0.0002
Adjustment for 31 March 2013 expense accruals	(1,463)	–
Adjustment for consolidation of C Share valuation	20	–
Valuation as per Consolidated Financial Statements	**130,530,736**	**0.9866**

Notes to the Unaudited Financial Statements *(continued)*
For the period 1 October 2012 to 31 March 2013

21. Reconciliation of Net Asset Value *(continued)*

The Company's net asset value per Ordinary Share at 28 September 2012 can be reconciled to the net asset value per Ordinary Share, as calculated in accordance with IFRS, as follows:

	At 30 September 2012	
Ordinary Share Class reconciliation	**Total £**	**Per share £**
Valuation in accordance with the Prospectus at 28 September 2012	121,778,513	1.0095
Adjustment for Master Fund set-up costs	(50,151)	(0.0004)
Adjustment for 30 September 2012 valuations	46,443	0.0004
Adjustment for 30 September 2012 expense accruals	(2,184)	–
Valuation as per Consolidated Financial Statements	**121,772,621**	**1.0095**

22. Subsequent events after the Report date

On 3 April 2013 the Master Fund advanced a loan note with a value of £11.3 million, an interest rate of c.11% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c.18 years. The proceeds from the issue of the loan note are being used to make a loan secured on a senior basis against a portfolio of commercial biomass boilers. All payments of both principal and interest in relation to the loan note are expected to be serviced from income arising from the use of the boilers in the form of payments under the RHI.

On 8 April 2013 the Master Fund advanced a loan note with a value of £5 million, an interest rate of 9.1% p.a. annual equivalent, and a term of c.16 years. The proceeds from the issue of the loan note are being used to make a loan secured on a senior basis against a single site, two turbine, 6.8MW wind farm in England. All payments of both principal and interest in relation to the loan note are expected to be serviced from income arising from the ROCs generated by the operation of the wind farm and from the sale of electricity.

On 9 April 2013 the Master Fund advanced a series of loan notes with a value of £26.0 million, an interest rate of c.10.5% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c.18 years. The proceeds from the issue of the loan note are being used to make a series of loans secured on a senior basis against a portfolio of commercial biomass boilers. All payments of both principal and interest in relation to the loan notes are expected to be serviced from income arising from the use of the boilers in the form of payments under the RHI.

On the 17 April 2013, in accordance with the terms of the Company's C Share Prospectus, the C shares converted to new Ordinary Shares. The Conversion Ratio for conversion of the C Shares was 0.9645. As a result, 127,603,350 Ordinary Shares and 4,696,650 Deferred Shares were issued and all the C Shares cancelled.

On 17 April 2013 the Directors of the Master Fund terminated the Temporary Dealing Policy. Subsequently the Master Fund received net subscriptions of c.£36.1 million dealt on the 30 April 2013 NAV.

22. Subsequent events after the Report date (continued)

On 2 May 2013 the Master Fund advanced a loan note with a value of £4.1 million, an interest rate of c.9.0% p.a. annual equivalent and a term of c.27 years. The loan note is secured on a subordinated basis against the cash flows arising from a number of healthcare PFI and LIFT (Local Improvement Finance Trust) assets in England.

On 2 May 2013 the Master Fund advanced a series of loan notes with an aggregate value of £9.2 million, an interest rate of c. 9.3% p.a. annual equivalent plus one-half of the amount by which RPI exceeds 3% in any single year, and a term of c. 20 years. The notes are secured on a senior basis against a portfolio of domestic solar photovoltaic installations eligible for payments under the FIT scheme.

On 17 May 2013 the Company declared an interim dividend of 3.8 pence per Ordinary Share for the six month period from 1 October 2012 to 31 March 2013, which will be paid on 27 June 2013.

23. Ultimate Controlling Party

It is the view of the Directors that there is no ultimate controlling party.

GCP Infrastructure Investments Limited
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